



Programme for the issuance of Certificates, Notes and Credit Certificates.

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This document constitutes a base prospectus (the "**Base Prospectus**" or the "**Prospectus**") according to Art. 5 (4) of the Prospectus Directive (Directive 2003/71/EC, as amended), as implemented by the relevant provisions of the EU member states, in connection with Regulation 809/2004 of the European Commission.

Under this Programme for the issuance of certificates, notes and credit certificates (the "**Programme**") Deutsche Bank Aktiengesellschaft (the "**Issuer**" or "**Deutsche Bank**") may from time to time issue securities ("**Securities**"). The Securities may relate to shares or equity securities, indices, other securities, commodities, rates of exchange, futures contracts, fund units or shares and/or interest rates (the "**Underlying**" and/or the "**Reference Item**"). Such issuance is carried out by the Issuer as part of its general banking business (set out in article 2(1) of the Articles of Association of the Issuer).

In respect of Securities to be listed on the SIX Swiss Exchange AG (the "**SIX Swiss Exchange**"), this Base Prospectus and the applicable Final Terms will constitute the listing prospectus pursuant to the listing rules of the SIX Swiss Exchange.

**Prospective purchasers of the Securities should ensure that they understand fully the nature of the Securities, as well as the extent of their exposure to risks associated with an investment in the Securities and should consider the suitability of an investment in the Securities in the light of their own particular financial, fiscal and other circumstances. Prospective purchasers of the Securities should refer to the "Risk Factors" section of this Base Prospectus. The Securities will represent unsubordinated, unsecured contractual obligations of the Issuer which will rank *pari passu* in all respects with each other.**

The Issuer shall not be liable for or otherwise obliged to pay, and the relevant Securityholder shall be liable for and/or pay, any tax, duty, charge, withholding or other payment whatsoever in connection with the Securities. All payments made by the Issuer shall be made subject to any tax, duty, charge, withholding or other payment which may be required to be made, paid, withheld or deducted.

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended. Any offer or sale of the Securities must be made in a transaction exempt from the registration requirements of such Act pursuant to Regulation S thereunder. The Securities may not be offered, sold or otherwise transferred in the United States or to persons who are either U.S. persons defined as such in Regulation S of such Act or persons who do not come within the definition of a non-United States person under Rule 4.7 of the United States Commodity Exchange Act, as amended. For a description of certain restrictions on the sale and transfer of the Securities, please refer to the General Selling and Transfer Restrictions section of this Base Prospectus.

An investment in the Securities does not constitute a participation in a collective investment scheme for Swiss law purposes. Therefore, the Securities are not supervised or approved by the Swiss Financial Market Supervisory Authority FINMA ("**FINMA**") and investors may not benefit from the specific investor protection provided under the Swiss Federal Act on Collective Investment Schemes.

This Base Prospectus will be 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, in electronic form on the website of the Issuer ([www.xmarkets.db.com](http://www.xmarkets.db.com)).

The date of this Base Prospectus is 1 April 2015.

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## I. SUMMARY

*[If this Summary relates to more than one series of Securities, to the extent that any term differs for one or more series, insert for the relevant item, which is marked "to be inserted for each Series of Securities", "In respect of each series".]*

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	<p><b>Warning that</b></p> <ul style="list-style-type: none"> <li>the Summary should be read as an introduction to the Prospectus,</li> <li>any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor,</li> <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> <li>in its function as the Issuer responsible for the Summary and the translation thereof as well as the dissemination of the Summary and the 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, 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.</li> </ul>
A.2	Consent to use of base prospectus	<ul style="list-style-type: none"> <li>[The Issuer consents to the use of the Prospectus for a later resale or final placement of the Securities by all financial intermediaries (general consent).]</li> <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): <i>[Insert name[s] and address[es].]</i>]</li> <li>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 9 of the Prospectus Directive] <i>[insert time period]</i>.</li> <li>[Such consent is also subject to [ ].] [This consent is not subject to any conditions.]</li> <li><b>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.</b></li> </ul>

Element	Section B – Issuer	
B.1	Legal and commercial name of the issuer	The legal and commercial name of the Issuer is Deutsche Bank Aktiengesellschaft (" <b>Deutsche Bank</b> " or " <b>Bank</b> ").

B.2	Domicile, legal form, legislation and country of incorporation of the issuer	<p>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).</p> <p><i>[If the Securities are issued by Deutsche Bank AG, London Branch, insert:</i></p> <p>Deutsche Bank AG, acting through its London branch ("<b>Deutsche Bank AG, London Branch</b>") is domiciled at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.]</p> <p><i>[If the Securities are issued by Deutsche Bank AG, Milan Branch, insert:</i></p> <p>Deutsche Bank AG, acting through its Milan branch ("<b>Deutsche Bank AG, Milan Branch</b>") is domiciled at Via Filippo Turati 27, 20121 Milan, Italy.]</p> <p><i>[If the Securities are issued by Deutsche Bank AG, Sucursal em Portugal, insert:</i></p> <p>Deutsche Bank AG, acting through its Portuguese branch ("<b>Deutsche Bank AG, Sucursal em Portugal</b>") is domiciled at Rua Castilho, 20, 1250-069 Lisbon, Portugal.]</p> <p><i>[If the Securities are issued by Deutsche Bank AG, Sucursal en España, insert:</i></p> <p>Deutsche Bank AG, acting through its Spanish branch ("<b>Deutsche Bank AG, Sucursal en España</b>") is domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain.]</p>																								
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 all financial institutions in Germany and the eurozone, 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 of 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	Not applicable; no profit forecast or estimate is made.																								
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	<p>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.</p> <table border="1" data-bbox="613 1230 1409 1583"> <thead> <tr> <th></th> <th>31 December 2013 (IFRS, audited)</th> <th>31 December 2014 (IFRS, audited)</th> </tr> </thead> <tbody> <tr> <td>Share capital (in EUR)<sup>1</sup></td> <td>2,609,919,078.40</td> <td>3,530,939,215.36</td> </tr> <tr> <td>Number of ordinary shares<sup>1</sup></td> <td>1,019,499,640</td> <td>1,379,273,131</td> </tr> <tr> <td>Total assets (in million Euro)</td> <td>1,611,400</td> <td>1,708,703</td> </tr> <tr> <td>Total liabilities (in million Euro)</td> <td>1,556,434</td> <td>1,635,481</td> </tr> <tr> <td>Total equity (in million Euro)</td> <td>54,966</td> <td>73,223</td> </tr> <tr> <td>Core Tier 1 capital ratio / Common Equity Tier 1 capital ratio<sup>3</sup></td> <td>12.8%</td> <td>15.2%<sup>4</sup></td> </tr> <tr> <td>Tier 1 capital ratio<sup>3</sup></td> <td>16.9%</td> <td>16.1%<sup>5</sup></td> </tr> </tbody> </table> <p>1 source webpage of the issuer <a href="https://www.deutsche-bank.de/ir/en/content/ordinary_share.htm">https://www.deutsche-bank.de/ir/en/content/ordinary_share.htm</a> as of 1 April 2015</p> <p>2 The CRR/CRD 4 framework replaced the term Core Tier 1 by Common Equity Tier 1.</p> <p>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.</p> <p>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%.</p> <p>5 The Tier 1 capital ratio as of 31 December 2014 on the basis of CRR/CRD 4 fully loaded was 12.9%.</p>		31 December 2013 (IFRS, audited)	31 December 2014 (IFRS, audited)	Share capital (in EUR) <sup>1</sup>	2,609,919,078.40	3,530,939,215.36	Number of ordinary shares <sup>1</sup>	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 <sup>3</sup>	12.8%	15.2% <sup>4</sup>	Tier 1 capital ratio <sup>3</sup>	16.9%	16.1% <sup>5</sup>
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## I. SUMMARY

	<p>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</p> <p>A description of significant changes in the financial or trading position of the Issuer subsequent to the period covered by the historical financial information</p>	<p>There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2014.</p> <p>Not applicable; there has been no significant change in the financial or trading position of Deutsche Bank Group since 31 December 2014.</p>
<b>B.13</b>	Recent events	Not applicable; there are no recent events in the business activities of the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
<b>B.14</b>	Dependence upon other entities within the group	Not applicable; the Issuer is not dependent upon other entities of Deutsche Bank Group.
<b>B.15</b>	Issuer's principal activities	<p>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.</p> <p>As of 31 December 2014, the Bank was organized into the following five corporate divisions:</p> <ul style="list-style-type: none"> <li>• Corporate Banking &amp; Securities (CB&amp;S);</li> <li>• Global Transaction Banking (GTB);</li> <li>• Deutsche Asset &amp; Wealth Management (Deutsche AWM);</li> <li>• Private &amp; Business Clients (PBC); and</li> <li>• Non-Core Operations Unit (NCOU).</li> </ul> <p>The five corporate divisions are supported by infrastructure functions. In addition, Deutsche Bank has a regional management function that covers regional responsibilities worldwide.</p> <p>The Bank has operations or dealings with existing or potential customers in most countries in the world. These operations and dealings include:</p> <ul style="list-style-type: none"> <li>• subsidiaries and branches in many countries;</li> <li>• representative offices in other countries; and</li> <li>• one or more representatives assigned to serve customers in a large number of additional countries.</li> </ul>
<b>B.16</b>	Controlling persons	Not applicable; based on notifications of major shareholdings pursuant to sections 21 et seq. of the German Securities Trading Act ( <i>Wertpapierhandelsgesetz</i> - WpHG), there are only two shareholders holding more than 5 but less than 10 per cent. of the Issuer's shares. To the Issuer's knowledge there is no other shareholder holding more than 3 per cent. of the shares. The Issuer is thus not directly or indirectly owned or controlled.
<b>B.17</b>	Credit ratings assigned to the issuer or its debt securities	<p>Deutsche Bank is rated by Moody's Investors Service, Inc. ("<b>Moody's</b>"), Standard &amp; Poor's Credit Market Services Europe Limited ("<b>S&amp;P</b>"), Fitch Deutschland GmbH ("<b>Fitch</b>") and DBRS, Inc. ("<b>DBRS</b>", together with Fitch, S&amp;P and Moody's, the "<b>Rating Agencies</b>").</p> <p>S&amp;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 ("<b>CRA Regulation</b>"). 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. At the date of this Base Prospectus, the following ratings were assigned to Deutsche Bank:</p>

		<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

Element	Section C – Securities <sup>1</sup>							
C.1	Type and the class of the securities, including any security identification number	<p><b>Class of Securities</b></p> <p><i>[If the Securities are represented by a global security, insert</i></p> <p>[Each Series of the] [The] Securities will be represented by a global security (the "Global Security").]</p> <p>No definitive Securities will be issued.</p> <p>The Securities [in every Series] will be issued [in bearer form][in registered form][in dematerialised form].</p> <p><b>Type of Securities</b></p> <p>The Securities are [Certificates] [Notes].</p> <p><b>Security identification number(s) of Securities</b></p> <p>[ISIN:    []*]</p> <p>WKN    []*</p> <p>[Common code:    []*]</p> <p><i>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities:</i></p> <table border="1"> <thead> <tr> <th>ISIN</th> <th>WKN</th> <th>[Common code]</th> </tr> </thead> <tbody> <tr> <td>[]</td> <td>[]</td> <td>[]</td> </tr> </tbody> </table>	ISIN	WKN	[Common code]	[]	[]	[]
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[]	[]	[]						
C.2	Currency	<p>[For each Series of Securities] []*</p> <p><i>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities, if required:</i></p> <table border="1"> <thead> <tr> <th>ISIN</th> <th>Currency</th> </tr> </thead> <tbody> <tr> <td>[]</td> <td>[]</td> </tr> </tbody> </table>	ISIN	Currency	[]	[]		
ISIN	Currency							
[]	[]							
C.5	Restrictions on the free transferability of the securities	<p>Each Security [of a Series of Securities] 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.</p> <p><i>[Insert for Uncertificated SIS Securities:</i> As long as Uncertificated SIS Securities are considered to be intermediated securities (<i>Bucheffekten</i>), they are transferrable only by entry of the transferred Uncertificated SIS Securities into a securities account of the transferee, who is a participant of the Intermediary.</p> <p>As a result, Uncertificated SIS Securities <i>which</i> are considered to be intermediated securities (<i>Bucheffekten</i>) may only be transferred to an investor who is a participant of the Intermediary, i.e. has a securities account with the Intermediary.</p>						

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THE USE OF THE SYMBOL “\*” IN THE FOLLOWING SECTION C - SECURITIES INDICATES THAT THE RELEVANT INFORMATION FOR EACH SERIES OF SECURITIES MAY, IN RESPECT OF MULTI-SERIES SECURITIES AND WHERE APPROPRIATE, BE PRESENTED IN A TABLE.

C.8	Rights attached to the securities, including ranking and limitations to those rights	<p><b>Governing law of the Securities</b></p> <p>[Each Series of the] [The] Securities will be governed by, and construed in accordance with, [English law] [German law] [Italian law] [Portuguese law] [Spanish law]. The constituting of the Securities may be governed by the laws of the jurisdiction of the Clearing Agent.</p> <p><b>Rights attached to the Securities</b></p> <p>The Securities provide holders of the Securities, on redemption or upon exercise, with a claim for payment of a cash amount and/or delivery of a physical delivery amount. [The Securities [may] also provide holders with an entitlement for the payment of a coupon.]</p> <p><b>Limitations to the rights</b></p> <p>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.</p> <p><b>Status of the Securities</b></p> <p>[Each Series of the] [The] Securities will constitute direct, unsecured and unsubordinated obligations of the Issuer ranking <i>pari passu</i> among themselves and <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer except for any obligations preferred by law.</p>
C.9	Nominal interest rate, date from which interest becomes payable and the due dates for interest, and, where the interest rate is not fixed, description of the underlying on which it is based, maturity date and arrangement for loan amortisation, including the repayment procedure, an indication of yield and name of representative of debt security holders	<p>[Not applicable; the Securities do not entitle the investor to receive 100 per cent. of the [Nominal Amount][[Initial]Issue Price].]</p> <hr/> <p><b>[If the Security is a Step Up Note (product no. 92), insert:</b></p> <p>The [Step up Note] [<i>if applicable, insert other marketing name</i>] is 100% capital protected at maturity. Capital protection means that redemption of the [Step up Note] [<i>if applicable, insert other marketing name</i>] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Throughout the term investors receive a Coupon Payment on the Coupon Payment Date or on the Coupon Payment Dates.]</p> <hr/> <p><b>[If the Security is a Step Up Note with Issuer Redemption Right (product no. 93), insert:</b></p> <p>The [Step-Up Note with Issuer Redemption Right] [<i>if applicable, insert other marketing name</i>] is 100% capital-protected at maturity. Capital protection means that redemption of the [Step-Up Note with Issuer Redemption Right] [<i>if applicable, insert other marketing name</i>] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>This [Step-Up Note with Issuer Redemption Right] [<i>if applicable, insert other marketing name</i>] may be redeemed early by the Issuer before the Settlement Date on one or more Coupon Payment Date(s) specified in the Final Terms without any specific conditions needing to be fulfilled. Early redemption will be at the Nominal Amount.</p> <p>Provided that the [Step-Up Note with Issuer Redemption Right] [<i>if applicable, insert other marketing name</i>] has not been redeemed by the Issuer, investors will receive coupon payments on the Coupon Payment Date(s). The amount of the Coupon increases during the term and is specified in the Final Terms. No further coupon payments are made after early redemption.]</p> <hr/> <p><b>[If the Security is a Fixed Rate Interest Note (product no. 94), insert:</b></p> <p>The [Fixed Rate Interest Note] [<i>if applicable, insert other marketing name</i>] is 100% capital protected at maturity. Capital protection means that redemption of the [Fixed Rate Interest Note] [<i>if applicable, insert other marketing name</i>] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its</p>





		<p>a) If the price or, as the case may be, level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, on each day during the respective Coupon Observation Period or, as the case may be, on at least one day during the Coupon Observation Period investors will receive a Coupon Amount on the next Coupon Payment Date.</p> <p>b) If the price or, as the case may be, level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, on each day during the respective Coupon Observation Period or, as the case may be, on at least one day during the Coupon Observation Period investors will not receive a Coupon Amount on the next Coupon Payment Date.</p> <p>The Coupon Amount for each [Certificate] [Nominal Amount] will be calculated, as specified in the Final Terms, either (i) as the product of the Coupon, the [Reference Amount] [Nominal Amount] and, if specified in the Final Terms, the Day Count Fraction or (ii) as the product of the Reference Rate plus or, as the case may be, minus a Margin, equal to a predetermined percentage and subject to a minimum of zero, if specified in the Final Terms, the [Reference Amount] [Nominal Amount] and, if specified in the Final Terms, the Day Count Fraction.</p> <p>The Reference Rate may be subject to the Floor or, as the case may be, the Cap, if specified in the Final Terms.]</p> <p><b>[Insert for Memory Coupon:</b> The <i>Coupon Amount</i> paid on a <i>Coupon Payment Date</i> depends on the price or, as the case may be, level of the <i>Underlying</i> on a <i>Coupon Observation Date</i>.</p> <p>a) If the <i>Reference Level</i> of the <i>Underlying</i> on such <i>Coupon Observation Date</i> is, as specified in the Final Terms, either (i) below or (ii) equal to or below the <i>Coupon Threshold</i> investors will receive a <i>Coupon Amount</i> on the <i>Coupon Payment Date</i> corresponding to the <i>Coupon Observation Date</i>, which is calculated as the product of the [Reference Amount] [Nominal Amount], the <i>Coupon Value</i> and the number of <i>Coupon Observation Dates</i> preceding such <i>Coupon Payment Date</i>, minus the <i>Coupon Amounts</i>, if any, previously paid for each [Certificate] [Nominal Amount].</p> <p>b) If the <i>Reference Level</i> of the <i>Underlying</i> on such <i>Coupon Observation Date</i> is, as specified in the Final Terms, either (i) above or (ii) equal to or above the <i>Coupon Threshold</i> investors will not receive a <i>Coupon Amount</i> on the next <i>Coupon Payment Date</i>.]</p> <p><b>[Insert for Certificates and Notes with Basket Underlying and separate Basket Constituent determinations in respect of Coupon Amounts:</b></p> <p><b>[Insert for Conditional Coupon:</b> The <i>Coupon Amount</i> paid on a <i>Coupon Payment Date</i> depends on the price or, as the case may be, level of each <i>Basket Constituent</i> either, as specified in the Final Terms, (i) on a <i>Coupon Observation Date</i> or (ii) on each day during the respective <i>Coupon Observation Period</i> or (iii) at least one day during the <i>Coupon Observation Period</i>.</p> <p>a) If the price or, as the case may be, level of each <i>Basket Constituent</i> is, as specified in the Final Terms, either (i) above or (ii) equal to or above the <i>Coupon Threshold</i> for such <i>Basket Constituent</i> on a <i>Coupon Observation Date</i>, on each day during the respective <i>Coupon Observation Period</i> or, as the case may be, on at least one day during the <i>Coupon Observation Period</i> investors will receive a <i>Coupon Amount</i> on the next <i>Coupon Payment Date</i>.</p> <p>b) If the price or, as the case may be, level of each <i>Basket Constituent</i> is, as specified in the Final Terms, either (i) below or (ii) equal to or below the <i>Coupon Threshold</i> for such <i>Basket Constituent</i> on a <i>Coupon Observation Date</i>, on each day during the respective <i>Coupon Observation Period</i> or, as the case may be, on at least one day during the <i>Coupon Observation Period</i> investors will not receive a <i>Coupon Amount</i> on the next <i>Coupon Payment Date</i>.</p>
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		<p>The <i>Coupon Amount</i> for each [Certificate] [Nominal Amount] will be calculated, as specified in the Final Terms, either (i) as the product of the <i>Coupon</i>, the [Reference Amount] [Nominal Amount] and, if specified in the Final Terms, the <i>Day Count Fraction</i> or (ii) as the product of the <i>Reference Rate</i> plus or, as the case may be, minus a <i>Margin</i>, equal to a predetermined percentage and subject to a minimum of zero, if specified in the Final Terms, the [Reference Amount] [Nominal Amount] and, if specified in the Final Terms, the <i>Day Count Fraction</i>.</p> <p>The <i>Reference Rate</i> may be subject to the <i>Floor</i> or, as the case may be, the <i>Cap</i>, if specified in the Final Terms.</p> <p><b>[Insert for Memory Coupon:</b></p> <p>The <i>Coupon Amount</i> paid on a <i>Coupon Payment Date</i> depends on the price or, as the case may be, level of each <i>Basket Constituent</i> on a <i>Coupon Observation Date</i>.</p> <p>a) If the <i>Reference Level</i> of each <i>Basket Constituent</i> on such <i>Coupon Observation Date</i> is, as specified in the Final Terms, either (i) below or (ii) equal to or below the <i>Coupon Threshold</i> for such <i>Basket Constituent</i> investors will receive a <i>Coupon Amount</i> on the <i>Coupon Payment Date</i> corresponding to the <i>Coupon Observation Date</i>, which is calculated as the product of the [Reference Amount] [Nominal Amount], the <i>Coupon Value</i> and the number of <i>Coupon Observation Dates</i> preceding such <i>Coupon Payment Date</i>, minus the <i>Coupon Amounts</i>, if any, previously paid for each [Certificate] [Nominal Amount].</p> <p>b) If the <i>Reference Level</i> of each <i>Basket Constituent</i> on such <i>Coupon Observation Date</i> is, as specified in the Final Terms, either (i) above or (ii) equal to or above the <i>Coupon Threshold</i> for such <i>Basket Constituent</i> investors will not receive a <i>Coupon Amount</i> on the next <i>Coupon Payment Date</i>.]</p> <p>[Reference Amount: <b>[to be inserted*]</b>]</p> <p>[Coupon Observation Period: <b>[to be inserted*]</b>]</p> <p>[Coupon Observation Date(s): <b>[to be inserted*]</b>]</p> <p>[Coupon Value: <b>[to be inserted*]</b>]</p> <p>[Reference Rate: <b>[to be inserted*]</b>]</p> <p>[Margin: <b>[to be inserted*]</b>]</p> <p>[Cap: <b>[to be inserted*]</b>]</p> <p>[Floor: <b>[to be inserted*]</b>]</p> <p>[Coupon Threshold: [For the Coupon Observation Date scheduled to fall on [insert date], [insert date]][to be inserted*]]]</p> <hr/> <p><b>[If the Security is a Conditional Coupon Note (long) (product no. 88), insert:</b></p> <p>The [Conditional Coupon Note] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Conditional Coupon Note] [if applicable, insert other marketing name] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations. The payment of a coupon on a Coupon Payment Date depends on the price or, as the case may be, level of the Underlying on a Coupon Observation Date.</p> <p>a) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next</p>
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		<p>Coupon Payment Date,</p> <p>b) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) not above or (ii) not equal to or above the Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made on the next following Coupon Payment Date.</p> <p>Coupon Observation Date: [to be inserted *]</p> <p>Coupon Threshold: [to be inserted *]]</p> <hr/> <p><b>[If the Security is a Conditional Coupon Note Worst of Basket (long)(product no. 89), insert:</b></p> <p>The [Conditional Coupon Basket Note] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Conditional Coupon Basket Note] [if applicable, insert other marketing name] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>The payment of a coupon on a Coupon Payment Date depends on the price or, as the case may be, level of the Basket Constituents on a Coupon Observation Date.</p> <p>a) If the Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next Coupon Payment Date,</p> <p>b) If the Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) not above or (ii) not equal to or above to the respective Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made on the next following Coupon Payment Date.</p> <p>Coupon Observation Date: [to be inserted *]</p> <p>Coupon Threshold: [to be inserted *]]</p> <hr/> <p><b>[If the Security is a Conditional Coupon Note (short) (product no. 90), insert:</b></p> <p>The [Conditional Coupon Basket Note] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Conditional Coupon Basket Note] [if applicable, insert other marketing name] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>The payment of a coupon on a Coupon Payment Date depends on the price or, as the case may be, level of the Underlying on a Coupon Observation Date.</p> <p>a) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next Coupon Payment Date,</p> <p>b) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made on the next following Coupon Payment Date.</p> <p>Coupon Observation Date: [to be inserted *]</p> <p>Coupon Threshold: [to be inserted *]]</p> <hr/> <p><b>[If the Security is a Conditional Coupon Note Worst of Basket (short)(product no. 91), insert:</b></p> <p>The [Conditional Coupon Basket Note] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Conditional Coupon Basket Note] [if applicable, insert other marketing name] at maturity is promised at the Nominal Amount. The</p>
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		<p>redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>The payment of a coupon on a Coupon Payment Date depends on the price or, as the case may be, level of the Basket Constituents on a Coupon Observation Date.</p> <p>a) If the Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next Coupon Payment Date.</p> <p>b) If the Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) not below or (ii) not equal to or below the respective Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made on the next following Coupon Payment Date.</p> <p>Coupon Observation Date: [to be inserted *]          Coupon Threshold: [to be inserted *]</p> <hr/> <p><b><i>[If the Security is a Fixed Rate Interest Plus Note (product no. 96), insert:</i></b></p> <p>The [Fixed Rate Interest Plus Note] <i>[if applicable, insert other marketing name]</i> is 100% capital protected at maturity. Capital protection means that redemption of the [Fixed Rate Interest Plus Note] <i>[if applicable, insert other marketing name]</i> at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations. Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date.</p> <p><b><i>[If the Security pays a Conditional Coupon or a Memory Coupon insert the relevant description from above otherwise insert the following:</i></b></p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date.</p> <p>The level of the Coupon will be at least equal to the Minimum Coupon. The Coupon can rise to the Bonus Coupon if the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above to the Bonus Coupon Threshold before the start of the Coupon Period. Investors would not participate in any further increase.</p> <p>Minimum Coupon: [to be inserted *]          Bonus Coupon Rate: [to be inserted *]          Bonus Coupon Threshold: [to be inserted *]]</p> <hr/> <p><b><i>[If the Security is a Fix to Floating Note (product no. 97), insert:</i></b></p> <p>The [Fix to Floating Note] <i>[if applicable, insert other marketing name]</i> is 100% capital protected at maturity. Capital protection means that redemption of the [Fix to Floating Note] <i>[if applicable, insert other marketing name]</i> at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The Fix to Floating Note has a fixed Coupon for a set number of Coupon Periods specified in the Final Terms. In the subsequent Coupon Periods, the Coupon is dependent on the performance of the Underlying. The Coupon will be between a Minimum Coupon and a Maximum Coupon.</p> <p>Coupon Periods: [to be inserted *]          Minimum Coupon: [to be inserted *]          Maximum Coupon: [to be inserted *]</p>
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		<p><b><i>[If the Security is an Inflation Indexed Note (product no. 102), insert:</i></b></p> <p>The [Inflation-Indexed Note] <i>[if applicable, insert other marketing name]</i> is 100% capital protected at maturity. Capital protection means that redemption at maturity of the [Inflation-Indexed Note] <i>[if applicable, insert other marketing name]</i> is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The level of the Coupon on the first Coupon Payment Date is determined prior to the issue and, on further Coupon Payment Dates, is dependent on the price or, as the case may be, level of the Underlying on the relevant Coupon Determination Date, is calculated by multiplying the performance with a pre-defined Participation Factor, if applicable, plus or minus a Margin of a percentage specified in the Final Terms, if specified in the Final Terms, and is equal to a maximum of the Maximum Coupon if this is specified in the Final Terms. If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.</p> <p>Participation Factor: <b>[to be inserted*]</b></p> <p>Minimum Coupon: <b>[to be inserted*]</b></p> <p>Maximum Coupon: <b>[to be inserted*]</b></p> <p>[Margin: <b>[to be inserted*]]</b></p> <hr/> <p><b><i>[If the Security is a Coupon Lock In Note (product no. 103), insert:</i></b></p> <p>The [Coupon Lock In Note] <i>[if applicable, insert other marketing name]</i> is 100% capital protected at maturity. Capital protection means that redemption of the [Coupon Lock In Note] <i>[if applicable, insert other marketing name]</i> at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date.</p> <p>The level of the Coupon corresponds to the multiple specified in the Final Terms of a price or, as the case may be, level of the Underlying determined a certain number of Business Days in advance of the respective Coupon Period as specified in the Final Terms, but at least the Minimum Coupon. If the Coupon calculated for a Coupon Period is, as specified in the Final Terms, either (i) greater than or (ii) greater than or equal to a percentage specified in the Final Terms, the Coupon for this and all subsequent Coupon Periods will be equal to a percentage also specified in the Final Terms. Investors would not participate in any further increase.</p> <p>Minimum Coupon: <b>[to be inserted*]</b></p> <hr/> <p><b><i>[If the Security is a ZinsPlus Note (product no. 105), insert:</i></b></p> <p>The [ZinsPlus Note] <i>[if applicable, insert other marketing name]</i> is 100% capital protected at maturity. Capital protection means that redemption of the [ZinsPlus Note] <i>[if applicable, insert other marketing name]</i> at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date which are linked to the performance of the individual shares contained in a basket of shares which serves as the Underlying. The Coupon will be between a Minimum Coupon and a Maximum Coupon. The amount of interest is dependent on the performance of each constituent of the underlying basket of shares. The Coupon Payment is calculated as the arithmetic mean of the performance of each share in the basket, with individual share performance capped automatically at the Maximum Coupon, in the event that there has been no change or only positive development in the closing price of each share on the relevant Coupon Observation Date as against the Initial Reference Level ("ZinsPlus"). By contrast, for shares whose closing price has fallen below the Initial Reference Level on the relevant Coupon Observation Date, their full negative performance is taken into</p>
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		<p>account in the calculation of average performance. In the event that the calculated average performance of the total share basket produces a figure below the Minimum Coupon, the Minimum Coupon is paid out.</p> <p>Coupon Observation Date[s]: [to be inserted *]          Minimum Coupon: [to be inserted *]          Maximum Coupon: [to be inserted *]</p> <hr/> <p><b>[If the Security is a Annualised Coupon Note (product no. 107), insert:</b></p> <p>The [Annualised Coupon Note] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Annualised Coupon Note] [if applicable, insert other marketing name] at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>The payment of a coupon on a Coupon Payment Date depends on the price or, as the case may be, level of the Underlying on a Coupon Observation Date.</p> <p>a) If the Reference Level of the Underlying on any Coupon Observation Date is, as specified in the Final Terms, either (i) above, or (ii) equal to or above the Coupon Threshold, a Coupon Payment equal to the performance of the Underlying since the Issue Date taking into account the relevant Participation Factor will be made on the next Coupon Payment Date. The Participation Factor decreases during the term of the [Annualised Coupon Note] [if applicable, insert other marketing name].</p> <p>b) If the Reference Level of the Underlying on any Coupon Observation Date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold, no Coupon Payment will be made.</p> <p>The Coupon shall equal a maximum of the Maximum Coupon and/or a minimum of the Minimum Coupon, if specified in the Final Terms.</p> <p>Coupon Observation Date[s]: [to be inserted *]          Coupon Threshold: [to be inserted *]          Participaion Factor: [to be inserted *]          Minimum Coupon: [to be inserted *]          Maximum Coupon: [to be inserted *]</p> <hr/> <p><b>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities, if required:</b></p> <table border="1" data-bbox="711 1312 1354 1381"> <tr> <td>ISIN</td> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> </tr> <tr> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> </tr> </table>	ISIN	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
ISIN	[ ]	[ ]	[ ]							
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<p><b>C.11</b></p>	<p>Application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with indication of the markets in questions</p>	<p>[Not applicable; there has no application been made to admit [[each Series of the] [the] Securities to the regulated market of any exchange.]</p> <p>[Application [has been made] [will be made] to [admit to trading] [include in trading] [list] [and quote] [each Series of the] [the] Securities on the Official List of the Luxembourg Stock Exchange and to quote them on the [Regulated market] [Euro MTF] of the Luxembourg Stock Exchange, which is [not] a regulated market for the purposes of Directive 2004/39/EC].</p> <p>[Application [has been made] [will be made] to [admit to trading] [include in trading] [list] [and quote] [each Series of the] [the] Securities on the [regulated] [ ] [market] [Freiverkehr] of the [[Frankfurt] [Stuttgart] [ ] Stock Exchange] [Borsa Italiana] [, which is [not] a regulated market for the purposes of Directive 2004/39/EC] [insert all relevant regulated markets].</p> <p>[Application [has been made] [will be made] to [admit to trading] [include in trading] [list] [and quote] [each Series of the] [the] Securities on [insert all relevant regulated markets], which are [not] a regulated market for the purposes of Directive 2004/39/EC. [The Securities have been [admitted to trading] [included in trading] on the [regulated] [ ] market of the [ ] Stock Exchange [insert all relevant regulated markets], which are [not] regulated markets for the purposes of Directive 2004/39/EC.</p>								

		<p>[Application will be made to list [each Series of the] [the] Securities on the SIX Swiss Exchange. Application has been made for the Securities to be admitted to trading on SIX Structured Products Exchange [with effect from [ ]].]</p>
<p><b>C.15</b></p>	<p>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</p>	<p>[Not applicable; the Securities are not derivative Securities]</p> <hr/> <p><b>[If the Security is a Capital Protection Certificate (product no. 1), insert:</b></p> <p>This [Capital Protection Certificate] [if applicable, insert other marketing name] is 100% capital-protected at maturity. Capital protection means that redemption of the [Capital Protection Certificate] [if applicable, insert other marketing name] at maturity is promised at the Initial Issue Price. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>On the Settlement Date, investors receive at least the Capital Protection Amount.</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Capital Protection Amount on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors participate in the positive performance of the Underlying based on the Strike at maturity, if applicable with the Participation Factor, if specified in the Final Terms.]</p> <hr/> <p><b>[If the Security is a Capital Protection Certificate with Maximum Amount (product no. 2), insert:</b></p> <p>This [Capital Protection Certificate with Maximum Amount] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Capital Protection Certificate with Maximum Amount] [if applicable, insert other marketing name] at maturity is promised at the Initial Issue Price. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Investors receive a minimum of the Capital Protection Amount and a maximum of the Maximum Amount on the Settlement Date.</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive Capital Protection Amount on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Cap, investors participate in the positive performance of the Underlying based on the Strike at maturity, if applicable with the Participation Factor, if specified in the Final Terms.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.</p> <p>In return for the capital protection, investors limit their possible return to the Maximum Amount.]</p> <hr/> <p><b>[If the Security is a Capital Protection Certificate with Participation in the Average Performance and without a Maximum Amount (product no. 3), insert:</b></p> <p>This [Capital Protection Certificate with Participation in Average Performance and without Maximum Amount] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Capital Protection Certificate with Participation in Average Performance and without Maximum Amount] [if applicable, insert other marketing name] at maturity is promised at the Initial Issue Price. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p>



On the Settlement Date investors receive at least the Capital Protection Amount, irrespective of the performance of the Underlying.

Additionally, investors can participate in the average, positive, performance of the Underlying in percent (the "Average Performance of the Underlying") if it, as specified in the Final Terms, either (i) exceeds or (ii) is equal to or exceeds the Minimum Return at the end of the term. The Average Performance of the Underlying is formed by building an equally weighted average of the annual movements in the value of the Underlying measured on each of the Observation Dates.

- a) If the Average Performance of the Underlying on the Valuation Date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Minimum Return, investors receive the Capital Protection Amount on the Settlement Date.
- b) If the Average Performance of the Underlying on the Valuation Date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Minimum Return, investors participate in the positive Average Performance of the Underlying based on the Initial Reference Level with the Participation Factor.]

**[If the Security is a Partial Capital Protection Certificate without Strike (product no. 4), insert:**

The [Partial Capital Protection Certificate without Strike] [if applicable, insert other marketing name] is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the [Partial Capital Protection Certificate without Strike] [if applicable, insert other marketing name] at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Partial Capital Protection Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, investors will receive the Partial Capital Protection Amount and an additional amount reflecting the positive performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor if specified in the Final Terms. This means that if the Partial Capital Protection Amount is below the purchase price of the [Partial Capital Protection Certificate without Strike] [if applicable, insert other marketing name], the [Partial Capital Protection Certificate without Strike] [if applicable, insert other marketing name] must display positive performance, generating an amount that exceeds the difference between the Partial Capital Protection Amount and the purchase price of the [Partial Capital Protection Certificate without Strike] [if applicable, insert other marketing name] in order for investors to receive a Cash Amount that is greater than the purchase price of the [Partial Capital Protection Certificate without Strike] [if applicable, insert other marketing name].
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, investors receive the Partial Capital Protection Amount on the Settlement Date.]

**[If the Security is a Partial Capital Protection Certificate with Cap, without Strike (product no. 5), insert:**

The [Partial Capital Protection Certificate with Cap, without Strike] [if applicable, insert other marketing name] is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the [Partial Capital Protection Certificate with Cap, without Strike] [if applicable, insert other marketing name] at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Partial Capital Protection Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Cap, investors will receive the Partial Capital Protection Amount and an additional amount reflecting the positive performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor if specified in the Final Terms. This means that if the Partial Capital Protection Amount is below the purchase price of the [Partial Capital Protection Certificate with Cap, without Strike] *[if applicable, insert other marketing name]*, the [Partial Capital Protection Certificate with Cap, without Strike] *[if applicable, insert other marketing name]* must display positive performance, generating an amount that exceeds the difference between the Partial Capital Protection Amount and the purchase price of the [Partial Capital Protection Certificate with Cap, without Strike] *[if applicable, insert other marketing name]* in order for investors to receive a Cash Amount that is greater than the purchase price of the [Partial Capital Protection Certificate with Cap, without Strike] *[if applicable, insert other marketing name]*.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, investors receive the Partial Capital Protection Amount on the Settlement Date.

In return for the partial capital protection, investors limit their possible return to the Maximum Amount.]

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***[If the Security is a Partial Capital Protection Certificate with Strike (product no. 6), insert:***

The [Partial Capital Protection Certificate with Strike] *[if applicable, insert other marketing name]* is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the [Partial Capital Protection Certificate with Strike] *[if applicable, insert other marketing name]* at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Partial Capital Protection Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors participate in both the positive and the negative performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.]

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***[If the Security is a Partial Capital Protection Certificate with Cap and Strike (product no. 7), insert:***

The [Partial Capital Protection Certificate with Cap and Strike] *[if applicable, insert other marketing name]* is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the [Partial Capital Protection Certificate with Cap and Strike] *[if applicable, insert other marketing name]* at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

	<p>Investors receive a minimum of the Partial Capital Protection Amount and a maximum of the Maximum Amount on the Settlement Date.</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Cap, investors participate in both the positive and the negative performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.</p> <p>In return for the partial capital protection, investors limit their possible return to the Maximum Amount.]</p> <hr/> <p><b>[If the Security is a Coupon Certificate with Partial Capital Protection (product no.8), insert:</b></p> <p>The [Coupon Certificate with Partial Capital Protection] [if applicable, insert other marketing name] is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the [Coupon Certificate with Partial Capital Protection] [if applicable, insert other marketing name] at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>The way the [Coupon Certificate with Partial Capital Protection] [if applicable, insert other marketing name] works results from two key features:</p> <p>1. Coupon payments</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Dates. The level of the Coupon is dependent on the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. The Coupon Threshold for the First Coupon Observation Date is equal to a percentage of the Initial Reference Level of the Underlying, specified in the Final Terms and for this date. For subsequent Coupon Observation Dates the Coupon Threshold is equal to a percentage of the Reference Level of the Underlying on the immediately preceding Coupon Observation Date, specified in the Final Terms and for such date.</p> <p>a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. The level of the Coupon is equal to the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of the Minimum Coupon.</p> <p>b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.</p> <p>2. Redemption at maturity</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, investors receive the Maximum Amount on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, investors participate in both the positive and the negative</p>
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	<p>performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.</p> <p>In return for the partial capital protection, investors limit their possible return to the Maximum Amount.]</p> <hr/> <p><b><i>[If the Security is a Certificate (product no. 9), insert:</i></b></p> <p>The [Certificate] <i>[if applicable, insert other marketing name]</i> enables investors to participate in the performance of the Underlying. With this [Certificate] <i>[if applicable, insert other marketing name]</i>, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the price or, as the case may be, level of the Underlying at maturity. The Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.]</p> <hr/> <p><b><i>[If the Security is an X-Perf Certificate (product no. 10), insert:</i></b></p> <p>The [X-Perf Certificate] <i>[if applicable, insert other marketing name]</i> enables investors to participate in the performance of the Underlying.</p> <p>With this [X-Perf Certificate] <i>[if applicable, insert other marketing name]</i>, the Issuer will pay a Cash Amount following exercise by the investor or termination by the Issuer, the amount of which depends on the price or, as the case may be, level of the Underlying on the relevant Valuation Date. In the case of exercise by the investor or following termination by the Issuer, in each case on a Termination Date, the Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.]</p> <hr/> <p><b><i>[If the Security is a Perpetual Certificate (product no. 11), insert:</i></b></p> <p>The [Perpetual Certificate] <i>[if applicable, insert other marketing name]</i> enables investors to participate in the performance of the Underlying, if applicable taking a Management Fee into account, if specified in the Final Terms.</p> <p>With this [Perpetual Certificate] <i>[if applicable, insert other marketing name]</i>, the Issuer will pay a Cash Amount following exercise by the investor or termination by the Issuer, the amount of which depends on the price or, as the case may be, level of the Underlying on the relevant Valuation Date. In the case of exercise by the investor or following termination by the Issuer, in each case on a Termination Date, the Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.]</p> <hr/> <p><b><i>[If the Security is an Index Certificate (product no. 12), insert:</i></b></p> <p>The [Index Certificate] <i>[if applicable, insert other marketing name]</i> enables investors to participate in the performance of the Underlying, if applicable taking a Management Fee into account, if specified in the Final Terms. With this [Index Certificate] <i>[if applicable, insert other marketing name]</i>, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the level of the index. The Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.]</p> <hr/> <p><b><i>[If the Security is a Performance Certificate (product no. 13), insert:</i></b></p> <p>The [Performance Certificate] <i>[if applicable, insert other marketing name]</i> enables investors to participate in the performance of the Underlying whilst partially benefiting from the cash dividends distributed by the issuer of the Underlying.</p> <p>With this [Performance Certificate] <i>[if applicable, insert other marketing name]</i>, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the price or, as the case may be, level of the Underlying at maturity. The Cash Amount is equal to the Final Reference Level multiplied by the Multiplier then applicable in each case.</p>
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The Multiplier is increased during the term of the [Performance Certificate] *[if applicable, insert other marketing name]* when a cash dividend is paid in order to partially take these cash dividends distributed (less tax, duty, withholding, deductions or other fees) into account when the Cash Amount is calculated. The adjustment to the Multiplier is in each case made with effect as of the date on which the Underlying is first traded on the Reference Source after the distribution of the dividend (ex dividend).]

***[If the Security is a Performance Certificate on a Basket of Shares (product no. 14), insert:***

The [Performance Certificate] *[if applicable, insert other marketing name]* enables investors to participate in the performance of the Basket Constituents whilst partially benefiting from the cash dividends distributed by the issuers of the Basket Constituents.

With this [Performance Certificate] *[if applicable, insert other marketing name]*, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the price of the Basket Constituents at maturity. The Cash Amount will be equal to the product of the Multiplier and the total of the prices of the Basket Constituents, taking into account the Basket Constituent Weights then applicable to these Basket Components.

The relevant Basket Constituent Weight is increased during the term of the [Performance Certificate] *[if applicable, insert other marketing name]* when a cash dividend is paid on that Basket Constituent in order to partially take these cash dividends distributed (less tax, duty, withholding, deductions or other fees) into account when the Cash Amount is calculated. The adjustment to the Basket Constituent Weights is in each case made with effect as of the date on which the relevant Basket Constituent is first traded on the Reference Source after the distribution of the dividend (ex dividend).]

***[If the Security is an Easy Reverse Bonus Certificate (product no. 15), insert:***

With this [Easy Reverse Bonus Certificate] *[if applicable, insert other marketing name]*, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Another special feature of the [Easy Reverse Bonus Certificate] *[if applicable, insert other marketing name]* is that investors participate in the **inverse** performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is equal to the Reverse Level minus the Final Reference Level taking into account the Multiplier, but a minimum of the Bonus Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is always the Reverse Level minus the Final Reference Level taking into account the Multiplier (1:1 participation in the performance of the Underlying based on the Initial Reference Level), but not less than zero.

In return for the chance to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends).]

***[If the Security is an Easy Reverse Bonus Certificate with Cap (product no. 16), insert:***

With this [Easy Reverse Bonus Certificate with Cap] *[if applicable, insert other marketing name]*, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Another special feature of the [Easy Reverse Bonus Certificate with Cap] *[if applicable, insert other marketing name]* is that investors participate in the **inverse** performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is equal to the Reverse Level minus the Final Reference Level taking into account the Multiplier, but a minimum of the Bonus Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Cash Amount is no

	<p>longer equal to a minimum of the Bonus Amount, but is always the Reverse Level minus the Final Reference Level taking into account the Multiplier, but a maximum of the Maximum Amount (1:1 participation in the performance of the Underlying based on the Initial Reference Level), but not less than zero.</p> <p>In return for the chance to receive payment of the Bonus Amount, investors limit their possible return to the Maximum Amount and waive their claims deriving from the Underlying (e.g. voting rights, dividends).]</p> <hr/> <p><b>[If the Security is a Corridor Bonus Certificate with Cap (product no. 17), insert:</b></p> <p>With this [Corridor Bonus Certificate with Cap] [if applicable, insert other marketing name], investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.</p> <p>a) If the Underlying has not been at any point during the Observation Period either, as specified in the Final Terms, (i) below or (ii) equal to or below the Lower Barrier or has not been, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, the Cash Amount is equal to the Bonus Amount.</p> <p>b) If the Underlying has been at least once during the Observation Period either, as specified in the Final Terms, (i) below or (ii) equal to or below the Lower Barrier, or has been, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, the Cash Amount is no longer equal to the Bonus Amount, but is calculated as follows:</p> <p>If the Underlying has been at least once during the Observation Period either, as specified in the Final Terms, (i) above or (ii) equal to or above the Upper Barrier, but earlier during the Observation Period, has never been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier, the Cash Amount is not equal to the Bonus Amount, but is equal to the difference between 2 and the quotient of the Final Reference Level and the Initial Reference Level, taking into account the Multiplier, however a maximum of the Maximum Amount.</p> <p>If the Underlying has been at least once during the Observation Period either, as specified in the Final Terms, (i) below or (ii) equal to or below the Lower Barrier, but earlier during the Observation Period, has never been, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, the Cash Amount is not equal to the Bonus Amount, but is equal to the quotient of the Final Reference Level and the Initial Reference Amount, taking into account the Multiplier, however a maximum of the Maximum Amount.</p> <p>In return for the chance to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends).]</p> <hr/> <p><b>[If the Security is an Outperformance Bonus Certificate (product no. 18), insert:</b></p> <p>With this [Outperformance Bonus Certificate] [if applicable, insert other marketing name], investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.</p> <p>a) If the Underlying has not been at any time during the term, as specified in the Final Terms, either (i) below or (ii) reached or fallen equal to or below the Barrier, due to the Participation Factor, at maturity investors participate disproportionately higher and to an unlimited extent in the positive performance of the Underlying based on the Strike. However investors will receive at least the Bonus Amount.</p> <p>b) If the Underlying has been at least once during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is instead always equal to the Final Reference Level taking into account the Multiplier (1:1 participation in the performance of the Underlying).</p> <p>In return for the chance to an increased participation and to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends).]</p>
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***If the Security is a Sprinter Bonus Certificate (product no. 19), insert:***

With this [Sprinter Bonus Certificate] *[if applicable, insert other marketing name]*, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been at any time during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, due to the Participation Factor, at maturity investors participate disproportionately higher in the positive performance of the Underlying based on the Strike, however to a maximum of the Cap. However investors will receive a minimum of the Bonus Amount and a maximum of the Maximum Amount.
- b) If the Underlying has been at least once during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is instead always equal to the Final Reference Level taking into account the Multiplier, however to a maximum of the Maximum Amount (1:1 participation in the performance of the Underlying up to the Cap).

In return for the chance to an increased participation and to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends) and limit their possible return to the Maximum Amount.]

***If the Security is a Sprinter Bonus One Certificate (product no. 20), insert:***

With this [Sprinter Bonus One Certificate] *[if applicable, insert other marketing name]*, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been at any time during the term, as specified in the Final Terms either (i) below or (ii) equal to or below the Barrier, due to the Participation Factor, at maturity investors participate disproportionately higher in the positive performance of the Underlying based on the Strike, however to a maximum of the Cap. However investors will receive a minimum of the Bonus Amount and a maximum of the Maximum Amount.
- b) If the Underlying has been at least once during the term, as specified in the Final Terms either (i) below or (ii) equal to or below the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is instead always equal to the Final Reference Level taking into account the Multiplier (1:1 participation in the performance of the Underlying).

In return for the chance to an increased participation and to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends) and limit their possible return to the Maximum Amount in the event that alternative a) occurs.]

***If the Security is a Flex Bonus Certificate (product no. 21), insert:***

With this [Flex Bonus Certificate] *[if applicable, insert other marketing name]*, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier either, as specified in the Final Terms, (i) at any time during the Observation Period, (ii) on any Observation Date or (iii) on the Valuation Date, the Cash Amount is equal to the First Bonus Amount or the Final Reference Level taking account of the Multiplier (1:1 participation in the performance of the Underlying), whichever is higher.
- b) If the Underlying has been, as specified in the Final Terms, either (i) below or (ii) equal to or the Upper Barrier, but has not been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier, either, as specified in the Final Terms, (i) on at least one occasion during the Observation Period, (ii) on an Observation Date or (iii) on the Valuation Date, the Cash Amount is equal to the Second Bonus Amount or the Final Reference Level taking account of the

	<p>Multiplier (1:1 participation in the performance of the Underlying), whichever is higher.</p> <p>c) If the Underlying has been, as specified in the Final Terms, either (i) below or (ii) equal to or the Lower Barrier either, as specified in the Final Terms, (i) on at least one occasion during the Observation Period, (ii) on an Observation Date or (iii) on the Valuation Date, the Cash Amount is equal to the Final Reference Level taking account of the Multiplier (1:1 participation in the performance of the Underlying).</p> <p>Entitlement to receive payment of a Bonus Amount requires investors to waive their claims deriving from the Underlying (e.g. voting rights, dividends).]</p> <hr/> <p><b><i>[If the Security is an Express Certificate with European Barrier Observation (Physical Delivery) (product no. 22), insert:</i></b></p> <p>A check will be performed for this [Express Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the [Express Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the relevant Cash Amount.</p> <p>If there is no early redemption, investors receive on the Settlement Date depending on the performance of the Underlying and level of the Barrier compared to the final Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.</p> <p>If the Final Terms specify that the Barrier is lower than the final Redemption Threshold and</p> <p>a) if the Final Reference Level is, as specified in the Final Terms, (i) either above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;</p> <p>c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and</p> <p>a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i>.</p> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p>
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***[If the Security is a Express Certificate with American Barrier Observation (Physical Delivery) (product no. 23), insert:***

A check will be performed for this [Express Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the [Express Certificate with American Barrier Observation] will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors receive on the Settlement Date depending on the performance of the Underlying and level of the Barrier compared to the final Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If there is no early redemption, investors receive on the Settlement Date depending on the performance of the Underlying and the Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If a Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount and will thereby participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Certificate with American Barrier Observation] *[if applicable, insert other marketing name]*.

If no Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Certificate with American Barrier Observation] *[if applicable, insert other marketing name]*.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]

***[If the Security is a Express Worst of Basket Certificate with European Barrier Observation (Cash Settlement) (product no. 24), insert:***

A check will be performed for this [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold as follows:

If the Final Terms specify that the relevant Barrier is lower than the respective final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]

***[If the Security is a Express Worst of Basket Certificate with American Barrier Observation (Cash Settlement) (product no. 25), insert:***

A check will be performed for this [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* will be redeemed early at the relevant Cash Amount.

	<p>If there is no early redemption, investors on the Settlement Date will receive depending on performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the relevant Redemption Threshold as follows:</p> <p>If a Redemption Threshold for the Valuation Date is provided for in the Final Terms and</p> <ul style="list-style-type: none"> <li>a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;</li> <li>b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;</li> <li>c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents.</li> </ul> <p>If no Redemption Threshold for the Valuation Date is provided for in the Final Terms and</p> <ul style="list-style-type: none"> <li>a) if the price or level of all Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;</li> <li>b) if during the Observation period the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Express Worst of Basket Certificate with American Barrier Observation] participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] the worst performance of all Basket Constituents.</li> </ul> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Express Worst of Basket Certificate with European Barrier Observation (Physical Delivery) (product no. 26), insert:</i></b></p> <p>A check will be performed for this [Express Worst of Basket Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the [Express Worst of Basket Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the relevant Cash Amount.</p>
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If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold as follows:

If the Final Terms specify that the relevant Barrier is lower than the respective final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Price, has at maturity of the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]*.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Price, has at maturity of the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]*.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]

***[If the Security is a Express Worst of Basket Certificate with American Barrier Observation (Physical Delivery) (product no. 27), insert:***

A check will be performed for this [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors on the Settlement Date will receive depending on performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its

	<p>respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.</p> <p>If there is no early redemption, investors will receive on the Settlement Date depending on performance of the Basket Constituents and the relevant Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.</p> <p>If a Redemption Threshold for the Valuation Date is provided for in the Final Terms and</p> <ul style="list-style-type: none"> <li>a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;</li> <li>b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;</li> <li>c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent.] Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i>.</li> </ul> <p>If no Redemption Threshold for the Valuation Date is provided for in the Final Terms and</p> <ul style="list-style-type: none"> <li>a) if the price or level of all Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;</li> <li>b) if during the Observation Period the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Price, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i>.</li> </ul> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p>
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***[If the Security is a Express Certificate without Barrier (Cash Settlement) (product no. 28), insert:***

A check will be performed for this [Express Certificate without Barrier] *[if applicable, insert other marketing name]* on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the [Express Certificate without Barrier] *[if applicable, insert other marketing name]* will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying and the amount of the Strike in comparison to the final Redemption Threshold as follows:

If the Final Terms specify that the Strike is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Express Certificate without Barrier] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Strike.

If the Final Terms specify that the Strike is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Express Certificate without Barrier] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Strike.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]

***[If the Security is a Express Certificate without Barrier (Physical Delivery) (product no. 29), insert:***

A check will be performed for this [Express Certificate without Barrier] *[if applicable, insert other marketing name]* on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the [Express Certificate without Barrier] *[if applicable, insert other marketing name]* will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Underlying and level of the Strike compared to the final Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If the Final Terms specify that the Strike is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold,

	<p>but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;</p> <p>c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Certificate without Barrier] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the Final Terms specify that the Strike is equal to the final Redemption Threshold and</p> <p>a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Certificate without Barrier] <i>[if applicable, insert other marketing name]</i>.</p> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Express Worst of Basket Certificate without Barrier (Cash Settlement) (product no. 30), insert:</i></b></p> <p>A check will be performed for this [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the relevant Cash Amount.</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the amount of the relevant Strike in comparison to the relevant final Redemption Threshold as follows:</p> <p>If the Final Terms specify that the relevant Strike is lower than the relevant final Redemption Threshold and</p> <p>a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;</p> <p>c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket</p>
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	<p style="text-align: center;">Constituents.</p> <p>If the Final Terms specify that the relevant Strike is equal to the relevant final Redemption Threshold and</p> <p>a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents.</p> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Express Worst of Basket Certificate without Barrier (Physical Delivery) (product no. 31), insert:</i></b></p> <p>A check will be performed for this [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) r (ii) equal to or above their respective Redemption Threshold. In this case, the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the relevant Cash Amount.</p> <p>If there is no early redemption, investors will receive on the Settlement Date depending on performance of the Basket Constituents and the amount of the relevant Strike in comparison to the relevant final Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.</p> <p>If the Final Terms specify that the relevant Strike is lower than the relevant final Redemption Threshold and</p> <p>a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;</p> <p>c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent with the worst performance based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the Final Terms specify that the relevant Strike is equal to the relevant final Redemption Threshold and</p>
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- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent with the worst performance based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Express Worst of Basket Certificate without Barrier] *[if applicable, insert other marketing name]*.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]

***[If the Security is a Factor Express Certificate (product no. 32), insert:***

The [Factor Express Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Factor Express Certificate] *[if applicable, insert other marketing name]* works results from three key features:

1. Coupon payments

The payment of a coupon on a Coupon Payment Date depends on the price or level of the Underlying during the Coupon Observation Periods.

- a) If the price or level of the Underlying is at no time during a Coupon Observation Period, and, in relation to a Coupon Observation Period after the First Coupon Observation Period, at no point during any previous Coupon Observation Period, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date.
- b) If the price or level of the Underlying is at any time during a Coupon Observation Period, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold, no Coupon Payment will be made. Coupon Payments will not be made on subsequent Coupon Payment Dates either.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold on one of the Observation Dates, the [Factor Express Certificate] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Any Coupon Payments will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold

	<p>and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Factor Express Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.</p> <p>Any Coupon Payments will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a PerformancePlus Certificate (product no. 33), insert:</i></b></p> <p>A check will be performed for this [PerformancePlus Certificate] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the [PerformancePlus Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early. In such case, the Cash Amount depends on the performance of the Underlying based on the Initial Reference Level. Investors will participate 1:1 in the positive performance of the Underlying, but will receive at least the Minimum Redemption Amount specified for the relevant Observation Date.</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <ol style="list-style-type: none"> <li>a) If the Final Reference Level of the Underlying on the Valuation Date (which is the same as the final Observation Date) is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, the Cash Amount is equal to the Final Reference Level taking account of the Multiplier, but a minimum of the Minimum Redemption Amount.</li> <li>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level on the Settlement Date.</li> <li>c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is equal to the Final Reference Level taking account of the Multiplier (1:1 participation in the negative performance of the Underlying based on the Initial Reference Level).]</li> </ol> <hr/> <p><b><i>[If the Security is a Reverse Express Certificate (product no. 34), insert:</i></b></p> <p>A check will be performed for this [Reverse Express Certificate] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Redemption Threshold. If it is, the [Reverse Express Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the relevant Cash Amount. Another special feature of the [Reverse Express Certificate] <i>[if applicable, insert other marketing name]</i> is that investors participate in the <b>inverse</b> performance of the Underlying.</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying and the amount of the Barrier in comparison to the last Redemption Threshold as follows:</p> <p>If the Final Terms specify that the Barrier is above the final Redemption Threshold and</p> <ol style="list-style-type: none"> <li>a) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;</li> <li>b) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, but is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the</li> </ol>
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	<p>Specified Reference Level on the Settlement Date;</p> <p>c) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the [Reverse Express Certificate] <i>[if applicable, insert other marketing name]</i> will negatively participate 1:1 in the positive performance of the Underlying based on the Initial Reference Level.</p> <p>If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and</p> <p>a) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the specified Cash Amount on the Settlement Date;</p> <p>b) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the [Reverse Express Certificate] <i>[if applicable, insert other marketing name]</i> will negatively participate 1:1 in the positive performance of the Underlying based on the Initial Reference Level.</p> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Currency Express Certificate (product no. 35), insert:</i></b></p> <p>A check will be performed for this [Currency Express Certificate] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Redemption Threshold. If it is, the [Currency Express Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the relevant Cash Amount.</p> <p>Standard market practice for presenting rates of exchange is that rates of exchange are shown as the inverse of the performance of the Foreign Currency, i.e. a rising Underlying means a depreciation of the Foreign Currency against the Base Currency and conversely, a falling Underlying means an appreciation of the Foreign Currency against the Base Currency. Accordingly, investors <b>inversely</b> participate in the performance of the Underlying.</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold on the Valuation Date (which corresponds to the last Observation Date) (i.e. the Foreign Currency remains stable against the Base Currency or appreciates against the Base Currency), investors receive the specified Cash Amount on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, but is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier on the Valuation Date, the [Currency Express Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the performance of the Underlying (depreciation of the Foreign Currency against the Base Currency) based on the Initial Reference Level.</p> <p>Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Reverse Outperformance Certificate (product no. 36), insert:</i></b></p> <p>With this [Reverse Outperformance Certificate] <i>[if applicable, insert other marketing name]</i>, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. A special feature of the [Reverse Outperformance Certificate] <i>[if applicable, insert other marketing name]</i> is that investors participate in the <b>inverse</b> performance of the Underlying.</p>
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- a) If the Final Reference Level is below the Strike, at maturity investors participate disproportionately in the negative performance of the Underlying based on the Strike, due to the Participation Factor.
- b) If the Final Reference Level is equal to or above the Strike, investors receive the Strike, based on the Multiplier, less the amount by which the Final Reference Level is greater than the Strike. They thus participate **inversely** in the positive performance of the Underlying based on the Strike.

Investors may assert no further claims in relation to the Underlying (e.g. voting rights, dividends) in return for the increased opportunity to participate in the performance of the Underlying.]

**[If the Security is a Combi Fixed Rate of Interest Certificate (product no. 37), insert:**

The [Combi Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* comprises two components. The Initial Issue Price is invested, in accordance with a weight specified in the Final Terms, in a fixed-rate partial redemption component and a fixed-rate non-capital protected component linked to the performance of the Underlying.

1. Partial redemption component

Investors receive the Partial Redemption Amount as at the Partial Redemption Date specified in the Final Terms. Investors simultaneously (on the First Coupon Payment Date) receive a fixed Coupon Amount equivalent to a percentage of the Partial Redemption Amount specified in the Final Terms.

2. Capital market component

The capital market component is linked to the performance of the Underlying. The way the component works results from two key features:

a) Coupon payments

Investors receive on the relevant Coupon Payment Dates a fixed Coupon Amount equivalent to a percentage of the Specified Reference Level specified in the Final Terms.

b) Redemption at maturity

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors receive the Specified Reference Level per [Combi Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* on the Settlement Date. If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Combi Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the above-average Coupon Payments, investors carry the risk of a possible loss of capital.]

**[If the Security is a Fixed Rate of Interest Certificate with European Barrier Observation (product no. 38), insert:**

The [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

The [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Date(s).

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors receive payment of the Specified Reference Level for each [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]*.

- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the Coupon Payments, investors risk a possible loss of capital.]

***[If the Security is a Fixed Rate of Interest Certificate with American Barrier Observation (product no. 39), insert:***

The [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

The [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Date(s).

2. Redemption at maturity

- a) If the price or level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier during the Observation Period, investors receive payment of the Specified Reference Level for each [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]*.
- b) If the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier during the Observation Period, the [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the Coupon Payments, investors risk a possible loss of capital.]

***[If the Security is an Inflation-Linked Fixed Rate of Interest Certificate (product no. 40), insert:***

The [Inflation-Linked Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying and the annual inflation rate. The way the [Inflation-Linked Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

As specified in the Final Terms, on the Coupon Payment Dates the [Inflation-Linked Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* pays either (i) a Coupon Amount, comprising a fixed Coupon Amount (fixed rate of interest) and a variable Coupon Amount depending on the development of the annual inflation rate, or (ii) a Coupon Amount which depends on the development of the annual inflation rate, but which is a minimum of the Minimum Coupon.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors receive payment of the Specified Reference Level for each [Inflation-Linked Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]*.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Inflation-Linked Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the Coupon Payment, investors risk a possible loss of capital.]

***[If the Security is a Currency Fixed Rate of Interest Certificate (product no. 41), insert:***

The [Currency Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the

	<p>[Currency Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> works results from two key features:</p> <p>1. Coupon payments</p> <p>The [Currency Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Date(s).</p> <p>2. Redemption at maturity</p> <p>Investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Standard market practice for presenting rates of exchange is that rates of exchange are shown as the inverse of the performance of the Foreign Currency, i.e. a rising Underlying means a depreciation of the Foreign Currency against the Base Currency and conversely, a falling Underlying means an appreciation of the Foreign Currency against the Base Currency. Accordingly, investors inversely participate in the performance of the Underlying.</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier (i.e. the Foreign Currency remains unchanged against the Base Currency or appreciates against the Base Currency), investors receive payment of the Specified Reference Level per [Currency Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the [Currency Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the performance of the Underlying (depreciation of the Foreign Currency against the Base Currency) based on the Initial Reference Level.</p> <p>In return for the Coupon Payments, investors risk a possible loss of capital.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement) (product no. 42), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p>
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	<p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement) (product no. 43), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date.</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p>
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	<p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement) (product no. 44), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the</p>
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Observation Dates, the [Coupon Certificate] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate with Coupon Observation Period with American Barrier Observation (Cash Settlement) (product no. 45), insert:***

The [Coupon Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Coupon Certificate] *[if applicable, insert other marketing name]* works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period,

	<p>no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates with European Barrier Observation (Physical Delivery) (product no. 46), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon</p>
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	<p>Amount (Coupon Payment) at the next Coupon Payment Date.</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period with European Barrier Observation (Physical Delivery) (product no. 47), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will</p>
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	<p>receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates with American Barrier Observation (Physical Delivery) (product no. 48), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p>
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	<p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount and will thereby participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p>
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***[If the Security is a Coupon Certificate with Coupon Observation Period with American Barrier Observation (Physical Delivery) (product no. 49), insert:***

The [Coupon Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Coupon Certificate] *[if applicable, insert other marketing name]* works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

#### 2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

#### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount

	<p>in the amount of the Specified Reference Level on the Settlement Date.</p> <p>c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount and will thereby participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Dates with European Barrier Observation (Cash Settlement) (product no. 50), insert:</i></b></p> <p>The [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the</p>
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Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Period with European Barrier Observation (Cash Settlement) (product no. 51), insert:***

The [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way the product works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

#### 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.



## 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Dates with American Barrier Observation (Cash Settlement) (product no. 52), insert:***

The [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way the product works results from three key features:

## 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* will be redeemed early at the

Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Period with American Barrier Observation (Cash Settlement) (product no. 53), insert:***

The [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way the product works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket

	<p>Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:</p> <p>a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Dates with European Barrier Observation (Physical Delivery) (product no. 54), insert:</i></b></p> <p>The [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p>
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- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

### 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on the respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Period with European Barrier Observation (Physical Delivery) (product no. 55), insert:***

The [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way the product works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the

	<p>Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.</p> <p>If Coupon Payment is conditional and</p> <p>a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:</p> <p>a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on the respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p>
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***[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Dates with American Barrier Observation (Physical Delivery) (product no. 56), insert:***

The [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way the product works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

#### 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

#### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i)

below or (ii) equal to or below the relevant Barrier, investors will receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Period with American Barrier Observation (Physical Delivery) (product no. 57), insert:***

The [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way the product works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

#### 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

#### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

	<p>a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates, without Barrier (Cash Settlement) (product no. 58), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon</p>
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	<p>Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Strike.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period, without Barrier (Cash Settlement) (product no. 59), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p>
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	<p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Strike.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates, without Barrier (Physical Delivery) (product no. 60), insert:</i></b></p> <p>The [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the</p>
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Observation Dates, the [Coupon Certificate] *[if applicable, insert other marketing name]* will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Underlying either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate] *[if applicable, insert other marketing name]*.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]

***[If the Security is a Coupon Certificate with Coupon Observation Period, without Barrier (Physical Delivery) (product no. 61), insert:***

The [Coupon Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Coupon Certificate] *[if applicable, insert other marketing name]* works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate] *[if applicable, insert other marketing name]*.

If Coupon Payment is unconditional, the [Coupon Certificate] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

	<p>2. Early redemption</p> <p>If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Underlying either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Dates, without Barrier (Cash Settlement) (product no. 62), insert:</i></b></p> <p>The [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing</i></p>
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	<p><i>name</i>].</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] [if applicable, insert other marketing name] pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] [if applicable, insert other marketing name] will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:</p> <p>a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Coupon Certificate Worst of Basket] [if applicable, insert other marketing name] participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the [Coupon Certificate Worst of Basket] [if applicable, insert other marketing name] the worst performance of all Basket Constituents.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b>[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Period, without Barrier (Cash Settlement) (product no. 63), insert:</b></p> <p>The [Coupon Certificate Worst of Basket] [if applicable, insert other marketing name] is linked to the performance of the Basket Constituents. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.</p> <p>If Coupon Payment is conditional and</p> <p>a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at</p>
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	<p>least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:</p> <p>a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Dates, without Barrier (Physical Delivery) (product no. 64), insert:</i></b></p> <p>The [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>If Coupon Payment is conditional and</p> <p>a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the</p>
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	<p>Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Basket Constituents either a Cash Amount or, based on the Multiplier, the Basket Constituent, which, based on its respective Strike, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount.</p> <p>a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or, as the case may be, the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate Worst of Basket with Coupon Observation Period, without Barrier (Physical Delivery) (product no. 65), insert:</i></b></p> <p>The [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.</p> <p>If Coupon Payment is conditional and</p> <p>a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon</p>
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	<p>Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If Coupon Payment is unconditional, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> pays the Coupon Amount on the Coupon Payment Dates.</p> <p>2. Early redemption</p> <p>If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:</p> <p>If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Basket Constituents either a Cash Amount or, based on the Multiplier, the Basket Constituent, which, based on its respective Strike, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount.</p> <p>a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or, as the case may be, the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Coupon Certificate Worst of Basket] <i>[if applicable, insert other marketing name]</i>.</p> <p>If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.]</p>
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**[If the Security is a Currency Certificate with Fixed Coupon (product no. 66), insert:**

The [Currency Certificate with Fixed Coupon] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. Standard market practice for presenting rates of exchange is that rates of exchange are shown as the inverse of the performance of the Foreign Currency, i.e. a rising Underlying means a depreciation of the Foreign Currency against the Base Currency and conversely, a falling Underlying means an appreciation of the Foreign Currency against the Base Currency. Accordingly, investors inversely participate in the performance of the Underlying.

## 1. Coupon payments

The [Currency Certificate with Fixed Coupon] *[if applicable, insert other marketing name]* pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

A check will be performed for this [Currency Certificate with Fixed Coupon] *[if applicable, insert other marketing name]* on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Redemption Threshold. If it is, the [Currency Certificate with Fixed Coupon] *[if applicable, insert other marketing name]* will be redeemed early at the relevant Cash Amount.

## 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on the Valuation Date, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier on the Valuation Date, the [Currency Certificate with Fixed Coupon] *[if applicable, insert other marketing name]* will participate 1:1 in the performance of the Underlying (depreciation of the Foreign Currency against the Base Currency) based on the Initial Reference Level.

Investors limit their possible return to the Coupon Amounts in return for the possibility of early redemption.]

**[If the Security is an Extra Coupon Certificate (Cash Settlement) (product no. 67), insert:**

The [Extra Coupon Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Extra Coupon Certificate] *[if applicable, insert other marketing name]* works results from two key features:

## 1. Coupon payments

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, investors receive a specified Coupon Amount on the next Coupon Payment Date.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, investors receive an amount equal to the Minimum Coupon on the next Coupon Payment Date.

## 2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Extra Coupon Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the possibility of Coupon Payments, investors risk a possible loss of capital.]

**[If the Security is an Extra Coupon Certificate (Physical Delivery) (product no. 68), insert:**

The [Extra Coupon Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Extra Coupon Certificate] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, investors receive a specified Coupon Amount on the next Coupon Payment Date.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, investors receive an amount equal to the Minimum Coupon on the next Coupon Payment Date.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Extra Coupon Certificate] *[if applicable, insert other marketing name]*.

In return for the possibility of Coupon Payments, investors risk a possible loss of capital.]

**[If the Security is a Coupon Certificate (Cash Settlement) (product no. 69), insert:**

The [Coupon Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way the [Coupon Certificate] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Dates. The level of the Coupon is dependent on the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. The Coupon Threshold for the First Coupon Observation Date is equal to a percentage of the Initial Reference Level of the Underlying, specified in the Final Terms and for this date. For subsequent Coupon Observation Dates the Coupon Threshold is equal to a percentage of the Reference Level of the Underlying on the immediately preceding Coupon Observation Date, specified in the Final Terms and for such date.

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. The level of the Coupon is equal to the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of the Minimum Coupon.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.

	<p>2. Redemption at maturity</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Extra Coupon Certificate] <i>[if applicable, insert other marketing name]</i> will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.</p> <p>In return for the possibility of Coupon Payments, investors risk a possible loss of capital.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate (Physical Delivery) (product no. 70), insert:</i></b></p> <p>The [Extra Coupon Certificate] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Underlying. The way the [Extra Coupon Certificate] <i>[if applicable, insert other marketing name]</i> works results from two key features:</p> <p>1. Coupon payments</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Dates. The level of the Coupon is dependent on the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. The Coupon Threshold for the First Coupon Observation Date is equal to a percentage of the Initial Reference Level of the Underlying, specified in the Final Terms and for this date. For subsequent Coupon Observation Dates the Coupon Threshold is equal to a percentage of the Reference Level of the Underlying on the immediately preceding Coupon Observation Date, specified in the Final Terms and for such date.</p> <p>a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. The level of the Coupon is equal to the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of the Minimum Coupon.</p> <p>b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.</p> <p>2. Redemption at maturity</p> <p>a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.</p> <p>b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Extra Coupon Certificate] <i>[if applicable, insert other marketing name]</i>.</p> <p>In return for the possibility of Coupon Payments, investors risk a possible loss of capital.]</p> <hr/> <p><b><i>[If the Security is a Reverse Participation Corridor Certificate (product no. 71), insert:</i></b></p> <p>With the [Reverse Participation Corridor Certificate] <i>[if applicable, insert other marketing name]</i>, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Another special feature of the [Reverse Participation Corridor Certificate] <i>[if applicable,</i></p>
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*insert other marketing name*] is that investors participate in the inverse and non-linear performance of the Underlying. The non-linear certificate structure results in the value of the Certificate rising or falling very quickly when small changes in the Underlying occur. The [Reverse Participation Corridor Certificate's] *[if applicable, insert other marketing name]* degree of change in value increasingly declines with further changes in the Underlying. The way the product works results from two key features:

- 1) Bonus payments
  - a) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier and, as specified in the Final Terms, either (i) above or (ii) equal to or above the Lower Barrier (=predefined range) on the Valuation Date, investors receive the First Bonus Amount on the Settlement Date.
  - b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier and, as specified in the Final Terms, either (i) above or (ii) equal to or above the Lower Barrier (=predefined range) on the Exercise Date, investors receive the Second Bonus Amount on the Settlement Date.
  - c) If the Underlying closes outside the predefined range on the Valuation Date as well as on the Exercise Date, there will be no bonus payment.
- 2) Redemption at maturity
  - a) If the Interim Reference Level is above the Initial Reference Level on the Valuation Date, investors participate inversely at maturity, taking into account the Non-Linear Factor (NLF), in the positive performance of the Underlying based on the Initial Reference Level, subject to a minimum of the Minimum Amount.
  - b) If the Interim Reference Level is below the Initial Reference Level on the Valuation Date, investors participate inversely at maturity, taking into account the Non-Linear Factor (NLF), in the negative performance of the Underlying based on the Initial Reference Level, subject to a maximum of the Maximum Amount.

Entitlement to receive payment of the Bonus Amounts requires investors to waive their claims deriving from the Underlying (e.g. voting rights, dividends).]

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***If the Security is a OneStep Certificate (Cash Settlement)(product no. 72), insert:***

With this [OneStep Certificate] *[if applicable, insert other marketing name]* investors receive a Cash Amount on the Settlement Date, the amount of which depends on the Final Reference Level:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors receive the One Step Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike on the Valuation Date, the [OneStep Certificate] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the chance to participate in the performance disproportionately compared to the Underlying, investors limit their potential return to the OneStep Amount.]

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***If the Security is a OneStep Certificate (Physical Delivery) (product no. 73), insert:***

With the [OneStep Certificate] *[if applicable, insert other marketing name]*, investors participate in the performance of the Underlying during the term.

On the Settlement Date investors receive, depending on the Final Reference Level, either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, the asset specified as the Physical Delivery Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, the Cash Amount is equal to the OneStep Amount.

- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [OneStep Certificate] *[if applicable, insert other marketing name]*.

In return for the chance to participate in the performance disproportionately compared to the Underlying, investors limit their potential return to the OneStep Amount.]

***[If the Security is a Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption (product no. 74), insert:***

With this [Certificate with Redemption Threshold and Barrier and without Possibility of Early Redemption] *[if applicable, insert other marketing name]*, investors receive a Cash Amount on the Settlement Date, which depends as follows on the Final Reference Level:

If the Final Terms specify that the Barrier is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Certificate with Redemption Threshold and Barrier and without Possibility of Early Redemption] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Certificate with Redemption Threshold and Barrier and without Possibility of Early Redemption] *[if applicable, insert other marketing name]* will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.]

***[If the Security is a Parachute Certificate (product no. 75), insert:***

The [Parachute Certificate] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. Investors participate in the positive performance of the Underlying based on the Strike, taking into account the Participation Factor. If the Participation Factor is above 100 per cent., this participation is leveraged. Below the Parachute Threshold, investors participate in the negative performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level and Initial Reference Level taking into account the Participation Factor.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Parachute Threshold, investors receive the Initial Issue Price.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level to the Parachute Threshold. Investors thus participate in the negative performance of the Underlying based on the Parachute Threshold.

Investors may assert no further claims in relation to the Underlying (e.g. voting rights, dividends) in return for a hedge against limited price losses.]

***[If the Security is a Parachute Certificate with Cap (product no. 76), insert:***

The [Parachute Certificate with Cap] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. Investors participate in the positive performance of the Underlying based on the Strike, taking into account the Participation Factor. If the Participation Factor is above 100 per cent., this participation is leveraged. Below the Parachute Threshold, investors participate in the negative performance of the Underlying based on the Multiplier.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level and Initial Reference Level taking into account the Participation Factor.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike but, as specified in the Final Terms, either (i) above or (ii) equal to or above the Parachute Threshold, investors receive the Initial Issue Price.
- d) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level to the Initial Reference Level and based on the Multiplier. Investors thus participate in the negative performance of the Underlying based on the Parachute Threshold and based on the Multiplier.

Investors limit their possible return to the Maximum Amount and may assert no further claims in relation to the Underlying (e.g. voting rights, dividends) in return for a hedge against limited price losses.]

***[If the Security is a Capital Protection Note (product no. 77), insert:***

The [Capital Protection Note] *[if applicable, insert other marketing name]* is 100% capital protected at maturity. Capital protection means that redemption of the [Capital Protection Note] *[if applicable, insert other marketing name]* at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Nominal Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Nominal Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, at maturity investors participate in the positive performance of the Underlying based on the Strike, if applicable with the Participation Factor, if specified in the Final Terms.]

***[If the Security is a Capital Protection Note with Cap (product no. 78), insert:***

This [Capital Protection Note with Cap] *[if applicable, insert other marketing name]* is 100% capital protected at maturity. Capital protection means that redemption of the [Capital Protection Note with Cap] *[if applicable, insert other marketing name]* at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Nominal Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Nominal Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but as specified in the Final Terms either (i) below or (ii) equal to or below the Cap, at maturity investors participate in the positive performance of the Underlying based on the Strike, if applicable with the Participation Factor, if specified in the Final Terms.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.

In return for the capital protection, investors limit their possible return to the Maximum Amount.]

**[If the Security is a Bonus Capital Protection Note with Cap (product no. 79), insert:**

This [Bonus Capital Protection Note with Cap] [if applicable, insert other marketing name] is 100% capital protected at maturity. Capital protection means that redemption of the [Bonus Capital Protection Note with Cap] [if applicable, insert other marketing name] at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Nominal Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Nominal Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but as specified in the Final Terms either (i) below or (ii) equal to or below the Bonus Level, investors receive the Bonus Amount on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Bonus Level, but as specified in the Final Terms either (i) below or (ii) equal to or below the Cap, at maturity investors participate in the positive performance of the Underlying based on the Strike, if applicable with the Participation Factor, if specified in the Final Terms.
- d) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.

In return for the capital protection, investors limit their possible return to the Maximum Amount.]

**[If the Security is a Barrier Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 80), insert:**

The [Barrier Reverse Convertible Worst of Basket Note] [if applicable, insert other marketing name] is linked to the performance of the Basket Constituents. The way this [Barrier Reverse Convertible Worst of Basket Note] [if applicable, insert other marketing name] works results from [two] [the following] key features:

1. Coupon payments

The [Barrier Reverse Convertible Worst of Basket Note] [if applicable, insert other marketing name] is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon

	<p>Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.</p> <p>If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.</p> <p>[2. Early redemption</p> <p>If the Final Terms specify early redemption, a check will be performed for this [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Nominal Amount.</p> <p>3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms]</p> <p>[2. Redemption at maturity]</p> <p>a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at any time during the term.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i>, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i>.</p> <p>In return for the Coupon Payment, investors risk a possible loss of capital.]</p> <hr/> <p><b><i>[If the Security is a Barrier Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 81), insert:</i></b></p> <p>The [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way this [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> works results from [two] [the following] key features:</p> <p>1. Coupon payments</p> <p>The [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.</p> <p>If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.</p> <p>[2. Early redemption</p> <p>If the Final Terms specify early redemption, a check will be performed for this [Barrier Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i)</p>
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above or (ii) equal to or above the respective Strike. If it is, the [Barrier Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms]

[2. Redemption at maturity]

- a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier during the term.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the [Barrier Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents; thus investors participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.]

***[If the Security is a Barrier Reverse Convertible Worst of Basket Note with participation (Physical Delivery) (product no. 82), insert:***

The [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way this [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

The [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Redemption at maturity

- a) If none of the Basket Constituents has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier during the term, investors receive a Cash Amount on the Settlement Date, the level of which depends on the average performance of the Basket Constituents (1:1 participation). However investors will receive at least the Nominal Amount.
- b) If the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike, but at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive the Nominal Amount.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors either receive, based on the Multiplier, the Basket Constituent which, based

on the respective Strike at maturity of the [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]*.

In return for the Coupon Payment, investors risk a possible loss of capital.]

***[If the Security is a Barrier Reverse Convertible Worst of Basket Note with participation (Cash Settlement) (product no. 83), insert:***

The [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way this [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

The [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Redemption at maturity

- a) If none of the Basket Constituents has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier during the term, investors receive a Cash Amount on the Settlement Date, the level of which depends on the average performance of the Basket Constituents (1:1 participation). However investors will receive at least the Nominal Amount.
- b) If the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike, but at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive the Nominal Amount.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents; thus investors participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.]

***[If the Security is a Barrier Pro Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 84), insert:***

The [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way this [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* works results from [two] [the following] key features:

	<p>1. Coupon payments</p> <p>The [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.</p> <p>If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.</p> <p>[2. Early redemption</p> <p>If the Final Terms specify early redemption, a check will be performed for this [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Nominal Amount.</p> <p>3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms]</p> <p>[2. Redemption at maturity]</p> <p>a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at any time during the Observation Period.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the Observation Period, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i>, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i>.</p> <p>In return for the Coupon Payment, investors risk a possible loss of capital.]</p> <hr/> <p><b><i>[If the Security is a Barrier Pro Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 85), insert:</i></b></p> <p>The [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way this [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> works results from [two] [the following key] features:</p> <p>1. Coupon payments</p> <p>The [Barrier Pro Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the</p>
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case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

[2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms]

[2. Redemption at maturity]

a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at any time during the Observation Period.

b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the Observation Period, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents and participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.]

***[If the Security is an Easy Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 86), insert:***

The [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* is linked to the performance of the Basket Constituents. The way this [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* works results from [two] [the following] key features:

1. Coupon payments

The [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

[2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]* will be redeemed early at the Nominal Amount.

	<p>3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms]</p> <p>[2. Redemption at maturity]</p> <p>a) On the Settlement Date investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Barrier.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i>, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i>.</p> <p>In return for the Coupon Payment, investors risk a possible loss of capital.]</p> <hr/> <p><b><i>[If the Security is an Easy Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 87), insert:</i></b></p> <p>The [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is linked to the performance of the Basket Constituents. The way this [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> works results from [two] [the following] key features:</p> <p>1. Coupon payments</p> <p>The [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.</p> <p>If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.</p> <p>[2. Early redemption</p> <p>If the Final Terms specify early redemption, a check will be performed for this [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert other marketing name]</i> will be redeemed early at the Nominal Amount.</p> <p>3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms]</p> <p>[2. Redemption at maturity]</p> <p>a) On the Settlement Date investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Barrier.</p> <p>b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the [Easy Reverse Convertible Worst of Basket Note] <i>[if applicable, insert</i></p>
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*other marketing name*], has the worst performance of all Basket Constituents and participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.]

***[If the Security is a Rolling Lock In plus Note (product no. 104), insert:***

The [Rolling Lock In plus Note] *[if applicable, insert other marketing name]* is 100% capital protected at maturity. Capital protection means that redemption of the product at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

With the [Rolling Lock In plus Note] *[if applicable, insert other marketing name]*, investors can participate in the monthly performance of the Underlying. On each monthly Valuation Date, the performance since the immediately preceding Valuation Date is determined. Negative performance is always taken into account to an unlimited extent. Positive performance is taken into account to a maximum of a percentage specified in the Final Terms if the Reference Level was, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level on the immediately preceding Valuation Date. Otherwise, positive performance is taken into account to an unlimited extent.

The performance determined in this way is multiplied by the performance from all preceding Valuation Dates. If the Relevant Performance determined in this way for a Valuation Date is above the next Lock In Step in the series of Lock In Levels, then the Minimum Amount at maturity is equal to this Lock In Step that has been reached.

The Cash Amount at maturity is equal to:

- a) the Nominal Amount or, if higher,
- b) the Minimum Amount determined on the basis of the Lock In Step reached, or, if higher,
- c) the amount determined on the basis of the product of the performance determined on the monthly Valuation Dates.]

***[If the Security is a Currency Note (product no. 106), insert:***

The [Currency Note] *[if applicable, insert other marketing name]* is linked to the performance of the Underlying. The way this [Currency Note] *[if applicable, insert other marketing name]* works results from two key features:

1. Coupon payments

The [Currency Note] *[if applicable, insert other marketing name]* is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon at the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments at each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these Coupon Payments depends on the performance of the Underlying. The level of the Coupon is determined on a Coupon Observation Date by adjusting a pre-determined Interest Rate to the performance of the Underlying since the Currency Note was issued. If the Reference Level of the Underlying on a Coupon Observation Date is below its Initial Reference Level, the Coupon for the relevant Coupon Period will be above the pre-determined Interest Rate. By contrast, if the Reference Level of the Underlying is below its Initial Reference Level, the Coupon for the relevant Coupon Period will be lower than the pre-specified Interest Rate. If the Reference Level of the Underlying on a Coupon Observation Date is equal to its Initial Reference Level, the Coupon for the relevant Coupon Period will be equal to the pre-determined Interest Rate.

2. Redemption at maturity

Investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. If the Final Reference Level for the Underlying is lower than its Initial Reference Level, investors receive a Cash Amount for each [Currency Note] *[if applicable, insert other marketing name]* that is above the Nominal Amount. However, if the Final

Reference Level for the Underlying is above its Initial Reference Level, the Cash Amount will be lower than the Nominal Amount. If the Final Reference Level for the Underlying is equal to its Initial Reference Level, the Cash Amount will equal the Nominal Amount.]

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 108), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* is a non-capital protected, structured investment.

The Coupon Payments and the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to the Settlement Amount less any Unwind Costs arising for the Issuer.

The Settlement Amount is the product of the Predetermined Cash Amount and the price expressed as a percentage for the Reference Obligation or a similar obligation of the Reference Entity, which price is calculated after determining a Credit Event either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms. If the Settlement Amount cannot be calculated on the basis of an auction and the Calculation Agent does not calculate the Settlement Amount in the absence of a Reference Obligation allocated to the Reference Entity either,

then the Settlement Amount is equal to 30 per cent. of the Predetermined Cash Amount.

The Cash Amount is expected to be considerably lower than the Predetermined Cash Amount and can also be zero.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 109), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entity. The Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made.

The certificate is redeemed at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early at the Predetermined Cash Amount. In this case, no further Coupon Payments are made.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on***



**Satisfaction of the Conditions to Settlement (product no. 110), insert:**

The [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entity. The Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made.

The certificate is redeemed on the Settlement Date at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

**If the Security is a Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 111), insert:**

The [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or

composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, no further Coupon Payments are made and investors receive a Cash Amount equal to the Capital Protection Amount.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 112), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, investors receive a Cash Amount equal to the Capital Protection Amount on the Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 113), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability of one or more Reference Entities to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, **there will be a** pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the Predetermined Cash Amount less the Pro Rata Predetermined Cash Amount in relation to each of the Reference Entities affected by the Credit Event, plus the so-called Settlement Amount in relation to each Reference Entity affected reduced by any Unwind Costs for the Issuer in relation to each Reference Entity affected.

The Settlement Amount is equal to the amount which is calculated either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms. If the Settlement Amount cannot be calculated on the basis of an auction and the Calculation Agent does not calculate the Settlement Amount in the absence of a Reference Obligation allocated to the Reference Entity either, then the Settlement Amount is equal to 30 per cent. of the Pro Rata Predetermined Cash Amount in relation to the Reference Entity affected.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to the sum of all the Settlement Amounts less the Unwind Costs.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) (product no. 114), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability to meet payment obligations is determined for at least two of the Reference Entities (a so-called Credit Event) and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings,

but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity or is determined for only one Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for more than one, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case no further Coupon Payments are made and investors receive a Cash Amount of zero.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) (product no. 115), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability to meet payment obligations is determined for at least two of the Reference Entities (a so-called Credit Event) and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment

obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity or is determined for only one Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for more than one, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, no further Coupon Payments are made and investors receive a Cash Amount of zero on the Settlement Date.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) (product no. 116), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability of one or more Reference Entities to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the

Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case no further Coupon Payments are made and investors receive a Cash Amount of zero.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) (product no. 117), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability of one or more Reference Entities to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the

Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, no further Coupon Payments are made and investors receive a Cash Amount of zero on the Settlement Date.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 118), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entities and are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full.

The certificate is redeemed at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:



a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If the Conditions to Settlement are satisfied in respect of one of the Reference Entities contained in the basket, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early at the Predetermined Cash Amount. In this case, no further Coupon Payments are made.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 119), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entities and are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full.

The certificate is redeemed on the Settlement Date at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or

inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If the Conditions to Settlement are satisfied in respect of one of the Reference Entities contained in the basket, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity. Thus, if the Conditions to Settlement are satisfied in respect of all the Reference Entities contained in the basket, no further Coupon Payments are made.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 120), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full and the Cash Amount will be lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors receive a Cash Amount, including a Recovery Amount equal to a percentage of the relevant Pro Rata Predetermined Cash Amount specified in the Final Terms for each Reference Entity affected by a Credit Event.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive the Capital Protection Amount.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 121), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met

at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors receive a Cash Amount on the Settlement Date, including a Recovery Amount equal to a percentage of the relevant Pro Rata Predetermined Cash Amount specified in the Final Terms for each Reference Entity affected by a Credit Event.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied **in respect of all Reference Entities**, instead of the Predetermined Cash Amount, investors only receive the Capital Protection Amount.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of one Reference Entity (first to default) (product no.122), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entity and are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing only one Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made.

The certificate is redeemed on the Settlement Date at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first to default) (product no.123), insert:***

The [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing only one Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an

	<p>aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.</p> <p>If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.</p> <p>If a Credit Event is determined for only one Reference Entity and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive the Capital Protection Amount.</p> <p>Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 124), insert:</i></b></p> <p>The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.</p> <p>The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.</p> <p>The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:</p> <p>a) <b>Bankruptcy</b> includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.</p> <p>b) <b>Failure to Pay in relation to Borrowed Money</b> is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.</p> <p>c) <b>Restructuring of Borrowed Money</b> includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.</p> <p>d) <b>Repudiation/Moratorium</b> is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.</p> <p>If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.</p>
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If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors only receive the Cash Amount. This is equal to the product of the Accrued Amount and the Recovery Value less any Unwind Costs arising for the Issuer.

The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Generally, the earlier the Credit Event has occurred and the lower the Recovery Value calculated, the lower the Settlement Amount to be paid to investors will be.

The Recovery Value is equal to an amount which is calculated either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms, expressed as a percentage. If the Recovery Value cannot be calculated on the basis of an auction and the Calculation Agent does not determine the Recovery Value in the absence of a Reference Obligation allocated to the Reference Entity either, then the Recovery Value is equal to 30 per cent.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

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***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 125), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal is below the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an

aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors receive only a Cash Amount equal to the Accrued Amount. This is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 126), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term,



the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to the Accrued Amount on the Settlement Date. This is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 127), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors only receive a Cash Amount equal to a percentage of the Accrued Amount specified in the Final Terms. The Accrued Amount is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects

the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 128), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an **aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation**, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to a percentage of the Accrued Amount specified in the Final Terms on the Settlement Date. The Accrued Amount is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 129), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a non-capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any of the Reference Entities during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount, investors only receive the Cash Amount. The Cash Amount is calculated based on the difference between the Predetermined Cash Amount and the Pro Rata Predetermined Cash Amount in respect of each affected Reference Entity plus the Settlement Amount in relation to the affected Reference Entity or Reference Entities less the deductible Unwind Costs. The respective Settlement Amount in relation to a Reference Entity results from the product of the Pro Rata Accrued Amount and the Recovery Value in relation to the affected Reference Entity.

This Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined

	<p>Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.</p> <p>Generally, the earlier the relevant Credit Event has occurred and the lower the Recovery Value calculated in each case, the lower the Settlement Amount to be paid to investors as part of the Cash Amount will be.</p> <p>The Recovery Value is equal to an amount which is calculated either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms, expressed as a percentage. If the Recovery Value cannot be calculated on the basis of an auction and the Calculation Agent does not determine the Recovery Value in the absence of a Reference Obligation allocated to the Reference Entity either, then the Recovery Value is equal to 30 per cent.</p> <p>If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied <b>in respect of all Reference Entities</b>, there will be an early redemption and investors will receive a Cash Amount equal to the sum of the respective products of the Pro Rata Accrued Amount and the Recovery Value with regard to all the Reference Entities less any Unwind Costs.</p> <p>Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 130), insert:</i></b></p> <p>The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.</p> <p>The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.</p> <p>The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:</p> <p>a) <b>Bankruptcy</b> includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.</p> <p>b) <b>Failure to Pay in relation to Borrowed Money</b> is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.</p> <p>c) <b>Restructuring of Borrowed Money</b> includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.</p> <p>d) <b>Repudiation/Moratorium</b> is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-</p>
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over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount, investors only receive an amount equal to the Cash Amount. This is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which a Credit Event is not determined plus the sum of the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event is determined. The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is terminated early. In this case, instead of the Predetermined Cash Amount, investors likewise only receive a Cash Amount equal to the sum of the Pro Rata Accrued Amounts.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 131), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount, investors only receive an amount equal to the Cash Amount on the Settlement Date. This is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which a Credit Event is not determined plus the sum of the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event is determined. The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 132), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of

restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors receive an amount on the Settlement Date equal to the Cash Amount, including a Recovery Amount equal to a percentage of the relevant Pro Rata Accrued Amount of an affected Reference Entity specified in the Final Terms for each Pro Rata Predetermined Cash Amount of the Reference Entities in respect of which a Credit Event is determined.

The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in relation to all Reference Entities, the certificate is redeemed early at the Cash Amount equal to the Pro Rata Accrued Amounts.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 133), insert:***

The Zero Coupon [Credit Certificate] [if applicable, insert other marketing name] is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors receive an amount on the Settlement Date equal to the Cash Amount, including a Recovery Amount equal to a percentage of the relevant Pro Rata Accrued Amount of an affected Reference Entity specified in the Final Terms for each Pro Rata Predetermined Cash Amount of the Reference Entities in respect of which a Credit Event is determined.

The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.]

[During the term investors will not receive any current income, such as interest.] [Likewise, investors] [Investors] are not entitled to assert any claims [in respect of the Underlying] [deriving from the Underlying] [in respect of the Basket Constituents] [deriving from the Basket Constituents] (e.g. voting rights[, dividends]).]

***[Please delete terms which are not required for the product description:***

[Accrual Rate]	[ ]*
[Accrued Amount]	[ ]*
[Barrier Determination Amount]	[ ]*
[Barrier]	[ ]*
[Base Currency]	[ ]*
[Bonus Amount]	[ ]*
[Bonus Level]	[ ]*
[Cap]	[ ]*
[Capital Protection Amount]	[ ]*
[Cash Amount]	[ ]*
[Coupon Amount]	[ ]*



I. SUMMARY

	[Coupon Observation Date[s]]	[ ]*
	[Coupon Observation Period]	[ ]*
	[Coupon Payment Date]	[ ]*
	[Coupon Period]	[ ]*
	[Coupon Threshold]	[ ]*
	[Coupon]	[ ]*
	[Credit Event]	[ ]*
	[Digital Amount]	[ ]*
	[Early] [Settlement Date]	[ ]*
	[Exercise Right of the Securityholder]	[Yes][No]*
	[First Bonus Amount]	[ ]*
	[Fixed Rate of Interest]	[ ]*
	[Foreign Currency]	[ ]*
	[Initial Reference Level]	[ ]*
	[Initial Valuation Date]	[ ]*
	[Interim Reference Level]	[ ]*
	[Issue Date]	[ ]*
	[Leverage Factor]	[ ]*
	[Lock In Step]	[ ]*
	[Lower Barrier]	[ ]*
	[Management Fee]	[ ]*
	[Maximum Amount]	[ ]*
	[Maximum Coupon]	[ ]*
	[Minimum Amount]	[ ]*
	[Minimum Coupon]	[ ]*
	[Minimum Redemption Amount]	[ ]*
	[Multiplier]	[ ]*
	[No Touch Amount]	[ ]*
	[Nominal Amount]	[ ]*
	[Non-Linear Factor]	[ ]*
	[Observation Date(s)]	[ ]*
	[Observation Period]	[ ]*
	[One Step Amount]	[ ]*
	[One Touch Amount]	[ ]*
	[Parachute Threshold]	[ ]*
	[Partial Capital Protection Amount]	[ ]*
	[Participation Factor]	[ ]*
	[Physical Delivery Amount]	[ ]*
	[Predetermined Cash Amount]	[ ]*
	[Pro Rata Accrued Amount]	[ ]*
	[Pro Rata Predetermined Cash Amount]	[ ]*
	[Recovery Amount]	[ ]*
	[Recovery Value]	[ ]*
	[Redemption Date]	[ ]*

I. SUMMARY

		<table border="1"> <tr><td>[Redemption Right of Issuer]</td><td>[Yes][No]*</td></tr> <tr><td>[Redemption Threshold]</td><td>[ ]*</td></tr> <tr><td>[Reference Entity]</td><td>[ ]*</td></tr> <tr><td>[Reference Level]</td><td>[ ]*</td></tr> <tr><td>[Reference Obligation]</td><td>[ ]*</td></tr> <tr><td>[Replacement Event]</td><td>[ ]*</td></tr> <tr><td>[Reverse Level]</td><td>[ ]*</td></tr> <tr><td>[Rolling Costs]</td><td>[ ]*</td></tr> <tr><td>[Second Bonus Amount]</td><td>[ ]*</td></tr> <tr><td>[Settlement Amount]</td><td>[ ]*</td></tr> <tr><td>[Settlement Currency]</td><td>[ ]*</td></tr> <tr><td>[Specified Reference Level]</td><td>[ ]*</td></tr> <tr><td>[Strike]</td><td>[ ]*</td></tr> <tr><td>[Successor Future]</td><td>[ ]*</td></tr> <tr><td>[Termination Date]</td><td>[ ]*</td></tr> <tr><td>[Unwind Costs]</td><td>[ ]*</td></tr> <tr><td>[Upper Barrier]</td><td>[ ]*</td></tr> <tr><td>[Valuation Date]</td><td>[ ]*</td></tr> <tr><td>[Value Date]</td><td>[ ]*</td></tr> <tr><td><i>[if applicable insert additional terms]</i></td><td>[ ]*</td></tr> </table> <p><i>[In relation to multi-series Securities additionally insert following overview table of relevant information and complete for each Series of Securities:</i></p> <table border="1"> <tr><td>ISIN</td><td>[ ]</td><td>[ ]</td><td>[ ]</td></tr> <tr><td>[ ]</td><td>[ ]</td><td>[ ]</td><td>[ ]</td></tr> </table>	[Redemption Right of Issuer]	[Yes][No]*	[Redemption Threshold]	[ ]*	[Reference Entity]	[ ]*	[Reference Level]	[ ]*	[Reference Obligation]	[ ]*	[Replacement Event]	[ ]*	[Reverse Level]	[ ]*	[Rolling Costs]	[ ]*	[Second Bonus Amount]	[ ]*	[Settlement Amount]	[ ]*	[Settlement Currency]	[ ]*	[Specified Reference Level]	[ ]*	[Strike]	[ ]*	[Successor Future]	[ ]*	[Termination Date]	[ ]*	[Unwind Costs]	[ ]*	[Upper Barrier]	[ ]*	[Valuation Date]	[ ]*	[Value Date]	[ ]*	<i>[if applicable insert additional terms]</i>	[ ]*	ISIN	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
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<b>C.16</b>	The expiration or maturity date of the derivative securities – the exercise date or final reference date	<p>[Not applicable; the Securities are not derivative Securities]</p> <p>[[Settlement Date: [ ]*]</p> <p>[[Exercise Date[s]][Exercise Period]: [ ]*]</p> <p>[Valuation Date[s]: [ ]*]</p> <p><i>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities:</i></p> <table border="1"> <tr><td>ISIN</td><td>[Settlement Date]</td><td>[Exercise Date[s]] [Exercise Period]</td><td>[Valuation Date]</td></tr> <tr><td>[ ]</td><td>[ ]</td><td>[ ]</td><td>[ ]</td></tr> </table> <p style="text-align: right;">]]</p>	ISIN	[Settlement Date]	[Exercise Date[s]] [Exercise Period]	[Valuation Date]	[ ]	[ ]	[ ]	[ ]																																								
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<b>C.17</b>	Settlement procedure of the derivative securities	<p>[Not applicable; the Securities are not derivative Securities]</p> <p>[Any cash amounts payable by the Issuer shall be transferred to the relevant Clearing Agent for distribution to the Securityholders.</p> <p>The Issuer will be discharged of its payment [and/or delivery] obligations by payment [and/or delivery] to, or to the order of, the relevant Clearing Agent [or Physical Delivery Clearing System] in respect of the amount so paid [or delivered].]</p>																																																

C.18	A description of how the return on derivative securities takes place	<p>[Not applicable; the Securities are not derivative Securities]</p> <p>[[Payment of the Cash Amount and/or delivery of the Physical Delivery Amount to the respective Securityholder on the Settlement Date.]</p> <p>[Payment of the Cash Amount to the respective Securityholders on the Settlement Date.]</p> <p>[Delivery of the Physical Delivery Amount to the respective Securityholders on the Settlement Date.]]</p>								
C.19	The exercise price or the final reference price of the underlying	<p>[Not applicable; the Securities are not derivative Securities]</p> <p>[[The Final Reference Level] [of each Basket Constituent]: [ ]* <i>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities:</i></p> <table border="1" data-bbox="711 636 1211 678"> <tr> <td>ISIN</td> <td>Final Reference Level</td> </tr> <tr> <td>[ ]</td> <td>[ ]</td> </tr> </table> <p>]</p> <p>[Not applicable; the Securities pay a fixed amount without reference to the Exercise Price or the final reference price of the Underlying.]]</p>	ISIN	Final Reference Level	[ ]	[ ]				
ISIN	Final Reference Level									
[ ]	[ ]									
C.20	Type of the underlying and where the information on the underlying can be found	<p>[Not applicable; the Securities are not derivative Securities]</p> <p>[Type: [Share] [Index] [Other Security] [Commodity] [Rate of Exchange] [Futures Contract] [Fund Share] [Interest Rate] [Basket of assets comprised as follows: insert details of respective type or types of the Basket Constituents – Shares, Indices, Other Securities, Commodities, Rates of Exchange, Futures Contracts, Fund Shares and/or Interest Rates:]</p> <p>Name: [ ]*</p> <p>[ISIN: [ ]*</p> <p>[Information on the historical and ongoing performance of the Underlying and its volatility [can be obtained] [on the public website on www.[maxblue.de] [ ] [and on the [Bloomberg page [insert page details]] or [Reuters page [insert page details]] [as provided for each security or item composing the Underlying].] <i>[If no public information exists, insert:</i> Is available at the offices of [insert address/telephone number]]</p> <p><i>[In relation to multi-series Securities additionally insert following overview table of relevant information and complete for each Series of Securities:</i></p> <table border="1" data-bbox="711 1339 1354 1381"> <tr> <td>ISIN</td> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> </tr> <tr> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> </tr> </table> <p>]]</p>	ISIN	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
ISIN	[ ]	[ ]	[ ]							
[ ]	[ ]	[ ]	[ ]							

Element	<b>Section D – Risks</b>	
D.2	Key information on the key risks that are specific and individual to the issuer	<p>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.</p> <p>Factors that may have a negative impact on Deutsche Bank's profitability are described in the following:</p> <ul style="list-style-type: none"> <li>• 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</li> </ul>

		<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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 measures were imposed on Deutsche Bank, significantly affect its business operations and lead to losses for its creditors.</li> <li>• 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.</li> <li>• 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.</li> <li>• Since Deutsche Bank published its Strategy 2015+ targets in 2012, macroeconomic and market conditions as well as the regulatory</li> </ul>
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		<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Deutsche Bank's non-traditional credit businesses materially add to its traditional banking credit risks.</li> <li>• Deutsche Bank has incurred losses, and may incur further losses, as a result of changes in the fair value of its financial instruments.</li> <li>• Deutsche Bank's risk management policies, procedures and methods leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</li> <li>• Operational risks may disrupt Deutsche Bank's businesses.</li> <li>• 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.</li> <li>• The size of Deutsche Bank's clearing operations exposes it to a heightened risk of material losses should these operations fail to function properly.</li> <li>• 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.</li> <li>• The effects of the takeover of Deutsche Postbank AG may differ materially from Deutsche Bank's expectations.</li> <li>• Deutsche Bank may have difficulties selling non-core assets at favorable prices or at all and may experience material losses from</li> </ul>
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		<p>these assets and other investments irrespective of market developments.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
<p><b>D.3</b></p>	<p>Key information on the risks that are specific and individual to the securities</p>	<p>[Not applicable; the Securities do not entitle the investor to receive 100 per cent. of the [Nominal Amount][[Initial]Issue Price].]</p> <p><b>[[If the Security is linked to the Underlying, insert: Securities are linked to the Underlying</b></p> <p>Amounts payable or assets deliverable 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.]</p> <p>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.</p> <p><b>[[If amounts payable or assets deliverable in relation to the Security are calculated by reference to a formula insert:</b></p> <p>Potential investors should ensure that they understand the relevant formula in accordance with which the amounts payable and/or assets deliverable are calculated, and if necessary seek advice from their own adviser(s).]</p> <p><b>[[If the Security is linked to the Underlying, insert: Risks associated with the Underlying</b></p> <p>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] respective [share[s]] [,] [and] [index] [indices] [,] [and] [commodity] [commodities]] [,] [and] [rate[s] of exchange] [,] [and] [futures contract[s]] [,] [and] [interest rate] [interest rates] [,] [and] [fund share[s]] [,] [and] [and also with [assets in emerging market countries] [and] [investments in hedge funds][in general].]</p> <p><b>[Currency risks</b></p> <p>[As the [currency] [currencies] of the Underlying [is][are] not the same as the Settlement Currency of the [Security][Securities],] 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.]</p> <p><b>[Correlation risk</b></p> <p>The amount of [any coupons and] any cash amount payable [or physical delivery amount due] under the Securities is dependent on the performance of multiple Reference Items. In this respect the performance of the worst performing Reference Item in comparison to the performance of the other Reference Items is relevant. The level of dependency among the Reference Items, so called correlation, may significantly impact the risk associated with an investment into the Securities. This risk will increase if the correlation among the Reference Items decreases because in this case the probability increases that at least one of the Reference Items will show an adverse performance compared to the performance of the other Reference Items.]</p> <p><b>Early Termination</b></p> <p>The Terms and Conditions of the Securities include a provision pursuant to which, where certain conditions are satisfied, the Issuer is entitled to redeem the Securities early. As a result, the Securities may have a lower market value than similar securities which do not contain any such Issuer's right for</p>

		<p>redemption. During any period where the Securities may be redeemed in this way, the market value of the Securities generally will not rise substantially above the price at which they may be redeemed or cancelled. The same applies where the Terms and Conditions of the Securities include a provision for an automatic redemption or cancellation of the Securities (e.g. "knock-out" or "auto call" provision).</p> <p><b><i>[If the Terms and Conditions provide for a redemption right of the Issuer, insert: Early redemption by the Issuer</i></b></p> <p>The Issuer is entitled to terminate and to repay, or, as the case may be, redeem the Securities early in accordance with the Terms and Conditions for a Cash Amount predetermined in the Terms and Conditions. This amount may be below the market value of the Securities and the amount invested.]]</p>
<p><b>D.6</b></p>	<p>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</p>	<p>[Not applicable; the Securities are not derivative Securities]</p> <p><b><i>[If the Security is linked to the Underlying, insert: Securities are linked to the Underlying</i></b></p> <p>Amounts payable or assets deliverable 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.]</p> <p>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.</p> <p><b><i>[If amounts payable or assets deliverable in relation to the Security are calculated by reference to a formula insert:</i></b></p> <p>Potential investors should ensure that they understand the relevant formula in accordance with which the amounts payable and/or assets deliverable are calculated, and if necessary seek advice from their own adviser(s).]</p> <p><b><i>[If the Security is linked to the Underlying, insert: Risks associated with the Underlying</i></b></p> <p>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] respective [share[s]] [,] [and] [index] [indices] [,] [and] [commodity] [commodities]] [,] [and] [rate[s] of exchange] [,] [and] [futures contract[s]] [,] [and] [interest rate] [interest rates] [,] [and] [fund share[s]] [,] [and] [and also with] [assets in emerging market countries] [and] [investments in hedge funds][in general].]</p> <p><b>[Currency risks</b></p> <p>[As the [currency] [currencies] of the Underlying [is][are] not the same as the Settlement Currency of the [Security][Securities,] 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.]</p> <p><b>[Correlation risk</b></p> <p>The amount of [any coupons and] any cash amount payable [or physical delivery amount due] under the Securities is dependent on the performance of multiple Reference Items. In this respect the performance of the worst performing Reference Item in comparison to the performance of the other Reference Items is relevant. The level of dependency among the Reference Items, so called correlation, may significantly impact the risk associated with an investment into the Securities. This risk will increase if the correlation among the Reference Items decreases because in this case the probability increases that at least one of the Reference Items will show an adverse performance compared to the performance of the other Reference Items.]</p> <p><b>Early Termination</b></p> <p>The Terms and Conditions of the Securities include a provision pursuant to which, where certain conditions are satisfied, the Issuer is entitled to redeem the Securities early. As a result, the Securities may have a lower market value than similar securities which do not contain any such Issuer's right for redemption. During any period where the Securities may be redeemed in this</p>

		<p>way, the market value of the Securities generally will not rise substantially above the price at which they may be redeemed or cancelled. The same applies where the Terms and Conditions of the Securities include a provision for an automatic redemption or cancellation of the Securities (e.g. "knock-out" or "auto call" provision).</p> <p><b><i>[If the Terms and Conditions provide for a redemption right of the Issuer, insert: Early redemption by the Issuer</i></b></p> <p>The Issuer is entitled to terminate and to repay, or, as the case may be, redeem the Securities early in accordance with the Terms and Conditions for a Cash Amount predetermined in the Terms and Conditions. This amount may be below the market value of the Securities and the amount invested.]</p> <p><b>[Risks at maturity</b></p> <p><b><i>[If the Security is a Partial Capital Protection Certificate without Strike (product no. 4), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the [Partial Capital Protection Certificate without Strike] <i>[if applicable, insert other marketing name]</i> involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the [Partial Capital Protection Certificate without Strike] <i>[if applicable, insert other marketing name].]</i></p> <hr/> <p><b><i>[If the Security is a Partial Capital Protection Certificate with Cap, without Strike (product no. 5), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the [Partial Capital Protection Certificate with Cap, without Strike] <i>[if applicable, insert other marketing name]</i> involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the [Partial Capital Protection Certificate with Cap, without Strike] <i>[if applicable, insert other marketing name].]</i></p> <hr/> <p><b><i>[If the Security is a Partial Capital Protection Certificate with Strike (product no. 6), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Partial Capital Protection Certificate with Strike] <i>[if applicable, insert other marketing name]</i> involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the [Partial Capital Protection Certificate with Strike] <i>[if applicable, insert other marketing name].]</i></p> <hr/> <p><b><i>[If the Security is a Partial Capital Protection Certificate with Cap and Strike (product no. 7), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Partial Capital Protection Certificate with Cap and Strike] <i>[if applicable, insert other marketing name]</i> involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the [Partial Capital Protection Certificate with Cap and Strike] <i>[if applicable, insert other marketing name].]</i></p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Partial Capital Protection (product no. 8), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the [Coupon Certificate with Partial Capital Protection] <i>[if applicable, insert other marketing name]</i> involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the [Coupon Certificate with Partial Capital Protection] <i>[if applicable, insert other marketing name].]</i></p> <hr/> <p><b><i>[If the Security is a Certificate (product no. 9), insert:</i></b></p> <p>If the Underlying falls in value, the [Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the</p>
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		<p>Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is an X-Pert Certificate (product no. 10), insert:</i></b></p> <p>If the Underlying falls in value, the [X-Pert Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Perpetual Certificate (product no. 11), insert:</i></b></p> <p>If the Underlying falls in value, the [Perpetual Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is an Index Certificate (product no. 12), insert:</i></b></p> <p>If the Underlying falls in value, the [Index Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Performance Certificate (product no. 13), insert:</i></b></p> <p>If the Underlying falls in value, the [Performance Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Performance Certificate on a Basket of Shares (product no. 14), insert:</i></b></p> <p>If the Basket Constituents fall in value, the [Performance Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price of the Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level on the Valuation Date is zero.]</p> <hr/> <p><b><i>[If the Security is an Easy Reverse Bonus Certificate (product no. 15), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the [Easy Reverse Bonus Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is at least the Reverse Level.]</p> <hr/> <p><b><i>[If the Security is an Easy Reverse Bonus Certificate with Cap (product no. 16), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the [Easy Reverse Bonus Certificate with Cap] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is at least the Reverse Level.]</p> <hr/> <p><b><i>[If the Security is a Corridor Bonus Certificate with Cap (product no. 17), insert:</i></b></p> <p>If the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper</p>
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***[If the Security is an Express Certificate with American Barrier Observation (Physical Delivery) (product no. 23), insert:***

If the Final Terms specify a Redemption Threshold for the Valuation Date and if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the final Redemption Threshold and the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Certificate with American Barrier Observation] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

If the Final Terms do not specify a Redemption Threshold for the Valuation Date and if the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Certificate with American Barrier Observation] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]

***[If the Security is an Express Worst of Basket Certificate with European Barrier Observation (Cash Settlement) (product no. 24), insert:***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms either (i) below or (ii) equal to or below the relevant Barrier, the [Express Worst of Basket Certificate with European Barrier Observation] *[if applicable, insert other marketing name]* involves a risk of loss depending on the price or level of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is an Express Worst of Basket Certificate with American Barrier Observation (Cash Settlement) (product no. 25), insert:***

If the Final Terms specify a Redemption Threshold for the Valuation Date and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant final Redemption Threshold and the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier on at least one occasion during the Observation Period, the [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* involves a risk of loss depending on the price or level of the Basket Constituent, which, based on the respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert other marketing name]* the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

If the Final Terms do not specify a Redemption Threshold for the Valuation Date and if the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier on at least one occasion during the Observation Period, the [Express Worst of Basket Certificate with American Barrier Observation] *[if applicable, insert*

		<p><i>other marketing name</i>] involves a risk of loss depending on the price or level of the Basket Constituent which, based on the respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is an Express Worst of Basket Certificate with European Barrier Observation (Physical Delivery) (product no. 26), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Worst of Basket Certificate with European Barrier Observation] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is an Express Worst of Basket Certificate with American Barrier Observation (Physical Delivery) (product no. 27), insert:</i></b></p> <p>If the Final Terms specify a Redemption Threshold for the Valuation Date and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant final Redemption Threshold and the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier on at least one occasion during the Observation Period, investors receive, based on the Multiplier, the Basket Constituent, which, based on the respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.</p> <p>If the Final Terms do not specify a Redemption Threshold for the Valuation Date and if the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Worst of Basket Certificate with American Barrier Observation] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p>
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		<p><b><i>[If the Security is an Express Certificate without Barrier (Cash Settlement) (product no. 28), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Express Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is an Express Certificate without Barrier (Physical Delivery) (product no. 29), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Certificate without Barrier] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is an Express Worst of Basket Certificate without Barrier (Cash Settlement) (product no. 30), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is an Express Worst of Basket Certificate without Barrier (Physical Delivery) (product no. 31), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has at maturity of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Express Worst of Basket Certificate without Barrier] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a FactorExpress Certificate (product no. 32), insert:</i></b></p> <p>If the price or level of the Underlying is, as specified in the applicable Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, the [Factor Express Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero. ]</p>
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		<p><b><i>[If the Security is a PerformancePlus Certificate (product no. 33), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Performance Plus Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Reverse Express Certificate (product no. 34), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the [Reverse Express Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is equal to the Reverse Level.]</p> <hr/> <p><b><i>[If the Security is a Currency Express Certificate (product no. 35), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier (depreciation of the Foreign Currency against the Base Currency), the [Currency Express Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Reverse Outperformance Certificate (product no. 36), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, the [Reverse Outperformance Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is equal to the Reverse Level.]</p> <hr/> <p><b><i>[If the Security is a Combi Fixed Rate of Interest Certificate (product no. 37), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Combi Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested in the capital market component. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Fixed Rate of Interest Certificate with European Barrier Observation (product no. 38), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Fixed Rate of Interest Certificate with American Barrier Observation (product no. 39), insert:</i></b></p> <p>If the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier during the term, the [Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p>
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		<p><b><i>[If the Security is an Inflation-Linked Fixed Rate of Interest Certificate (product no. 40), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Inflation-Linked Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Currency Fixed Rate of Interest Certificate (product no. 41), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier (depreciation of the Foreign Currency against the Base Currency), the [Currency Fixed Rate of Interest Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement) (product no. 42), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement) (product no. 43), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement) (product no. 44), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement) (product no. 45), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p>
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		<p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Delivery) (product no. 46), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Physical Delivery) (product no. 47), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Delivery) (product no. 48), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying on at least one occasion during the Observation period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Physical Delivery) (product no. 49), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying on at least one occasion during the Observation period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p>
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		<p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement) (product no. 50), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms either (i) below or (ii) equal to or below the relevant Barrier, the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement) (product no. 51), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms either (i) below or (ii) equal to or below the relevant Barrier, the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement) (product no. 52), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement) (product no. 53), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Delivery) (product no. 54), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified</p>
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		<p>in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Period and with European Barrier Observation (Physical Delivery) (product no. 55), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Delivery) (product no. 56), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Initial Reference Level, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Period and with American Barrier Observation (Physical Delivery) (product no. 57), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Initial Reference Level, has at maturity of the [Coupon Worst of Basket</p>
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		<p>Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates, without Barrier (Cash Settlement) (product no. 58), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period, without Barrier (Cash Settlement) (product no. 59), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Dates, without Barrier (Physical Delivery) (product no. 60), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate with Coupon Observation Period, without Barrier (Physical Delivery) (product no. 61), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates, without Barrier (Cash Settlement) (product no. 62), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Strike, has at maturity of the [Coupon Worst of</p>
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		<p>Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Period, without Barrier (Cash Settlement) (product no. 63), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Strike, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates, without Barrier (Physical Delivery) (product no. 64), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Period, without Barrier (Physical Delivery) (product no. 65), insert:</i></b></p> <p>If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has at maturity of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i> the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [Coupon Worst of Basket Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]</p> <hr/> <p><b><i>[If the Security is a Currency Certificate with Fixed Coupon (product no. 66), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier (depreciation of the Foreign Currency against the Base Currency), the [Currency Certificate with Fixed Coupon] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.]</p>
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		<p><b><i>[If the Security is an Extra Coupon Certificate (Cash Settlement) (product no. 67), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Extra Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is an Extra Coupon Certificate (Physical Delivery) (product no. 68), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the [Extra Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that decreases in the share price may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate (Cash Settlement) (product no. 69), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Coupon Certificate (Physical Delivery) (product no. 70), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the [Coupon Certificate] <i>[if applicable, insert other marketing name]</i>. In such case investors will suffer a loss. Investors must take into account that decreases in the share price may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]</p> <hr/> <p><b><i>[If the Security is a Reverse Participation Corridor Certificate (product no. 71), insert:</i></b></p> <p>If the price or level of the Underlying rises, the [Reverse Participation Corridor Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the level of the Underlying on the Valuation Date; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Interim Reference Price is double the Initial Reference Price or higher and the Underlying is quoted above the Upper Barrier or below the Lower Barrier on the Exercise Date.]</p> <hr/> <p><b><i>[If the Security is a OneStep Certificate (Cash Settlement) (product no. 72), insert:</i></b></p> <p>If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the [One Step Certificate] <i>[if applicable, insert other marketing name]</i> involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]</p>
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***If the Security is a OneStep Certificate (Physical Delivery) (product no. 73), insert:***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the [OneStep Certificate] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.]

***If the Security is a Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption (product no. 74), insert:***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the [Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption] *[if applicable, insert other marketing name]* involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]

***If the Security is a Parachute Certificate (product no. 75), insert:***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, the [Parachute Certificate] *[if applicable, insert other marketing name]* involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]

***If the Security is a Parachute Certificate with Cap (product no. 76), insert:***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, the [Parachute Certificate with Cap] *[if applicable, insert other marketing name]* involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.]

***If the Security is a Barrier Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 80), insert:***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike at maturity of the [Barrier Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the [Barrier Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is a Barrier Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 81), insert:***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, the Cash Amount plus Coupon Payments may be less than the purchase price of the [Barrier Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is a Barrier Reverse Convertible Worst of Basket Note with participation (Physical Delivery) (product no. 82), insert:***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is a Barrier Reverse Convertible Worst of Basket Note with participation (Cash Settlement) (product no. 83), insert:***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, the Cash Amount plus Coupon Payments may be less than the purchase price of the [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is a Barrier Pro Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 84), insert:***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the Observation Period and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike at maturity of the [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that decreases in the share price may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is a Barrier Pro Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 85), insert:***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the Observation Period **and** if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, the Cash Amount plus Coupon Payments may be less than the purchase price of the [Barrier Pro Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is an Easy Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 86), insert:***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below its Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike at maturity of the [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is an Easy Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 87), insert:***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier, the Cash Amount plus Coupon Payments may be less than the purchase price of the [Easy Reverse Convertible Worst of Basket Note] *[if applicable, insert other marketing name]*. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.]

***[If the Security is a Currency Note (product no. 106), insert:***

If the Underlying increases in value, the [Currency Note] *[if applicable, insert other marketing name]* involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.]]

**[Product-specific risks in relation to Credit Certificates**

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 108), insert:***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and interest will not be paid either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed. In this case, investors receive a Cash Amount which is usually significantly less than the purchase price of the Credit Certificate; in the worst-case scenario, this may result in the total loss of the capital invested.



		<p>If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 109), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and interest will not be paid either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed.</p> <p>If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 110), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will not bear interest either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed.</p> <p>If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 111), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and interest will not be paid either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed. In this case, investors receive the Capital Protection Amount.</p> <p>If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.</p> <p>Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 112), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, investors receive the Capital Protection Amount on the Settlement Date, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and the Credit Certificate will not bear interest either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed.</p> <p>If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.</p> <p>Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 113), insert:</i></b></p>
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		<p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which will usually be significantly less than the purchase price of the Credit Certificate; in the worst-case scenario, this may result in the total loss of the capital invested.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and no further interest will be paid.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) (product no. 114), insert:</i></b></p> <p>If a Credit Event occurs in respect of more than one Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and the Cash Amount is zero. In this case, no further interest will be paid either.</p> <p>If a Credit Event occurs in respect of at least two of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate. If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.</p> <p>Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) (product no. 115), insert:</i></b></p> <p>If a Credit Event occurs in respect of more than one Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, the Cash Amount is zero.</p> <p>If the Conditions to Settlement are satisfied in respect of at least two of the Reference Entities contained in the basket, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate. If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in</p>
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		<p>respect of all the Reference Entities, no interest is paid at all.</p> <p>Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) (product no. 116), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and the Cash Amount is zero. In this case, no further interest will be paid either.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.</p> <p>Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) (product no. 117), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount equal to zero on the Settlement Date. In this case, no further interest will be paid either.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.</p> <p>Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 118), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of</p>
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		<p>all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and no further interest will be paid.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 119), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no further interest is paid as a result.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 120), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and investors receive only the Capital Protection Amount instead of the Predetermined Cash Amount. In this case, no further interest will be paid either.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all. Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 121), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, investors only receive the Capital Protection Amount instead of</p>
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		<p>the Predetermined Cash Amount on the Settlement Date. In this case, no further interest will be paid either.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all. Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of one Reference Entity (first to default) (product no.122), insert:</i></b></p> <p>If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there are no further Coupon Payments.</p> <p>If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.]</p> <hr/> <p><b><i>[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of a single Reference Entity (first to default) (product no.123), insert:</i></b></p> <p>If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there are no further Coupon Payments and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors only receive the Capital Protection Amount on the Settlement Date.</p> <p>If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.</p> <p>Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 124), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a credit event can be determined, and investors receive a Cash Amount which is usually significantly less than the purchase price of the Credit Certificate; in the worst-case scenario, this may result in the total loss of the capital invested.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 125), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and investors receive a Cash Amount which is equal to the Accrued Amount and less than the Predetermined Cash Amount.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 126), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further</p>
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		<p>Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to the Accrued Amount and less than the Predetermined Cash Amount.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 127), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Zero Coupon Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and investors will receive a Cash Amount which is equal to a percentage of the Accrued Amount specified in the Final Terms and less than the Predetermined Cash Amount.</p> <p>Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement (product no. 128), insert:</i></b></p> <p>If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to a percentage of the Accrued Amount specified in the Final Terms and less than the Predetermined Cash Amount.</p> <p>Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 129), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is usually significantly less than the purchase price; in the worst-case scenario, this may result in the total loss of the capital invested.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Zero Coupon Credit Certificate is redeemed early.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 130), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which no Credit Event has occurred and the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event has been determined.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be</p>
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		<p>determined, the Zero Coupon Credit Certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors receive only a Cash Amount equal to the sum of the Pro Rata Accrued Amounts.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 131), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which no Credit Event has occurred and the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event has been determined.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 132), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount which is less than the Predetermined Cash Amount on the Settlement Date.</p> <p>If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Zero Coupon Credit Certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors receive only a Cash Amount equal to the sum of the Pro Rata Accrued Amounts.</p> <p>Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b><i>[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 133), insert:</i></b></p> <p>If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount which is less than the Predetermined Cash Amount on the Settlement Date.</p> <p>Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.]</p> <hr/> <p><b>Possible total loss</b></p> <p>Where no minimum cash amount or asset amount is specified investors may experience a total loss of their investment in the Security.</p>
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Element	Section E – Offer <sup>2</sup>	
E.2b	Reasons for the offer, use of proceeds, estimated net proceeds	[Not applicable, making profit and/or hedging certain risks are the reasons for the offer.] [ ]
E.3	Terms and conditions of the offer	<p>Conditions to which the offer is subject: [Not applicable; there are no conditions to which the offer is subject.] [ ]</p> <p>Number of the Securities: [ ]*</p> <p>[The Subscription Period]: [Applications to subscribe for the Securities may be made [via the distribution agent[s]] from [ ] [(inclusively)] until [ ] [(inclusively)].]</p> <p>[The Issuer reserves the right for any reason to reduce the number of [each Series of] Securities offered.]</p> <p>[The Offering Period]: [The offer of [each Series of] the Securities starts on [ ] [and ends on [ ]].]</p> <p>[Continuous offer]</p> <p>[The Issuer reserves the right for any reason to reduce the number of [each Series of] Securities offered.]</p> <p>Cancellation of the Issuance of the Securities: [The Issuer reserves the right for any reason to cancel the issuance of [a Series of] the Securities.] [In particular, the issuance of the Securities is conditional, amongst other matters, on the Issuer receiving valid subscriptions for Securities amounting to an aggregate subscription value of at least [ ] on or prior to [ ]. In the event that this condition is not satisfied, the Issuer may cancel the issuance of the Securities as of [ ].]</p> <p>[Early Closing of the Subscription Period of the Securities:] [[Not applicable; the Subscription Period is not subject to early closing.] [The Issuer reserves the right for any reason to close the Subscription Period early. [If the aggregate subscription of the Securities at any time on any Business Day prior to [ ] reaches [ ], the Issuer will close the subscription of the Securities at such time on such Business Day, without any prior notification.]]</p> <p>[Early Closing of the Offering Period of the Securities] [[Not applicable; the Offering Period is not subject to early closing.] [The Issuer reserves the right for any reason to close the Offering Period early.]]</p> <p>Investor minimum subscription amount: [Not applicable, there is no investor minimum subscription amount.] [ ]*</p> <p>Investor maximum subscription [Not applicable; there is no</p>

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THE USE OF THE SYMBOL “\*” IN THE FOLLOWING SECTION E - OFFER INDICATES THAT THE RELEVANT INFORMATION FOR EACH SERIES OF SECURITIES MAY, IN RESPECT OF MULTI-SERIES SECURITIES AND WHERE APPROPRIATE, BE PRESENTED IN A TABLE.



I. SUMMARY

		<p>amount:</p> <p>Description of the application process:</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</p> <p>Details of the method and time limits for paying up and delivering the Securities:</p> <p>Manner in and date on which results of the offer are to be made public:</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p> <p>Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries:</p> <p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</p> <p>[Issue Price:</p> <p>Amount of any expenses and taxes</p>	<p>investor maximum subscription amount.][ ]*</p> <p>[Not applicable; no application process is planned.][ ]*</p> <p>[Not applicable; there is no possibility to reduce subscriptions and therefore no manner for refunding excess amount paid by applicants.][ ]*</p> <p>[Not applicable; no method or time limits for paying up and delivering the Securities are provided for.] [Investors will be notified [by the Issuer or the relevant financial intermediary] of their allocations of Securities and the settlement arrangements in respect thereof. [Each Series of the] [The] Securities will be issued on the Issue Date and [the individual Series of Securities] [the Securities] will be delivered on the Value Date against payment to the Issuer of the net subscription price.]</p> <p>[Not applicable; a manner in and date on which results of the offer are to be made public is not planned.][ ]*</p> <p>[Not applicable; a procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights is not planned.][ ]*</p> <p>[Qualified investors within the meaning of the Prospectus Directive] [Non-qualified investors][Qualified investors within the meaning of the Prospectus Directive and non-qualified investors]</p> <p>[The offer may be made in [Luxembourg][,] [and] [Belgium][,] [and] [Denmark][,] [and] [Finland][,] [and] [France][,] [and] [Ireland][,] [and] [Italy][,] [and] [Germany][,] [and] [Norway][,] [and] [the Netherlands][,] [and] [Austria][,] [and] [Poland][,] [and] [Portugal][,] [and] [Sweden][,] [and] [the Kingdom of Spain][,] [and] [the United Kingdom] [and [ ]] 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.]</p> <p>[Not applicable; there is no process for notification to applicants of the amount allotted.] [ ]*</p> <p>[ ]*</p> <p>[Not applicable; no expenses or</p>
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I. SUMMARY

		<p>specifically charged to the subscriber or purchaser: taxes are specifically charged to the subscriber or purchaser: [ ]*</p> <p>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: [Not applicable] [ ]*</p> <p>Name and address of the Paying Agent: [ ]*</p> <p>Name and address of the Calculation Agent: [ ]*</p> <p><b><i>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities, if required:</i></b></p> <table border="1" data-bbox="701 541 1344 609"> <tr> <td>ISIN</td> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> </tr> <tr> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> <td>[ ]</td> </tr> </table>	ISIN	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
ISIN	[ ]	[ ]	[ ]							
[ ]	[ ]	[ ]	[ ]							
<p><b>E.4</b></p>	<p>Interest that is material to the issue/offer including conflicts of interests</p>	<p>[[Save for the Distributor[s] regarding the fees,] [as][As] far as the Issuer is aware, no person involved in the issue of [each Series of] the Securities has an interest material to the offer] [ ]</p>								
<p><b>E.7</b></p>	<p>Estimated expenses charged to the investor by the issuer or offeror</p>	<p>[Not applicable; no expenses are charged to the investor by the Issuer or offeror.] [ ]*</p> <p><b><i>[In relation to multi-series Securities insert following overview table of relevant information and complete for each Series of Securities, if required:</i></b></p> <table border="1" data-bbox="701 898 1052 966"> <tr> <td>ISIN</td> <td>Expenses</td> </tr> <tr> <td>[ ]</td> <td>[ ]</td> </tr> </table>	ISIN	Expenses	[ ]	[ ]				
ISIN	Expenses									
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## II. RISK FACTORS

The paragraphs A to E below describe all material risk factors as well as conflicts of interest of the Issuer associated with an investment in the Securities.

### A. RISK FACTORS IN RESPECT OF THE ISSUER

An investment in Securities issued by Deutsche Bank bears the risk that Deutsche Bank is not able to fulfil its obligations created by the issuance of the Securities on the relevant due date. Thus investors may lose all or part of their investment.

In order to assess the risk, prospective investors should consider all information provided in this Prospectus and consult with their own professional advisers if they consider it necessary.

The risk related to an issuer's ability to fulfil its obligations created by the issuance of debt securities is described by reference to the credit ratings assigned by independent rating agencies. A credit rating is an assessment of the solvency or credit-worthiness of borrowers and/or bond-issuers according to established credit review procedures. These ratings and associated research help investors analyse the credit risks associated with fixed-income securities by providing detailed information on the ability of issuers to meet their obligations. The lower the assigned rating is on the respective scale, the higher the respective rating agency assesses the risk that obligations will not, not fully and/or not timely be met. A rating is not a recommendation to buy, sell or hold any notes issued and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. A suspension, reduction or withdrawal of any rating assigned may adversely affect the market price of the notes issued.

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 the date of this Base Prospectus, the ratings assigned by the Rating Agencies to debt securities and money market papers of Deutsche Bank were as follows:

by Moody's:	long-term rating:	A3
	short-term rating:	P-2
	outlook:	on review for downgrade

Moody's defines:

A3: Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk.

Moody's long-term obligation ratings are divided into several categories ranging from "Aaa", reflecting the highest quality, subject to the lowest level of credit risk,

over categories "Aa", "A", "Baa", "Ba", "B", "Caa", "Ca" to category "C", reflecting the lowest rated obligations which are typically in default, with little prospect for recovery of principal or interest. 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.

P-2: Issuers rated Prime-2 have a strong ability to repay short-term debt obligations.

Moody's short-term ratings are divided into several categories ranging from "P-1", reflecting a superior ability of an issuer to repay short-term debt obligations, over categories "P-2" and "P-3" to category "NP", reflecting that an issuer does not fall within any of the Prime rating categories.

on review for

downgrade:

A rating outlook is an opinion regarding the likely rating direction over the medium term. Rating outlooks fall into four categories: Positive (POS), Negative (NEG), Stable (STA), and Developing (DEV). A designation of RUR (Rating(s) Under Review) indicates that an issuer has one or more ratings under review, which overrides the outlook designation.

A review indicates that a rating is under consideration for a change in the near term. A rating can be placed on review for upgrade (UPG), downgrade (DNG), or more rarely with direction uncertain (UNC). A review may end with a rating being upgraded, downgraded, or confirmed without a change to the rating. Ratings on review are said to be on Moody's "Watchlist" or "On Watch".

by S&P:

long-term rating:	A
short-term rating:	A-1
outlook:	CreditWatch negative

S&P defines:

A: An obligor rated 'A' has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories. Long-term issuer credit ratings by S&P are divided into several categories ranging from "AAA", reflecting the strongest creditworthiness, over categories "AA", "A", "BBB", "BB", "B", "CCC", "CC", "R" to category "SD" and "D", reflecting that an obligor is in (selective) default. The ratings from "AA" to "CCC" may be modified by the addition of a plus ("+") or minus ("-") sign to show relative standing within the major rating categories.

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

Short-term ratings by S&P are divided into several categories ranging from "A-1", reflecting the strongest creditworthiness, over categories "A-2", "A-3", "B", "C", "R" to category "SD" and "D", reflecting that an obligor is in (selective) payment default.

CreditWatch

negative:

An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a

rating change or future CreditWatch action. Rating outlooks fall into five categories: positive, negative, stable, developing and n.m. (not meaningful).

CreditWatch highlights S&P's opinion regarding the potential direction of a short-term or long-term rating. It focuses on identifiable events and short-term trends that cause ratings to be placed under special surveillance by S&P. A CreditWatch listing, however, does not mean a rating change is inevitable, and when appropriate, a range of potential alternative ratings will be shown. CreditWatch is not intended to include all ratings under review, and rating changes may occur without the ratings having first appeared on CreditWatch. The "positive" designation means that a rating may be raised; "negative" means a rating may be lowered; and "developing" means that a rating may be raised, lowered, or affirmed.

by Fitch:           long-term rating:           A+  
                           short-term rating:         F1+  
                           outlook:                     negative

Fitch defines:

A+:                   A rating of "A" denotes 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.

Fitch's long-term ratings are divided into several major categories ranging from "AAA", reflecting the highest credit quality, over categories "AA", "A", "BBB", "BB", "B", "CCC", "CC", "C" to categories "RD", "D", reflecting that an obligor has defaulted on some or all of its obligations and has entered into bankruptcy filings, administration, receivership, liquidation or other formal winding-up procedure, respectively. A plus ("+") or minus ("-") sign may be appended to a rating to denote the relative status within major rating categories. Such suffixes are not added to the "AAA" category or to categories below "B".

F1+:                 A rating of "F1" indicates the strongest intrinsic capacity for timely payment of financial commitments. It may have an added plus ("+") sign to denote any exceptionally strong credit feature.

Fitch's short-term ratings are divided into several categories ranging from "F1", reflecting the highest credit quality, over categories "F2", "F3", "B", "C", "RD" to category "D" which indicates a broad-based default event for an entity, or the default of a short-term obligation.

negative:           Rating Outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue. Positive or Negative rating Outlooks do not imply that a rating change is inevitable and, similarly, ratings with Stable Outlooks can be raised or lowered without a prior revision to the Outlook, if circumstances warrant such an action. Occasionally, where the fundamental trend has strong, conflicting elements of both positive and negative, the Rating Outlook may be described as Evolving.

Rating Watches indicate that there is a heightened probability of a rating change and the likely direction of such a change. These are designated as "Positive", indicating a potential upgrade, "Negative", for a potential downgrade, or "Evolving", if ratings may be raised, lowered or affirmed. However, ratings that are not on Rating Watch can be raised or lowered without being placed on Rating

Watch first, if circumstances warrant such an action.

by DBRS: long-term rating: A (high)  
 short-term rating: R-1 (middle)  
 outlook: stable

DBRS defines:

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 ratings by DBRS are divided into several categories ranging from “AAA”, reflecting the highest credit quality, over categories “AA”, “A”, “BBB”, “BB”, “B”, “CCC”, “CC”, “C” to category “D”, reflecting when the issuer has filed under any applicable bankruptcy, insolvency or winding up statute or there is a failure to satisfy an obligation after the exhaustion of grace periods. All rating categories other than “AAA” and “D” also contain subcategories “(high)” and “(low)”. The absence of either a “(high)” or “(low)” designation indicates the rating is in the middle of the category.

R-1 (middle): Superior credit quality. The capacity for the payment of short-term financial obligations as they fall due is very high. Differs from R-1 (high) by a relatively modest degree. Unlikely to be significantly vulnerable to future events.

DBRSs short-term ratings are divided into several categories ranging from “R-1”, reflecting the highest credit quality, over categories “R-2”, “R-3”, “R-4”, “R-5”, to category “D” reflecting when the issuer has filed under any applicable bankruptcy, insolvency or winding up statute or there is a failure to satisfy an obligation after the exhaustion of grace periods. The “R-1” and “R-2” rating categories are further denoted by the subcategories “(high)”, “(middle)”, and “(low)”.

stable: Rating trends provide guidance in respect of DBRSs 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.

### Rating of Subordinated Obligations

If Deutsche Bank enters into subordinated obligations, these obligations may be rated lower because, in the case of an insolvency or liquidation of the Bank, the claims and interest claims resulting from these obligations are subordinate to those claims of creditors of the Bank that are not also subordinated. Deutsche Bank will disclose the ratings of subordinated obligations (if any).

### Factors that may adversely affect Deutsche Bank’s financial strength

Deutsche Bank’s financial strength, which is also reflected in its ratings described above, depends in particular on its profitability. The following describes factors which may adversely affect Deutsche Bank’s profitability:

- 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 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.
- 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.

## B. RISK FACTORS IN RESPECT OF THE SECURITIES

### 1. Introduction

The paragraphs below describe all risk factors that are material to the Securities in order to assess the market risks associated with these Securities. No investment should be made in the Securities until after careful consideration of all those factors which are relevant in relation to the Securities. Prospective investors should also read the detailed information set out elsewhere in this Base Prospectus and the respective Final Terms and reach their own views prior to making any investment decision.

Prospective investors should also consider carefully the assets, reference items or other reference bases (referred to as the "**Underlying**" and each such item as a "**Reference Item**") to which the *Securities* are linked as appropriate. These are specified where applicable in the relevant Final Terms and, as the case may be, the section "Information relating to the Underlying" set out in the section "Further Information about the Offering of the Securities" in the respective Final Terms and investors should consider further information which is available in relation to the Underlying. If the Securities are not linked to an Underlying, the following risk information does not apply where it relates to the existence of an Underlying.

In the case of Credit Certificates, potential investors should carefully review the description of the Reference Entity or Reference Entities included in the basket. This is included where applicable in the relevant Final Terms and, as the case may be, the section "Information relating to the Reference Entity" or "Information relating to the Reference Entities" set out in the section "Further Information about the Offering of the Securities" in the applicable Final Terms and investors should consider further information which is available in relation to the Reference Entity or Reference Entities. If the Securities are not Credit Certificates, the following risk information under paragraphs 2.6 and 2.8 does not apply.

**This Document is not, and does not purport to be, investment advice.**

An investment in the Securities involves risks. These risks may include, among others, equity market, bond market, foreign exchange, interest rate, commodities, market volatility and economic, political and regulatory risks and any combination of these and other risks. Potential purchasers should have the necessary knowledge and experience with respect to transactions in financial instruments such as the Securities and (if applicable) the Underlying or Reference Item or (if applicable) the Reference Entity or Reference Entities in order to be able to understand and

appropriately assess the risks associated with investing in the Securities. They should only reach an investment decision after careful consideration, if applicable with their legal, tax, accounting and other advisers, of (a) the suitability of an investment in the Securities in the light of their own particular financial, tax and other circumstances, (b) the information set out in the Final Terms and the Base Prospectus and (c) (if applicable) the Underlying or (*if applicable*) the Reference Entity or Reference Entities. Investors should consider in particular whether the Securities are appropriate in light of their overall investment portfolio and taking into account their exposure to each relevant asset class. Accordingly investors should consider carefully their own particular circumstances to determine whether an investment in the Securities is appropriate for them.

The Securities may decline in value and investors should note that, whatever their investment in the Securities, the cash amount or value of assets due at maturity or on exercise or periodically may only be equal to the specified minimum cash amount or minimum asset amount, if any. Where no minimum cash amount or minimum asset amount is specified investors may experience a total loss of their investment in the Security.

An investment in the Securities should only be made after assessing the direction, timing and magnitude of potential future changes in the value of the Underlying (if applicable), and/or in the composition or method of calculation of the Reference Items or a corresponding assessment with regard to the creditworthiness of the Reference Entity or Reference Entities and the credit default risks, i.e. the risk of Credit Events occurring in respect of the Reference Entity or Reference Entities. This is because the return of any such investment will be dependent, among other things, upon such changes. More than one risk factor may have simultaneous effect with regard to the value of the Securities such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No assurance can be given as to the effect that any combination of risk factors may have on the value of the Securities and no assurance is given that an investment in Securities will offer any greater return than other comparable or alternative investments which may be available at the time an investor acquires a Security.

Additional risk factors are set out under the headings "C. Risk Factors related to Securities Generally" and "D. Risk Factors relating to the Market Generally". In addition prospective investors should also review section "E. Conflicts of Interest".

## **2. Risk factors relating to certain features of the Securities**

### **2.1 *Securities where amounts payable or assets deliverable are calculated by reference to a formula***

An issue of Securities may reference a formula in the respective Final Terms as the basis upon which the interest payable and/or the amounts payable and/or assets deliverable (on redemption or settlement or periodically) is calculated. Potential investors should ensure that they understand the relevant formula and if necessary seek advice from their own adviser(s).

In addition the effects of the formula may be complex with respect to expected amounts of interest and/or amounts payable and/or assets deliverable on redemption or settlement or periodically and in certain circumstances may result in increases or decreases in these amounts.

In some cases Securities may offer a "short" exposure meaning that the economic value of Securities will increase only where the relevant price or value of the Reference Item(s) falls. Where the price or value of the Reference Item(s) rises, the value of the Securities may fall.

### **2.2 *Leverage***

Where the amount of interest payable and/or amounts payable and/or assets deliverable on redemption or settlement of Securities or periodically may be determined by reference to a Multiplier greater than one, prospective investors should note that the effect of changes in the price or level of the amount(s) payable or assets deliverable will be magnified. While leverage may

offer the opportunity for greater investment gain, this may mean that any investment loss is greater than it would be otherwise.

### *2.3 Debt securities issued at a substantial discount or premium*

The market value of debt securities issued at a substantial discount or premium tend to fluctuate more due to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the Securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

### *2.4 Securities subject to optional redemption by the Issuer*

Securities which include a redemption option by the Issuer or which may be terminated on the occurrence of certain events are likely to have a lower market value than similar securities which do not contain an Issuer redemption option. An optional redemption feature or termination feature of the Securities is likely to limit their market value. During any period when the Issuer may elect to redeem the Securities or such termination may occur, the market value of those Securities generally will not rise substantially above the price at which they may be redeemed or terminated. This may also be the case prior to any redemption or termination period.

The Issuer may be expected to redeem Securities when its cost of borrowing is lower than the interest rate on the Securities or otherwise when its costs of keeping Securities outstanding are high. At those times, an investor generally would not be able to reinvest the optional redemption proceeds at an effective interest rate as high as the interest rate on the *Securities* being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

The relevant Final Terms will indicate whether the Issuer has the right to redeem the Securities prior to maturity or final settlement.

### *2.5 Option Risk relating to Certificates*

Certificates are derivative financial instruments which may include an option right and which, therefore, may have many characteristics in common with options. Transactions in options may involve a high level of risk. An investor who intends to trade in Certificates including options must therefore first of all understand the functioning of the types of options involved (for example, call options and put options). An investment in Certificates including options may constitute a highly volatile investment and there is a possibility that the option may have no value whatsoever at expiration. In such case, the investor may lose the entire amount invested in the Certificates.

The payment due under a Certificate on exercise or early termination will depend on the value of the Underlying at the relevant time. This means that the performance of a Certificate which includes an option is affected by the performance of the relevant option. If the value of the option decreases, the value of the Certificate may also decrease as a result. Conversely, the value of the Certificate may increase if the value of the option increases.

If the Underlying is a Rate of Exchange and if so specified in the respective Final Terms, early termination of a Certificate is possible at any time during the period specified in the Final Terms and thus may even occur outside the usual trading hours of the relevant Certificate

### *2.6 Additional risks in relation to Credit Certificates*

#### *a) Risks due to the method for determining the occurrence of a Credit Event and the further conditions for an allocation of loss (Conditions to Settlement) being brought about*

The occurrence of a Credit Event is usually determined by a committee (ISDA Credit Derivatives Determinations Committee) set up by the "International Swap and Derivatives Association (ISDA)". Alternatively, this determination is made by the Calculation Agent on the basis of the opinions provided by market participants or at the Calculation Agent's reasonable discretion.

The possibility of convening an ISDA Credit Derivatives Determinations Committee for the purpose of various determinations in connection with credit derivatives transactions was introduced by the supplements to the 2003 ISDA Credit Derivatives Definitions (2009 ISDA Credit Derivatives Determinations Committees, Auction Settlement and Restructuring Supplement to the 2003 ISDA Credit Derivatives Definitions) published on 14 July 2009 by the international derivatives association (International Swaps and Derivatives Association, ISDA).

This is thus still a relatively new and little tested procedure for the purpose of making various determinations in connection with credit derivatives transactions. Due to the fact that this is a relatively untested procedure and due to a lack of precedents, unforeseen circumstances which have an adverse effect on the Securityholders may arise in relation to the procedure for determinations by the ISDA Credit Derivatives Determinations Committee.

An ISDA Credit Derivatives Determinations Committee which is composed of financial institutions and other market participants, that are determined due to their respective trading volumes in accordance with the applicable rules for the composition of an ISDA Credit Derivatives Determinations Committee, decides on the presumed subject of the request (DC issue) through a resolution (DC resolution), which is then checked by an external review panel, if necessary. The result of a resolution affecting the or a Reference Entity thus depends to a large extent on the voting behaviour of the respective members of the ISDA Credit Derivatives Determinations Committee. These may have existing or future business relationships with each other or with the or a Reference Entity or, due to possibly opposing interests, may assess the creditworthiness of the or a Reference Entity differently in the context of their various business relationships with the Reference Entity than in their vote.

Membership in an ISDA Credit Derivatives Determinations Committee generally ends after a period of one year, meaning that no conclusions about particular future voting behaviour can be drawn from the composition of an ISDA Credit Derivatives Determinations Committee at the time the notes are purchased.

The Issuer may be a member of the ISDA Credit Derivatives Determinations Committee responsible for determining the occurrence of a Credit Event at the time the notes are issued. With regard to conflicts of interest possibly arising from this, investors should review the risk factors presented in section "E. Conflicts of Interest".

Under certain conditions which are more closely described in the General Conditions, the occurrence of a Credit Event will be determined by Deutsche Bank Aktiengesellschaft in its capacity as Calculation Agent. With regard to conflicts of interest possibly arising from this, investors should review the risk factors presented in section "E. Conflicts of Interest".

*b) Risk due to the Issuer being able to bring about the Conditions to Settlement voluntarily*

In accordance with the Product Terms, an allocation of loss to the Securityholders as a result of the occurrence of a Credit Event being determined requires that, in addition to the occurrence of a Credit Event, the Issuer gives notice to the Securityholders that a Credit Event has been determined to have occurred.

However, the Issuer is not obliged to give notice of the determination of the occurrence of a Credit Event in order to bring about the Conditions to Settlement, but can also wait for the later occurrence of another Credit Event in respect of the Reference Entity and bring about the Conditions to Settlement in respect of this later Credit Event. In the case of non-capital-protected Credit Certificates, this may have an adverse effect on the interests of the Securityholders, because the Settlement Amount or Recovery Amount determined following the occurrence of a subsequent Credit Event and the Satisfaction of the Conditions to Settlement may be lower than the price which, in accordance with the above, would have been applicable for the notes immediately following the earlier Credit Event had the Conditions to Settlement been satisfied in respect of this Credit Event.

The Securityholders are not entitled to bring about the Conditions to Settlement through a corresponding notice in order to benefit from a possibly higher Auction Final Price.

- c) *Risk from an extension of the period in which a Credit Event or, in the case of non-capital-protected securities, a Settlement Amount or Recovery Amount can be determined, and the postponement of capital and, if applicable, coupon payments.*

The Issuer is entitled to postpone the period in which the occurrence of a Credit Event and, in the case of non-capital-protected Credit Certificates, the Settlement Amount or Recovery Amount can be determined by 70 calendar days or, in the case of fully or partially capital-protected Credit Certificates, by 35 calendar days beyond the Settlement Date if a so-called Potential Credit Event has occurred by the Settlement Date and, in the case of non-capital-protected Credit Certificates, the calculation of the Settlement amount or Recovery Amount has not yet been finalised. A Potential Credit Event has occurred if the occurrence of a Credit Event has not yet been determined, but a corresponding request for the determination of a Credit Event has been submitted to ISDA or the Calculation Agent has asked relevant market participants to provide an opinion regarding the occurrence of a Credit Event. In this case redemption and, if applicable, payment of any outstanding interest will be made no later than two Business Days after the 70 calendar days or in the case of fully or partially capital-protected Credit Certificates after the 35 calendar days. The Final Redemption Date is therefore the second Business Day after a period of 70 or 35 calendar days after the Settlement Date.

As, if no Credit Event occurs, the notes or the Pro Rata Predetermined Cash Amounts of the affected Reference Entity bear interest only on the basis of the Euro OverNight Index Average (EONIA) calculated by the European Central Bank (without a margin) for the period of the postponement, investors may also incur interest losses as a result of such a postponement if the occurrence of a Credit Event is not ultimately determined.

If the Credit Certificates are non-interest-bearing securities, a loss of interest may arise from the fact that the Cash Amount to be paid will not increase beyond the value of the Predetermined Cash Amount despite the postponement, but instead the notes bear interest based on their respective Predetermined Cash Amount at the EONIA overnight interest rate.

If the occurrence of a Credit Event is determined within the period of 70 calendar days, or in the case of fully or partially capital-protected Credit Certificates of 35 calendar days, no interest is paid on the notes for the period of the postponement.

If the Credit Certificates are linked to (at least) one country as the Reference Entity, in the case of a Potential Repudiation or a Potential Moratorium, the Issuer is also entitled to extend the period in which a Credit Event can occur by six months beyond the Settlement Date. In this case redemption and, if applicable, payment of any outstanding interest will be made no later than two Business Days after the end of the six-month period, unless the redemption is further postponed due to a Potential Credit Event or because the calculation of the Settlement Amount or Recovery Amount is still pending. If a Potential Credit Event has occurred within the six months or, in the case of non-capital-protected Credit Certificates, the Settlement Amount or Recovery Amount is not calculated within this period, the Issuer is entitled to extend the period in which the occurrence of a Credit Event or, in the case of non-capital-protected Credit Certificates, the Settlement Amount or Recovery Amount, can be calculated by 70, or in the case of fully or partially capital-protected Credits Certificates 35, calendar days (beginning after the end of the six-month period). In this case, redemption and, if applicable (in the case of a Potential Credit Event), payment of any outstanding interest is made no later than two Business Days after these 70, or in the case of fully or partially capital-protected Credit Certificates these 35, calendar days. The Final Redemption Date is therefore the second Business Day after the end of a six-month period and 70, or in the case of fully or partially capital-protected Credit Certificates 35, calendar days after the Settlement Date.

In this case, even greater losses of interest may arise for the investor as the notes or the Pro Rata Predetermined Cash Amounts of the affected Reference Entities bear interest only on the basis of

the EONIA overnight interest rate calculated by the European Central Bank (without a margin) for the entire period of the postponement if a Credit Event does not occur and even interest on the basis of EONIA is only paid if no Credit Event has occurred and the Conditions to Settlement have not been satisfied.

Furthermore, the Issuer is entitled to postpone a Coupon Payment, or in the case of Credit Certificates which are linked to a basket of Reference Entities, is entitled to postpone the payment of the Coupon Amount with respect to a Pro Rata Predetermined Cash Amount, to the next Coupon Payment Date if a Potential Credit Event has occurred, if applicable with regard to the affected Reference Entity, i.e. a request has been made for a decision regarding the occurrence of a Credit Event by the ISDA Credit Derivatives Determinations Committee (or the Calculation Agent has asked three market participants to provide an opinion for the purposes of determining the occurrence of a Credit Event) but two days prior to the end of the Coupon Period such decision has not yet been made. Furthermore, the Issuer is entitled to postpone the Coupon Payment or payment of the Coupon Amount with regard to a Pro Rata Predetermined Cash Amount by up to 70, or in the case of fully or partially capital-protected Credit Certificates 35, calendar days (plus two Business Days) beyond the Settlement Date if a Potential Credit Event has occurred or a Potential Credit Event has occurred with regard to the affected Reference Entity and no determination has yet been made on the occurrence of the relevant Credit Event on the second day prior to the end of the final Coupon Period.

Furthermore, in the case of a Potential Repudiation/Moratorium, the Issuer is entitled to postpone the Coupon Payment or payment of the Coupon Amount with regard to this Pro Rata Predetermined Cash Amount, by up to six months (plus two Business Days) beyond the Settlement Date, or in the case of a Potential Credit Event within these six months, by a further 70 calendar days (plus two Business Days), or in the case of fully or partially capital-protected Credit Certificates a further 35 calendar days (plus two Business Days), beyond the end of this six-month period by reducing the Predetermined Cash Amount used for calculating the interest by the Pro Rata Predetermined Cash Amount attributable to a Reference Entity for the last Coupon Payment Date.

Investors therefore cannot rely on Coupon Payments actually being made on the specified Coupon Payment Dates.

*d) Risks in connection with an ISDA Credit Derivatives Determinations Committee determining an auction price*

If, following a Credit Event in respect of the Reference Entity, the international derivatives association (International Swaps and Derivatives Association, ISDA) holds an auction for obligations ranking pari passu with the Reference Obligation, the Settlement Amount or Recovery Amount will generally be calculated on the basis of the Auction Price ultimately determined in this auction (the so-called Auction Final Price). The Participating Bidders who participate in determining the price as part of the auction process consist both of members of the relevant ISDA Credit Derivatives Determinations Committee and of non-members who were admitted to participate in the auction.

Deutsche Bank Aktiengesellschaft can also be admitted to such an auction and thus participate in the auction process. With regard to conflicts of interest possibly arising from this, investors should review the risk factors presented in section "E. Conflicts of Interest".

*e) Risks related to a Credit Event in the form of a Restructuring*

If a Credit Event in the form of a Restructuring occurs, the ISDA Credit Derivatives Determinations Committee may decide to hold several auctions for the Reference Entity's obligations with different remaining terms, which obligations may be direct or based on a guarantee if the Reference Entity is the guarantor for the Reference Obligation. Each of the auctions only relates to obligations of the Reference Entity whose Settlement Date falls within a certain period of time beginning on the date on which the Restructuring becomes legally effective (maturity bucket). The latest Settlement Date for obligations covered by one auction in each case shall be referred to as the "**Maturity**

**Bucket End Date**". Thus, several auctions may be held for various Maturity Bucket End Dates. Generally, the following periods and, as a result, Maturity Bucket End Dates, apply: 2.5 years, 5 years, 7.5 years, 10 years, 12.5 years, 15 years or 20 years, in each case from the date on which the Restructuring is legally effective. Depending on the term of the relevant available obligations of the Reference Entity, each individual Maturity Bucket End Date may be further postponed with respect to a specific Restructuring.

For purposes of calculating the Settlement Amount or Recovery Amount in the event of a Restructuring, the Calculation Agent shall apply the Auction Final Price determined in the auction held for the Maturity Bucket End Date that falls either on or immediately after the scheduled Settlement Date for these Securities ("**Relevant Maturity Bucket End Date**"). If no auction is held for this Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next earlier Maturity Bucket End Date shall apply. If no auction is held for earlier Maturity Bucket End Dates neither, then the Auction Final Price determined in the auction for the next later Maturity Bucket End Date shall apply. Under no circumstances shall the Auction Final Price be determined on the basis of auctions held in relation to credit derivative transactions where protection sellers have demanded settlement, unless no other auction is held.

Allocating Securities in this way may be disadvantageous for investors, as the Auction Final Price in an auction for obligations with a later Maturity Bucket End Date will usually be lower than an Auction Final Price determined for obligations with the same maturity as the Reference Obligation.

f) *Risks in connection with the Calculation Agent determining a bid price*

Under certain conditions specified in the Products Terms, the Settlement Amount **or** Recovery Amount is not calculated on the basis of an Auction Final Price determined as part of an auction process, but on the basis of bid prices for the Reference Obligation which the Calculation Agent has asked banks or securities trading firms to quote.

It is not possible to predict how high a Settlement Amount **or** Recovery Amount calculated on this basis will be. There is a risk that these bid prices will be below the actual market value of the Reference Obligation. In addition, the bid prices quoted may be lower than an Auction Final Price determined in a possible auction process for obligations ranking *pari passu* with the Reference Obligation.

If no Reference Obligation is allocated to the Reference Entity or the relevant Reference Entity due to a substantial reduction or cessation of the Reference Obligation and a lack of Substitute Reference Obligation, according to the Product Terms the Settlement Amount or Recovery Amount is equal to 30 per cent. of the Predetermined Cash Amount or, if the Securities are linked to a basket of Reference Entities, of the Pro Rata Predetermined Cash Amount for the affected Reference Entity. As there is a possibility that no Reference Obligation is allocated to the Reference Entity or the relevant Reference Entity, and in this case the Settlement Amount or the Recovery Amount is 30 per cent. of the Predetermined Cash Amount or, if the Securities are linked to a basket of Reference Entities, 30 per cent. of the Pro Rata Predetermined Cash Amount for the affected Reference Entity, investors may suffer losses which would not have occurred if the Reference Entity or the relevant Reference Entity had been allocated a Reference Obligation and the Settlement Amount or Recovery Amount had been calculated on the basis of an Auction Final Price for obligations ranking *pari passu* with it or on the basis of bid prices for the Reference Obligation because this amount could be more than 30 per cent. of the Predetermined Cash Amount or, if the Securities are linked to a basket of Reference Entities, more than 30 per cent. of the Pro Rata Predetermined Cash Amount for the relevant Reference Entity.

## 2.7 Risks at maturity in relation to Certificates and Notes

### Certificates

#### **Partial Protection Certificates**

##### **Product No. 4: Partial Capital Protection Certificate without Strike**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the Partial Capital Protection Certificate without Strike involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the Partial Capital Protection Certificate without Strike.

##### **Product No. 5: Partial Capital Protection Certificate with Cap, without Strike**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the Partial Capital Protection Certificate with Cap, without Strike involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the Partial Capital Protection Certificate with Cap, without Strike.

##### **Product No. 6: Partial Capital Protection Certificate with Strike**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Partial Capital Protection Certificate with Strike involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the Partial Capital Protection Certificate with Strike.

##### **Product No. 7: Partial Capital Protection Certificate with Cap and Strike**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Partial Capital Protection Certificate with Cap and Strike involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the Partial Capital Protection Certificate with Cap and Strike.

##### **Product No. 8: Coupon Certificate with Partial Capital Protection**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the Coupon Certificate with Partial Capital Protection involves a risk of loss if the Redemption Amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of the Coupon Certificate with Partial Capital Protection.



**Certificates, X-Pert Certificates, Perpetual Certificates, Index Certificates and Performance Certificates****Product No. 9: Certificate**

If the Underlying falls in value, the Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 10: X-Pert Certificate**

If the Underlying falls in value, the X-Pert Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 11: Perpetual Certificate**

If the Underlying falls in value, the Perpetual Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 12: Index Certificate**

If the Underlying falls in value, the Index Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 13: Performance Certificate**

If the Underlying falls in value, the Performance Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 14: Performance Certificate on a Basket of Shares**

If the Basket Constituents fall in value, the Performance Certificate involves a risk of loss depending on the price of the Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level on the Valuation Date is zero.

**Bonus Certificates****Product No. 15: Easy Reverse Bonus Certificate**

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Easy Reverse Bonus Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is at least the Reverse Level.

**Product No. 16: Easy Reverse Bonus Certificate with Cap**

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Easy Reverse Bonus Certificate with Cap involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is at least the Reverse Level.

**Product No. 17: Corridor Bonus Certificate with Cap**

If the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, or is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier, the Corridor Bonus Certificate with Cap involves a risk of loss depending on the price or level of the Underlying. Such risk of loss is comparable with a direct investment in the Underlying upon, as specified in the Final Terms, either (i) falling below or (ii) falling below or reaching (first) the Lower Barrier. The Corridor Bonus Certificate with Cap participates negatively in the positive performance of the Underlying upon, as specified in the Final Terms, either (i) exceeding or (ii) exceeding or reaching (first) the Upper Barrier. In the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level (where, as specified in the Final Terms, the Underlying either (i) has fallen below or (ii) has fallen below or reached (first) the Lower Barrier), is zero or (where, as specified in the Final Terms, either (i) has exceeded or (ii) has exceeded or reached (first) the Upper Barrier), is double the Initial Reference Level.

**Product No. 18: Outperformance Bonus Certificate**

If the price or level of the Underlying during the term is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Outperformance Bonus Certificate involves a risk of loss depending on the price or level of the Underlying, in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 19: Sprinter Bonus Certificate**

If the price or level of the Underlying during the term is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Sprinter Bonus Certificate involves a risk of loss depending on the price or level of the Underlying, in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 20: Sprinter Bonus One Certificate**

If the price or level of the Underlying during the term is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Sprinter Bonus One Certificate involves a risk of loss depending on the price or level of the Underlying, in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Product No. 21: Flex Bonus Certificate**

If, during the Observation Period or on an Observation Date or on the Valuation Date, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Flex Bonus Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Express Certificates****Product No. 22: Express Certificate with European Barrier Observation (Physical Delivery)**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Certificate with European Barrier Observation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the

assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 23: Express Certificate with American Barrier Observation (Physical Delivery)***

If the Final Terms specify a Redemption Threshold for the Valuation Date and if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the final Redemption Threshold and the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Certificate with American Barrier Observation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

If the Final Terms do not specify a Redemption Threshold for the Valuation Date and if the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Certificate with American Barrier Observation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 24: Express Worst of Basket Certificate with European Barrier Observation (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms either (i) below or (ii) equal to or below the relevant Barrier, the Express Worst of Basket Certificate with European Barrier Observation involves a risk of loss depending on the price or level of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 25: Express Worst of Basket Certificate with American Barrier Observation (Cash Settlement)***

If the Final Terms specify a Redemption Threshold for the Valuation Date and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant final Redemption Threshold and the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier on at least one occasion during the Observation Period, the Express Worst of Basket Certificate with American Barrier Observation involves a risk of loss depending on the price or level of the Basket Constituent, which, based on the respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

If the Final Terms do not specify a Redemption Threshold for the Valuation Date and if the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier on at least one occasion during the Observation Period, the Express Worst of Basket Certificate with American Barrier Observation involves a risk of loss depending on the price or level of the Basket Constituent which, based on the respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 26: Express Worst of Basket Certificate with European Barrier Observation (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Worst of Basket Certificate with European Barrier Observation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 27: Express Worst of Basket Certificate with American Barrier Observation (Physical Delivery)***

If the Final Terms specify a Redemption Threshold for the Valuation Date and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant final Redemption Threshold and the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier on at least one occasion during the Observation Period, investors receive, based on the Multiplier, the Basket Constituent, which, based on the respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Worst of Basket Certificate with American Barrier Observation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

If the Final Terms do not specify a Redemption Threshold for the Valuation Date and if the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Worst of Basket Certificate with American Barrier

Observation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 28: Express Certificate without Barrier (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Express Certificate without Barrier involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 29: Express Certificate without Barrier (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Certificate without Barrier. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 30: Express Worst of Basket Certificate without Barrier (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Express Worst of Basket Certificate without Barrier involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 31: Express Worst of Basket Certificate without Barrier (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Express Worst of Basket Certificate without Barrier. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 32: FactorExpress Certificate***

If the price or level of the Underlying is, as specified in the applicable Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, the Factor Express Certificate involves a risk of loss depending on the price or level of

the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 33: PerformancePlus Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 34: Reverse Express Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is equal to the Reverse Level.

***Product No. 35: Currency Express Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier (depreciation of the Foreign Currency against the Base Currency), the Currency Express Certificate involves a risk of loss depending on the price of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.

**Outperformance Certificates**

***Product No. 36: Reverse Outperformance Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, the Reverse Outperformance Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is equal to the Reverse Level.

**Fixed Rate of Interest Certificates and Coupon Certificates**

***Product No. 37: Combi Fixed Rate of Interest Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Combi Fixed Rate of Interest Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested in the capital market component. This will occur if the Final Reference Level is zero.

***Product No. 38: Fixed Rate of Interest Certificate with European Barrier Observation***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Fixed Rate of Interest Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 39: Fixed Rate of Interest Certificate with American Barrier Observation***

If the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier during the term, the Fixed Rate of Interest Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 40: Inflation-Linked Fixed Rate of Interest Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Inflation-Linked Fixed Rate of Interest Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 41: Currency Fixed Rate of Interest Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier (depreciation of the Foreign Currency against the Base Currency), the Currency Fixed Rate of Interest Certificate involves a risk of loss depending on the price of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.

***Product No. 42: Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 43: Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 44: Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 45: Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on at least one occasion during the Observation Period, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 46: Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the

Multiplier, may be below the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 47: Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 48: Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying on at least one occasion during the Observation period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 49: Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and if the Underlying on at least one occasion during the Observation period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 50: Coupon Worst of Basket Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms either (i) below or (ii) equal to or below the relevant Barrier, the Coupon Worst of Basket Certificate involves a risk of loss depending on the price or level of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents; in the worst-case scenario,



this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 51: Coupon Worst of Basket Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms either (i) below or (ii) equal to or below the relevant Barrier, the Coupon Worst of Basket Certificate involves a risk of loss depending on the price or level of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 52: Coupon Worst of Basket Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Coupon Worst of Basket Certificate involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 53: Coupon Worst of Basket Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Coupon Worst of Basket Certificate involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 54: Coupon Worst of Basket Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Worst of Basket Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 55: Coupon Worst of Basket Certificate with Coupon Observation Period and with European Barrier Observation (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Worst of Basket Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 56: Coupon Worst of Basket Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Worst of Basket Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 57: Coupon Worst of Basket Certificate with Coupon Observation Period and with American Barrier Observation (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Redemption Threshold and if at least one Basket Constituent on at least one occasion during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Initial Reference Level, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Worst of Basket Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 58: Coupon Certificate with Coupon Observation Dates, without Barrier (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 59: Coupon Certificate with Coupon Observation Period, without Barrier (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 60: Coupon Certificate with Coupon Observation Dates, without Barrier (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 61: Coupon Certificate with Coupon Observation Period, without Barrier (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 62: Coupon Worst of Basket Certificate with Coupon Observation Dates, without Barrier (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Coupon Worst of Basket Certificate involves a risk of loss depending on the price or level of the Basket Constituent which, based on its Strike, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 63: Coupon Worst of Basket Certificate with Coupon Observation Period, without Barrier (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Coupon Worst of Basket Certificate involves a risk of loss depending on the price or level of the Basket Constituent

which, based on its Strike, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 64: Coupon Worst of Basket Certificate with Coupon Observation Dates, without Barrier (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Worst of Basket Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 65: Coupon Worst of Basket Certificate with Coupon Observation Period, without Barrier (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below the relevant Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has at maturity of the Coupon Worst of Basket Certificate the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the Coupon Worst of Basket Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 66: Currency Certificate with Fixed Coupon***

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier (depreciation of the Foreign Currency against the Base Currency), the Currency Certificate with Fixed Coupon involves a risk of loss depending on the price of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.

***Product No. 67: Extra Coupon Certificate (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Extra Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 68: Extra Coupon Certificate (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or the assets

specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the Extra Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that decreases in the share price may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 69: Coupon Certificate (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 70: Coupon Certificate (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the Coupon Certificate. In such case investors will suffer a loss. Investors must take into account that decreases in the share price may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

**Additional Certificates without Capital Protection**

***Product No. 71: Reverse Participation Corridor Certificate***

If the price or level of the Underlying rises, the Reverse Participation Corridor Certificate involves a risk of loss depending on the level of the Underlying on the Valuation Date; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Interim Reference Price is double the Initial Reference Price or higher and the Underlying is quoted above the Upper Barrier or below the Lower Barrier on the Exercise Date.

***Product No. 72: OneStep Certificate (Cash Settlement)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the OneStep Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 73: OneStep Certificate (Physical Delivery)***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. The market value of the Underlying or, as the case may be, of the assets specified as the Physical Delivery Amount, in each case based on the Multiplier, may be below the purchase price of the OneStep Certificate. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Underlying or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of the capital invested if the Final Reference Level is zero.

***Product No. 74: Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 75: Parachute Certificate***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, the Parachute Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

***Product No. 76: Parachute Certificate with Cap***

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, the Parachute Certificate with Cap involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.

**Notes****Reverse Convertible Notes*****Product No. 80: Barrier Reverse Convertible Worst of Basket Note (Physical Delivery)***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike at maturity of the Barrier Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the Barrier Reverse Convertible Worst of Basket Note. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 81: Barrier Reverse Convertible Worst of Basket Note (Cash Settlement)***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, the Cash Amount plus Coupon Payments may be less than the purchase price of the Barrier Reverse Convertible Worst of Basket Note. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 82: Barrier Reverse Convertible Worst of Basket Note with Participation (Physical Delivery)***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the Barrier Reverse Convertible Worst of Basket Note with Participation. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 83: Barrier Reverse Convertible Worst of Basket Note with Participation (Cash Settlement)***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the term and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, the Cash Amount plus Coupon Payments may be less

than the purchase price of the Barrier Reverse Convertible Worst of Basket Note with Participation. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 84: Barrier Pro Reverse Convertible Worst of Basket Note (Physical Delivery)***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the Observation Period and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike at maturity of the Barrier Pro Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the Barrier Pro Reverse Convertible Worst of Basket Note. In such case investors will suffer a loss. Investors must take into account that decreases in the share price may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 85: Barrier Pro Reverse Convertible Worst of Basket Note (Cash Settlement)***

If at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier on at least one occasion during the Observation Period and if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Strike, the Cash Amount plus Coupon Payments may be less than the purchase price of the Barrier Pro Reverse Convertible Worst of Basket Note. In such case investors will suffer a loss. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 86: Easy Reverse Convertible Worst of Basket Note (Physical Delivery)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (i) equal to or below its Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on its Strike at maturity of the Easy Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. The market value of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount plus Coupon Payments may be less than the purchase price of the Easy Reverse Convertible Worst of Basket Note. In such case investors will suffer a loss. Investors must take into account that losses may still also occur after the Valuation Date up until the transfer of the Basket Constituent with the worst performance or the assets specified as the Physical Delivery Amount. At worst, the investor will suffer a total loss of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

***Product No. 87: Easy Reverse Convertible Worst of Basket Note (Cash Settlement)***

If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below its Barrier, the Cash Amount plus Coupon Payments may be less than the purchase price of the Easy Reverse Convertible Worst of Basket Note. In such case investors will suffer a loss. At worst, the investor will suffer a total loss



of capital invested if the Final Reference Level of the Basket Constituent with the worst performance is zero.

**Other Notes**

**Product No. 106: Currency Note**

If the Underlying increases in value, the Currency Note involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested.

Product-specific risks in relation to Credit Certificates

**Credit Certificates**

***Product No. 108: Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and interest will not be paid either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed. In this case, investors receive a Cash Amount which is usually significantly less than the purchase price of the Credit Certificate; in the worst-case scenario, this may result in the total loss of the capital invested.

If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

***Product No. 109: Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and interest will not be paid either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed.

If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

***Product No. 110: Credit Certificate which relates to a single Reference Entity, is capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will not bear interest either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed.

If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

***Product No. 111: Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and interest will not be paid either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed. In this case, investors receive the Capital Protection Amount.

If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.

***Product No. 112: Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, investors receive the Capital Protection Amount on the Settlement Date, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and the Credit Certificate will not bear interest either for the Coupon Period in which this happens or for the period until the Credit Certificate is redeemed.

If a Credit Event occurs before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.

***Product No. 113: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which will usually be significantly less than the purchase price of the Credit Certificate; in the worst-case scenario, this may result in the total loss of the capital invested.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and no further interest will be paid.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

***Product No. 114: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect)***

If a Credit Event occurs in respect of more than one Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and the Cash Amount is zero. In this case, no further interest will be paid either.

If a Credit Event occurs in respect of at least two of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate. If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.

***Product No. 115: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of to all Reference Entities (first loss protect)***

If a Credit Event occurs in respect of more than one Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, the Cash Amount is zero.

If the Conditions to Settlement are satisfied in respect of at least two of the Reference Entities contained in the basket, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate. If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.

***Product No. 116: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket)***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and the Cash Amount is zero. In this case, no further interest will be paid either.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.

***Product No. 117: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket)***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount equal to zero on the Settlement Date. In this case, no further interest will be paid either.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

Under the aforementioned conditions, investors may completely or almost completely lose the capital invested.

***Product No. 118: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and no further interest will be paid either.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

***Product No. 119: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no further interest is paid as a result.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

***Product No. 120: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Credit Certificate will be redeemed early and investors receive only the Capital Protection Amount instead of the Predetermined Cash Amount. In this case, no further interest will be paid either.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all. Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.

***Product No. 121: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which this happens until the redemption of the Credit Certificate and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors will receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, investors only receive the Capital Protection Amount instead of the Predetermined Cash Amount on the Settlement Date. In this case, no further interest will be paid either.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, no interest is paid at all.

Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.

***Product No. 122: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of a single Reference Entity (first to default)***

If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there are no further Coupon Payments.

If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

***Product No. 123: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of a single Reference Entity (first to default)***

If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, there are no further Coupon Payments and, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors only receive the Capital Protection Amount on the Settlement Date.

If a Credit Event occurs in respect of only one of the Reference Entities contained in the basket before the first Coupon Payment Date and the further Conditions to Settlement are also satisfied, no interest is paid at all.

Investors suffer a loss if the Cash Amount plus any Coupon Payments made is below the purchase price of the Credit Certificate.

***Product No. 124: Zero Coupon Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a credit event can be determined, and investors receive a Cash Amount which is usually significantly less than the purchase price of the Credit Certificate; in the worst-case scenario, this may result in the total loss of the capital invested.

***Product No. 125: Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and investors receive a Cash Amount which is equal to the Accrued Amount and less than the Predetermined Cash Amount.

***Product No. 126: Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a

Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to the Accrued Amount and less than the Predetermined Cash Amount.

***Product No. 127: Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, the Zero Coupon Credit Certificate will be redeemed early, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, and investors will receive a Cash Amount which is equal to a percentage of the Accrued Amount specified in the Final Terms and less than the Predetermined Cash Amount.

Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.

***Product No. 128: Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement***

If a Credit Event occurs in respect of the Reference Entity and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to a percentage of the Accrued Amount specified in the Final Terms and less than the Predetermined Cash Amount.

Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.

***Product No. 129: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is usually significantly less than the purchase price; in the worst-case scenario, this may result in the total loss of the capital invested.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Zero Coupon Credit Certificate is redeemed early.

***Product No. 130: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which no Credit Event has occurred and the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event has been determined.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a



Credit Event can be determined, the Zero Coupon Credit Certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors receive only a Cash Amount equal to the sum of the Pro Rata Accrued Amounts.

***Product No. 131: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not provide for Early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which no Credit Event has occurred and the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event has been determined.

***Product No. 132: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount on the Settlement Date which is less than the Predetermined Cash Amount.

If a Credit Event occurs in respect of all the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied in respect of all the Reference Entities, subject to a postponement in connection with an extension of the period in which the occurrence of a Credit Event can be determined, the Zero Coupon Credit Certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors receive only a Cash Amount equal to the sum of the Pro Rata Accrued Amounts.

Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.

***Product No. 133: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

If a Credit Event occurs in respect of one or more of the Reference Entities contained in the basket and the further Conditions to Settlement are also satisfied, subject to an extension of the period in which the occurrence of a Credit Event can be determined, investors receive a Cash Amount which is less than the Predetermined Cash Amount on the Settlement Date.

Investors suffer a loss if the Cash Amount is below the purchase price of the Credit Certificate.

### 3. Risk factors relating to the Underlying

The Reference Items comprised in the Underlying for the Securities (if applicable) may be one or more shares, indices, other securities, commodities, rates of exchange, futures contracts, fund units or shares and/or interest rates. The Securities may relate to one or more of these Reference Items or a combination of them.

Some or all of the amounts payable or assets deliverable on exercise, redemption or periodically under the Securities will be determined by reference to the price or value of these Reference Items as set out in the relevant Final Terms. Accordingly, investors should review carefully the relevant Final Terms in order to understand the effect on the Securities of such linkage to the Underlying and the Reference Items.

**The purchase of, or investment in, Securities linked to Reference Item(s) involves substantial risks. These Securities are not conventional securities and carry various unique investment risks which prospective investors should understand clearly before investing in the Securities.** Prospective investors in such Securities should be familiar with securities having characteristics similar to such Securities and should fully review all documentation for and understand the Terms and Conditions of the Securities, the relevant Final Terms and the nature and extent of its exposure to risk of loss.

The Issuer may issue Securities where the amount of interest or other amounts payable or the amount of assets deliverable is dependent upon:

- a) the price or changes in the price of, one or more equity securities;
- b) the level or changes in the level of one or more indices;
- c) the price or changes in the price of one or more other securities;
- d) the price or changes in the price of one or more commodities;
- e) movements in rates of exchange;
- f) one or more futures contracts;
- g) the price or changes in the price of units or shares in one or more funds;
- h) the level or changes in the level of one or more interest rates; or
- i) other underlying assets or bases of reference.

Prospective investors in any such Securities should be aware that depending on the Terms and Conditions of such Securities (i) they may receive no amount or a limited amount of interest or other amounts and/or deliverable assets, (ii) payment of interest or other amounts and/or assets delivered may occur at different times than expected or in a different currency than expected and (iii) they may lose all or a substantial portion of their investment upon redemption or settlement.

In addition, the movements in:

- a) the price of the relevant equity securities;
- b) the level of the relevant index or indices;
- c) the price of the relevant other securities;
- d) the price of the relevant commodity or commodities;
- e) relevant rates of exchange;
- f) the price of the relevant futures contract(s);
- g) the price of the relevant units or shares in one or more funds;
- h) the level of the relevant interest rate or interest rates; or

i) the level of any other underlying asset or basis of reference comprising the Underlying, may be subject to significant fluctuations that may not correlate with in the development of interest rates, currencies or other economic factors or indices and the timing of changes in the relevant price or level of the Reference Item may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the price or level of the Reference Item, the greater the effect on yield.

If the amount of interest or other amounts payable and/or assets deliverable is determined by reference to a multiplier greater than one or by reference to some other leverage factor, the effect of changes in the price or level of the Underlying or Reference Item will be magnified.

The market price of the Securities may be volatile and may be affected by:

- a) the time remaining to the Redemption or Settlement Date;
- b) the volatility of the Reference Item or other underlying asset or basis of reference;
- c) the dividend rate (if any) and the financial results and prospects of the issuer(s) of the securities comprising or relating to a Reference Item (which may include equity securities, index constituent securities or other securities);
- d) movements in commodity markets where the Underlying comprises a Commodity;
- e) movements in and the volatility of rates of exchange where the Underlying comprises a Rate of Exchange;
- f) the volatility of the price of units or shares in the fund or funds where the Underlying comprises a Fund Share; or
- g) the movements in interest rates where the Underlying comprises an Interest Rate,

as well as economic, financial and political events in one or more jurisdictions, including factors affecting the exchange(s) or quotation system(s) on which any such other securities, commodities, fund units or shares may be traded.

If the Reference Item(s) relate to an emerging market or developing country, the Underlying or its constituents (if any) will be identified as an "Emerging Market Underlying" in the Final Terms. This is the case if the Reference Item(s) are, for example, listed or traded on a stock exchange in an emerging market or developing country (e.g. shares or commodity futures), or the Reference Item(s) are Rates of Exchange or government bonds or bonds issued by sub-sovereign issuers from emerging markets or developing countries, equity securities issued by companies which have their registered office in an emerging market or developing country or which do a significant part of their business in a country of this type, or Indices which track shares or other financial instruments from emerging markets or developing countries.

Emerging markets and developing countries are exposed to considerable legal, economic and political risks which may be greater than, for example, in EU member states or other industrialised countries. For this reason, investments relating to emerging markets or developing countries involve additional risk factors in addition to the general risks associated with investment in the respective Reference Item(s). These include the unstable political or economic situation, increased inflation and increased currency risks. The causes of the instability in these countries can include authoritarian governments or military participation in political and economic decision-making processes. They also include changes of government attempted or achieved by unconstitutional means, civil unrest in connection with the demand for improved political, economic and social conditions, hostile relations with neighbouring countries or conflicts arising from ethnic, religious or racist reasons. Political or economic instability can impact investor confidence, which may in turn have a negative effect on the rates of exchange and the prices of securities or other assets in these countries.

Political and economic structures in emerging markets and developing countries may be subject to considerable upheaval and rapid change.

The rates of exchange and the prices of securities or other assets in emerging markets and developing countries are often more volatile. Factors which cause these prices to change include interest rates, a change in supply and demand, external forces which have an impact on the market in question (particularly with regard to important trading partners), trade, tax and monetary policy programmes, government policies and international political and economic events and policies.

In addition, there is a possibility of adverse developments, for example restrictions against foreign investors, nationalisation or expropriation of assets, confiscatory taxation, confiscation or nationalisation of foreign bank deposits or other assets, the existence or establishment of foreign currency bans, foreign currency controls or restrictions on the free movement of rates of exchange. If a restriction on the free development of rates of exchange is lifted, it is possible that the currency of the emerging market or developing country will experience considerable rate of exchange volatility within a short period of time.

The aforementioned disruptions may in some cases last for a longer period, i.e. weeks or even years.

Any of these disruptions may result in a so-called Market Disruption with regard to the Securities, resulting amongst other things in no prices being quoted for the Securities affected by the Market Disruption in this period.

The development of securities markets is mostly still at an early stage in emerging markets and developing countries. This may lead to risks and practices (such as higher volatility) which do not usually occur in more developed securities markets and which may adversely affect the value of the securities listed on the stock exchanges in these countries. In addition, exchanges in emerging markets and developing countries are frequently characterised by illiquidity in the form of low trading volumes for some of the securities listed. Many of these securities markets have settlement and payment processes which are less developed, less reliable and less efficient in comparison to more developed securities markets, which, for example, may lead to longer settlement times for securities transactions. Securities markets in emerging markets and developing countries may be subject to less governmental or regulatory supervision than more developed securities markets.

Disclosure requirements, accounting standards and regulatory requirements for equity securities may be less strict in emerging markets or developing countries than, for example, in EU member states or other industrialised countries, which may have an influence on the valuation of the Reference Item(s) if these are equity securities.

Correspondingly, less information about companies in emerging markets or developing countries may be publicly available than is the case with companies in more developed markets. The assets and liabilities and profit and loss reported in the annual or interim financial statements may give different view of the financial position of a company or its results of operations than if the annual or interim reports were prepared in accordance with recognised accounting standards. The valuation of assets, depreciation and amortisation, deferred tax, contingent liabilities and consolidations may be treated differently than under internationally recognised accounting principles.

All the aforementioned factors may have an adverse impact on the value of the Reference Item(s).

### *3.1 Risks associated with Shares or other equity securities as a Reference Item*

Equity linked Securities may be redeemed or settled by the Issuer by payment of an amount determined by reference to the value of one or more equity securities (which may include American depositary receipts or global depositary receipts) and/or by the physical delivery of a given number of specified assets and/or payment of the nominal amount and interest determined by reference to the value of one or more equity securities. Accordingly, an investment in equity linked Securities may bear similar market risks to a direct equity investment and prospective investors should take advice accordingly.

Securities may be subject to adjustments or early termination under §6 of the General Conditions in the event of certain corporate actions or events occurring in respect of the issuer(s) of the equity security(ies).

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

### 3.2 *Risks associated with indices as a Reference Item*

Index linked Securities may be redeemed or settled by the Issuer by payment of an amount determined by reference to the value of one or more indices or payment of the nominal amount and interest calculated by reference to the value of one or more indices or in certain cases by physical delivery of certain assets. Accordingly, an investment in index linked Securities may bear similar market risks to a direct investment in the components of the Index comprising such index or indices and prospective investors should take advice accordingly.

Index linked Securities may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to an index. These may include:

- a) a failure to calculate and announce the relevant index by the index sponsor;
- b) a material modification in the way that the relevant index is calculated from that originally intended; or
- c) a permanent cancellation of the relevant index with no successor index.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below. In addition, where the Securities are linked to one or more Deutsche Bank proprietary indices, investors should review the relevant risk factors section set out in each relevant index description.

### 3.3 *Risks associated with Other Securities as a Reference Item*

Securities linked to Other Securities may be redeemed or settled by the Issuer by payment of an amount determined by reference to the value of one or more Other Securities and/or by the physical delivery of a given number of specified assets and/or payment of the nominal amount and interest determined by reference to the value of one or more Other Securities. Accordingly, an investment in Securities linked to Other Securities may bear similar market risks to a direct investment in the relevant Other Securities and prospective investors should take advice accordingly.

Securities linked to Other Securities may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to the Other Securities or the issuer(s) of the Other Securities.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below.

### 3.4 *Risks associated with Commodities as a Reference Item*

Securities linked to Commodities may be redeemed or settled by the Issuer by payment of an amount determined by reference to the value of one or more Commodities (or traded contracts

relating to commodities) and/or in certain cases by physical settlement. Accordingly, an investment in Securities linked to Commodities may bear similar market risks to a direct investment in the relevant Commodities and prospective investors should take advice accordingly and be familiar with commodities as an asset class as well as the relevant traded contract type and any exchange(s) or quotation system(s) for such contract.

Securities linked to Commodities may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to the Commodities or the exchange or contract obligors in relation to the relevant commodities contracts.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below.

### *3.5 Risks associated with Rates of Exchange as a Reference Item*

Securities linked to rates of exchange may be redeemed or settled by the Issuer by payment of an amount determined by reference to the rate of exchange of one or more currencies and/or in certain cases by physical settlement. Accordingly, an investment in Securities linked to rates of exchange may bear similar market risks to a direct investment in the relevant underlying currency(ies) and prospective investors should take advice accordingly and be familiar with foreign exchange as an asset class. The above risk may be increased if the relevant underlying currency is the currency of an emerging market jurisdiction.

Securities linked to rates of exchange may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to the Rates of Exchange.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below.

### *3.6 Risks associated with Futures Contracts as a Reference Item*

Securities linked to Futures Contracts may be redeemed or settled by the Issuer by payment of an amount determined by reference to the value of one or more Futures Contracts and/or in certain cases by physical settlement. Accordingly, an investment in Securities linked to Futures Contracts may bear similar market risks to a direct investment in the relevant Futures Contracts and prospective investors should take advice accordingly and be familiar with the relevant futures contract type and exchange(s) or quotation system(s) for such Futures Contract as well as the asset class to which the Futures Contracts relate.

Securities linked to Futures Contracts may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to the Futures Contracts or the issuer(s) or obligor(s) or the exchange(s) or quotation system(s) for the relevant Futures Contracts.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below.

### 3.7 *Other risks associated with Commodities as a Reference Item*

The yield on Securities linked to Commodities as well as the performance of indices which reflect commodities may not perfectly correlate to the trend in the price of the Commodities as the use of future commodity contracts generally involves a rolling mechanism. This means that the commodity futures contracts which expire prior to the relevant payment date under the relevant Securities or prior to the maturity of the relevant index are replaced with future commodity contracts that have a later expiry date. Any rise/fall in prices on such Commodities may not be fully reflected in any payment under the relevant Securities or in the performance of the relevant index.

Moreover, investors in Securities linked to Commodities or Commodities Indices should note that prices of commodity futures contracts may have a trend which differs significantly from that of the commodity spot markets. The trend in the price of a commodity futures contract is closely linked to the present and future level of the production of the relevant commodity or to the level of estimated natural reserves, particularly in the case of energy commodities. In addition, the prices of commodity futures contracts may not be considered an accurate prediction of a market price, since they include the so-called "carrying costs" (for example, warehouse costs, insurance and transportation etc.) which are taken into account in the determination of the prices of commodity futures contracts. As such, investors in Securities linked to Commodities or Commodities-Indices should note that any return on their investment or the performance of the relevant index may not fully reflect the performance of the commodity spot markets as a result of the discrepancy between the prices of commodity futures contracts and the prices of commodity spot markets.

If the Underlying is an index which is composed by the Issuer or a legal entity belonging to Deutsche Bank Group and such index comprises commodities or contracts on commodities, the Underlying may be particularly affected by disruption events relating to such commodities or contracts on commodities. In particular it should be noted that a Market Disruption Event may occur if, for example, there is a material suspension of trading or a limit on trading of any transaction entered into or asset purchased for the purposes of hedging any exposure to the constituents of the index. Disruption events may have a negative effect on the level of the index as the scheduled date of valuation of the commodities and contracts of commodities specified in the index description and thus the calculation and publication of the index might be delayed. The Index Sponsor calculates the index only after the relevant disruption event has ceased. Therefore, the calculation of the index might be delayed for several business days.

During such period, the delay in calculation would have a negative effect on the liquidity of the Securities. As a consequence, investors bear the market risk that liquidity may be limited during the relevant days on which a disruption event relating to constituents of the index occurs or continues and the calculation of the index is postponed.

In addition, the Calculation Agent may determine at any relevant time in accordance with § 5 of the General Conditions that a Disruption Event exists due to the postponement of the index calculation. Such determination may affect the date of valuation and thus the value of the Securities and may result in delays in payments or settlement in relation to the Securities.

The Index Sponsor may publish a level of the index on a business day on which certain disruption events relating to constituents of the index occur or continue.

Even though such Index Level may be published, investors should note that for the purposes of the Securities the Index Level on such Business Day may not be a level by reference to which the Securities are traded. As a consequence, a Disruption Event in relation to the Securities may exist. After the relevant Disruption Event has ended, the Index Sponsor may publish a fixing level of the Index in respect of each day on which a Disruption Event existed on the web page <http://index.db.com> or any successor page or service (the "Fixing Page") under information pertaining to the index. Investors should note that any such fixing level published on the Fixing Page may be relevant for the purposes of trading the Securities and may be used by the Calculation Agent to determine the value of the Securities for such day.

As a result, investors should note that liquidity in the Securities may be limited or may not exist, even if an Index Level is published upon occurrence or existence of a Disruption Event in relation to constituents of the index.

### *3.8 Risks associated with Fund Shares as a Reference Item*

Securities linked to Fund Shares may be redeemed or settled by the Issuer by payment of an amount determined by reference to the value (or net asset value) of one or more shares or units in one or more funds and/or by the physical delivery of a given number of specified assets and/or payment of the nominal amount and interest determined by reference to the value of one or more Fund Shares. Accordingly, an investment in Securities linked to Fund Shares may bear similar market risks to a direct investment in the relevant Fund Shares and prospective investors should take advice accordingly and be familiar with the relevant fund type and its underlying investment asset(s) type as an asset class.

Securities linked to Fund Shares may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to the Fund Shares or the issuer(s) or obligor(s) or other connected parties in relation to the Fund Shares.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below.

### *3.9 Risks associated with Interest Rates as a Reference Item*

Securities linked to an Interest Rate may be redeemed or settled by the Issuer by payment of an amount determined by reference to the level of the Interest Rate and/or payment of the nominal amount.

Interest rates are determined by factors of supply and demand in the international money markets which are influenced by macroeconomic factors, speculation and central bank and government intervention or other political factors. Fluctuations in short term and/or long term interest rates may affect the value of the Securities.

The Calculation Agent may make certain determinations in respect of the Interest Rate in accordance with §5 of the General Conditions in the event that it is not possible for the Calculation Agent to determine the relevant Interest Rate at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities.

### *3.10 Risks associated with other Reference Items*

Securities may be linked to other Reference Items or a combination of one or more of the above Reference Item types. An investment in Securities linked to any Reference Items may bear similar



market risks to a direct investment in the relevant Reference Items and prospective investors should take advice accordingly.

Securities linked to Reference Items may be subject to adjustment or early termination under §6 of the General Conditions in the event of certain relevant events in relation to the Reference Items or the issuer(s) of the Reference Items.

The Calculation Agent may also determine under §5 of the General Conditions that a Market Disruption has occurred at any relevant time. Any such determination may have an effect on the timing of valuation and consequently the value of the Securities and/or may delay payment or settlement in respect of the Securities.

Accordingly investors should review §5 and §6 of the General Conditions carefully to determine the effect these provisions may have on the Securities. See further section C below.

### *3.11 No Claim against any Reference Item*

A Security will not represent a claim against any Reference Item to which any amount payable or amount of assets deliverable in respect of the Securities is dependent and, in the event that the amount paid by the Issuer or value of the specified assets delivered on termination of the Securities is less than the amount originally invested in the Securities, a Securityholder will not have recourse under a Security to the Issuer or any Reference Item.

An investment in Securities linked to one or more Reference Items may entail significant risks not associated with investments in conventional securities including but not limited to the risks set out above. The amount paid or value of the specified assets delivered by the Issuer on termination of such Securities may be less than the amount originally invested in the Securities and may in certain circumstances be zero.

### *3.12 Risks in relation to multiple Reference Items*

If the amount of any coupons or any cash amount payable or physical delivery amount due under the Securities is dependent on the performance of multiple Reference Items and in this respect the performance of the worst performing Reference Item in comparison to the performance of the other Reference Items is of relevance investors should note, that the level of dependency among the Reference Items, so called correlation, may significantly impact the risk associated with an investment into the Securities. This risk will increase if the correlation among the Reference Items decreases because in this case the probability increases that at least one of the Reference Items will show an adverse performance compared to the performance of the other Reference Items.

## **4. Risk factors associated with the Reference Entity or Reference Entities**

### *4.1 Risks in relation to the Reference Entity or Reference Entities*

The redemption of, payment of any interest on, and performance of the Securities depends primarily on the creditworthiness of the Reference Entity or Reference Entities. Every prospective purchaser of the Securities should therefore form their own view of the actual economic, legal and other circumstances of the Reference Entity or Reference Entities before purchasing the Securities.

Prior to purchasing the Securities, investors should gather information, for example using annual reports and ad hoc announcements (*Ad-hoc-Mitteilungen*), about the development of the Reference Entity's financial and economic situation from which further risks with regard to the Reference Entity's creditworthiness may become evident.

### *4.2 Risk of insufficient information regarding the Reference Entity or Reference Entities*

It is possible that not all events which take place or have taken place in relation to the Reference Entity or the respective Reference Entities at the time the Securities are issued or prior to their issue will already have been published (including events which would impair the accuracy or completeness of publicly available documents published by or relating to a Reference Entity) and

which are important for determining the value of the Credit Certificate or the occurrence of a Credit Event.

#### *4.3 No claims against the Reference Entity or Reference Entities*

The Securities do not establish any legal relationship between the individual holders of the Credit Certificates and the Reference Entity or Reference Entities. In the event of a loss, the Securityholders have no right of recourse against the Reference Entity or Reference Entities.

#### *4.4 Effects on performance*

The performance of the Credit Certificate may differ significantly from a direct investment in debt securities issued by the respective Reference Entities or the Reference Entity. Admittedly, investors would also bear the risk of a payment default if investing directly in debt securities of the or a Reference Entity.

In the case of a basket of Reference Entities which are not equally weighted, in contrast to a direct investment, if a Credit Event occurred in respect of a Reference Entity with greater weighting in the basket, the Securityholders would lose their capital invested or a part of their capital invested in relation to the Pro Rata Predetermined Cash Amount allocated to this Reference Entity, whereas a smaller loss would have arisen in the case of an evenly spread direct investment. However, in contrast to a direct investment, in the case of a Credit Event, Securityholders do not have a direct claim for payment against the (relevant) Reference Entity and the amount which is payable by the Issuer in relation to the (relevant) Reference Entity in the case of a Credit Event and which will be further reduced by the deduction of any Unwind Costs in the case of non-capital-protected Credit Certificates, may be lower than an insolvency rate paid in the case of a direct investment. The occurrence of a Credit Event in relation to the respective Reference Entity will have a negative effect on the yield from and value of the Credit Certificates.

#### *4.5 Credit default risk from a Reference Entity which is a company*

The credit default risk from a Reference Entity which is a company may be influenced to a large extent by company-specific and also economic and legal circumstances, for example by national and international economic development, membership of an economic sector or that sector's performance.

#### *4.6 Credit default risk from a Reference Entity which is a country*

The credit default risk from a Reference Entity which is a country is determined in particular by the stability or instability of its political and economic system.

A Reference Entity may be a country which is an emerging market or the Reference Entities contained in the basket may, where appropriate only partially, be countries which are emerging markets. These may be subject to greater political and economic changes than industrialised nations. Furthermore, the countries which are considered emerging markets may have a less secure economic and legal system or supervisory environment and/or an economic and legal system or supervisory environment which is still in development with the corresponding risks of possible changes in the law and less established jurisdiction.

Investors should be aware that all changes (whether current or future) in government policy and in the economic and monetary policy of such a Reference Entity may have a considerable impact on the market value of the Credit Certificates.

#### *4.7 Risk of an increased likelihood of a Credit Event occurring in relation to "first to default" Credit Certificates*

With so-called "first to default" Credit Certificates, the occurrence of a Credit Event in relation to just one of the Reference Entities impacts the level of the Cash Amount, the date of redemption and the Coupon Amounts. These effects occur independently of whether a Credit Event also occurs at a later date in relation to the other Reference Entities. Investors will thus already suffer the highest potential loss if a Credit Event occurs in relation to just one of the Reference Entities.

The probability of a Credit Event occurring in relation to just one of the Reference Entities increases if the Reference Entities do not have comparable capital structures, do not come from the same sector of the economy and/or the same country and the correlation between them is thus not high.

#### *4.8 Accumulation of credit risks with several Reference Entities*

The impact on the level of the Cash Amount, the date of redemption and the Coupon Amounts caused by Credit Events occurring in relation to individual Reference Entities may be increased by Credit Events occurring cumulatively in respect of several Reference Entities. This risk is particularly prevalent in cases where a Credit Event occurring in relation to a single Reference Entity has an adverse effect on one or several other Reference Entities such that the probability of a Credit Event occurring with regard to the other Reference Entity or Reference Entities also increases. This applies particularly if the Reference Entities have comparable capital structures, come from the same sector of the economy and/or the same country and the correlation between them is thus high. This risk is not necessarily reduced, if, for the purpose of spreading risk, several Reference Entities between which there is no correlation are referenced.

#### *4.9 Risk from replacing the Reference Entity or several Reference Entities and/or replacing the Reference Obligation or one or more Reference Obligations*

*The Reference Entity or a Reference Entity contained in the basket may be replaced by one Successor or several Successors following a consolidation, merger, transfer of assets and/or liabilities, demerger, or a similar restructuring event or certain events such as an annexation, unification or partition. Such replacement may also adversely affect the credit default risk associated with the (affected) Reference Entity.*

In addition, in connection with a replacement of the or a Reference Entity or for other reasons, the Reference Obligation linked to the (relevant) Reference Entity may be replaced with a Substitute Reference Obligation. Such replacement may have an adverse effect on the Cash Amount payable to investors if a Credit Event occurs.

### C. RISK FACTORS RELATED TO SECURITIES GENERALLY

#### 1. No statutory or voluntary deposit guarantee scheme

The Issuer's obligations relating to the Securities are not protected by any statutory or voluntary deposit guarantee system or compensation scheme. In the event of insolvency of the Issuer, investors may thus experience a total loss of their investment in the Securities.

#### 2. No Payments until Settlement

Prospective investors should note that a realisation by selling the Securities in the secondary market may be the only return potentially available to the investor prior to settlement of the Securities. Unless otherwise specified in the relevant Final Terms, there may be no periodic interest payments or other distributions made during the term of the Securities.

However, investors should note the risk factors described under the headings "Market value" and "The Securities may be Illiquid" below in this regard.

#### 3. Adjustment Events, Adjustment/Termination Events and Succession Events

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.

On the occurrence of an Adjustment/Termination Event, the Issuer is also entitled to adjust the Terms and Conditions, terminate and cancel the Securities, or in certain cases, substitute the relevant Reference Item affected by such Adjustment/Termination Event. 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).

Such hedging arrangements refer to the arrangements the Issuer makes to ensure it will have available to it the relevant cash amounts or assets to be delivered under the Securities as these fall due. This will normally involve the Issuer investing directly or indirectly in the Underlying. An indirect investment might be made by an Affiliate or agent of the Issuer or other third party making an investment in the Underlying. Alternatively an indirect investment might involve the Issuer or an Affiliate, agent or other third party entering into a derivative contract referencing the Underlying. The Issuer will select hedging arrangements which are efficient for it in the context of the tax, regulatory and business environment in which it operates. The Issuer may also adjust hedging arrangements from time to time but it will not always be able to avoid adverse costs, taxes or regulatory changes which affect its hedging arrangements.

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 in these circumstances. **This is part of the economic risk Securityholders bear when investing in the Securities and the basis on which the Securities are priced.**

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.**

If the Issuer terminates early the Securities following an Adjustment/Termination Event, the Issuer will, if and to the extent permitted by applicable law, pay the holder of each such Security an amount determined by the Calculation Agent to be its fair market value taking into account the relevant event less the direct and indirect cost to the Issuer of unwinding any underlying related hedging arrangements. Such amount may be significantly less than an investor's initial investment in Securities and in certain circumstances may be zero.

The composition of the Reference Entities (if any) contained in the basket is, under §6 of the General Conditions, subject to possible changes which may at any time influence the market value of the Securities and thus the level of the repayable amount.

Under §6 of the General Conditions, the Reference Entity may be replaced, which may at any time influence the market value of the Securities and thus the level of the amount payable on the Settlement Date.

Prospective purchasers should review §5 and §6 of the General Conditions to ascertain how such provisions apply to the Securities and what may constitute an Adjustment Event or an Adjustment/Termination Event or Succession Event.

#### 4. Taxation

Potential purchasers and sellers of the Securities should be aware that they may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Securities are transferred. Securityholders are subject to the provisions of §10 of the General Conditions and payment and/or delivery of any amount due in respect of the Securities will be conditional upon the payment of certain taxes, duties and/or expenses as provided in the Terms and Conditions.

Potential purchasers who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, potential purchasers should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

Whilst the Securities are in global form and held within the relevant Clearing Agent, in all but the most remote circumstances, it is not expected that sections 1471 to 1474 of the US Internal Revenue Code ("**FATCA**") will affect the amount of any payment received by the Clearing Agent.

However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA), provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding.

**5. Changes in any applicable tax law or practice may have an adverse effect on a Securityholder**

Any relevant tax law or practice applicable as at the date of this Document and/or the date of purchase or subscription of any Securities may change at any time (including during any subscription period or the term of any Securities). Any such change may have an adverse effect on a Securityholder, including that Securities may be redeemed before their Settlement Date their liquidity may decrease and/or the amounts payable or receivable by or to an affected Securityholder may be less than otherwise expected by such Securityholder.

**6. Exercise Notices, Delivery Notices and Certifications**

If the Securities are subject to provisions concerning delivery of an exercise notice or delivery notice and such notice is received by either the relevant principal agent with a copy to the clearing agent after the latest time specified in the General Conditions, it will not be deemed to be duly delivered until the next following Business Day. Such deemed delay may in the case of cash settled Securities increase or decrease the cash amount payable at settlement from what it would have been but for such deemed delivery. In the case of Securities which are exercisable on one day only or only during an exercise period, any exercise notice, if not delivered by the latest time specified in the Terms and Conditions, shall be void.

The failure to deliver any delivery notice or certifications required by the General Conditions could result in the loss or inability to receive amounts or deliveries otherwise due under the Securities. Prospective purchasers should review the General Conditions to ascertain whether and how such provisions apply to the Securities.

Securities not exercised in accordance with the General Conditions will expire worthless unless automatic exercise applies. Prospective purchasers should review the Terms and Conditions to ascertain whether the Securities are subject to automatic exercise, and when and how an exercise notice or delivery notice may be validly delivered.

**7. Time Lag after Exercise**

Where the Securities are to be settled by a cash payment or physical delivery, then, upon their exercise, there may be a time lag between the time exercise occurs and the time the applicable cash amount or asset amount relating to such exercise is determined. Any such delay between the time of exercise and the determination of the cash amount or asset amount will be specified in the General Conditions. However, such delay could be significantly longer, particularly in the case of a delay in exercise of such Securities arising from, as described below, any daily maximum exercise limitation or, as described below, upon the determination by the Calculation Agent that a Disruption Event has occurred at any relevant time. The applicable cash amount or asset amount could decrease from what it would have been but for such delay.

Prospective purchasers should review the General Conditions to ascertain whether and how such provisions apply to the Securities.

## 8. Physically Settled Securities

Where Securities provide for physical delivery, the Calculation Agent may determine that a Settlement Disruption Event is subsisting. A Settlement Disruption Event is an event beyond the control of the Issuer as a result of which, in the opinion of the Calculation Agent, delivery of the specified assets to be delivered by or on behalf of the Issuer is not feasible. Any such determination may affect the value of the Securities and/or may delay settlement in respect of the Securities.

## 9. Settlement Systems

An investor will need to be able to hold the Securities (directly or through an intermediary). Securities may only be held directly through the relevant Clearing Agent or, in the case of Italian Securities, an authorised financial intermediary entitled to hold securities deposit accounts with Monte Titoli S.p.A. on behalf of their customers or, in the case of French Securities, any authorised financial intermediary institution entitled to hold securities accounts, directly or indirectly, with Euroclear France, which includes Euroclear and the depositary bank for Clearstream. Where Securities are held indirectly, a Securityholder will depend on the relevant intermediary(ies) through which it holds the *Securities* for receipt of payments, notices and for all other purposes in connection with the *Securities*. In case of physically settled Securities an investor will need to be able to hold (directly or through an intermediary) the relevant assets deliverable on settlement of the Securities. Investors should note the Securities are not intended to be held in a manner which would allow Eurosystem eligibility and this may limit their marketability for some investors.

## 10. Chinese Renminbi (CNY) as the Settlement Currency

If the Settlement Currency is the Chinese renminbi ("**CNY**") according to the relevant Final Terms, prospective purchasers should be aware that CNY is not a freely convertible currency and that this can have a negative impact on the liquidity of the Securities. In addition, there is only limited availability of CNY outside the People's Republic of China, which may negatively impact the liquidity of the Securities and the Issuer's ability to purchase CNY outside the People's Republic of China to service the Securities. In the case of illiquidity, inconvertibility or non-transferability of CNY, the Issuer may decide to postpone payments due, make payments in the Relevant Currency specified in the relevant Final Terms instead of in CNY or terminate the Securities early. A payment in the Relevant Currency may lead to an additional currency risk if the Relevant Currency is not the currency of the investor's home jurisdiction.

## 11. Resolution Measures

Recent changes to German law under the EU framework for the recovery and resolution of credit institutions and investment firms (Directive 2014/59/EU), which was implemented into German law by the Act on the Restructuring and Orderly Resolution of Credit Institutions (Sanierungs- und Abwicklungsgesetz – the "**SAG**") with effect from 1 January 2015 may result in claims for payment of principal, interest or other amounts under the Securities being subject to a permanent reduction, including to zero, or a conversion into one or more instruments that constitute common equity tier 1 capital for the Issuer, such as ordinary shares by intervention of the Federal Financial Market Stabilisation Authority (*Bundesanstalt für Finanzmarktstabilisierung* – the "**FMSA**") as the competent authority under the SAG. The FMSA is able to apply any other resolution measure, including, but not limited to, any transfer of the Securities to another entity, the amendment of the terms and conditions of the Securities or the cancellation of the Securities. Each of these measures are hereinafter referred to as a "**Resolution Measure**". The holders of Securities are bound by any Resolution Measure. The holders of Securities would have no claim or any other right against the Issuer arising out of any Resolution Measure and there would be no obligation of the Issuer to make payments under the Securities. This would occur if the Issuer becomes, or is

deemed by the FMSA to have become, "non-viable" (as defined under the SAG) and unable to continue its regulated activities without such write-off or conversion or without a public sector injection of capital. The FMSA will have to exercise its power in a way that results in (i) common equity tier 1 capital instruments (such as ordinary shares of the Issuer) being written down first in proportion to the relevant losses, (ii) thereafter, the principal amount of other capital instruments (additional tier 1 capital instruments and tier 2 capital instruments) being written down on a permanent basis or converted into common equity tier 1 capital instruments in accordance with their order of priority and (iii) thereafter, eligible liabilities – as those under the Securities – being written down on a permanent basis or converted into common equity tier 1 capital instruments in accordance with a set order of priority. The extent to which the principal amount of the Securities may be subject to Resolution Measures will depend on a number of factors that are outside the Issuer's control, and it will be difficult to predict when, if at all, Resolution Measures will occur. The exercise of any Resolution Measure would in particular not constitute any right to terminate the Securities. Potential investors should consider the risk that they may lose all of their investment, including the principal amount plus any accrued interest, or the Securities are subject to any change in the terms and conditions of the Securities, or the Securities would be transferred to another entity or are subject to any other measure if Resolution Measures occur.



**D. RISK FACTORS RELATING TO THE MARKET GENERALLY****1. Market Factors****1.1 Valuation of the Underlying**

Where the Securities are linked to an Underlying, an investment in the Securities may be associated with risks regarding the value of the constituents comprising the Underlying. The value of the Underlying or its constituents may vary over time and may increase or decrease by reference to a variety of factors which may include corporate actions, macroeconomic factors and speculation.

The relevant price or value of a Reference Item may be observed continuously during the life of the Securities or over certain periods or on one or more valuation dates. It should be noted, however, that the relevant time for valuation may be delayed in the case of a relevant Market Disruption under §5 of the General Conditions.

Accordingly, any positive development of a Reference Item may have no effect on the Securities if this is not a relevant valuation time. Where the Underlying comprises more than one Reference Item then the positive performance of one or more Reference Items may be outweighed by any negative performance of other Reference Item(s).

Investors should review the relevant price or value which is to be observed for each Reference Item. These may refer to published prices or values on an exchange or quotation system or other market measures. It should be noted that market data may not always be transparent or accurate and to a large extent may reflect investor sentiment at the relevant time. No assurance or representation is given that any such price or value will accurately reflect any intrinsic value of the relevant Underlying.

**1.2 *The Historical Performance of the Underlying or its Constituents is not an Indication of Future Performance***

The historical value (if any) of the Underlying or its constituents does not indicate the future performance of the Underlying. Changes in the value of the constituents of the Underlying will affect the trading price of the Securities, but it is impossible to predict whether the value of the constituents of the Underlying will rise or fall.

**1.3 *The Basis of Calculating the Price or Value of the Underlying may Change Over Time***

The basis of calculating the level of the Underlying (if any) or its constituents may be subject to change which may affect the Market Value of the Securities at any time and therefore the amounts payable or assets deliverable on settlement.

**1.4 *The Value of the Constituents or Reference Items of the Underlying will Affect its Value***

The value of the Underlying (if any) on any day may reflect the value of its constituents or Reference Items on such day (depending on the Terms and Conditions of the Securities). Changes in the composition of the Underlying and factors (including those described in these Risk Factors) which either affect or may affect the value of the constituents or Reference Items will affect the value of the Securities. The historical value (if any) of the constituents or Reference Items does not indicate their future performance. Where the value of the constituents or Reference Items is determined in a different currency to the settlement currency of the Securities, investors may be exposed to rate of exchange risk.

### *1.5 Assessment of the Reference Entity or Reference Entities*

If the Securities are credit certificates, investing in the Securities is associated with risks in relation to possible Credit Events occurring in respect of the Reference Entity or the Reference Entities contained in the basket. The probability of a Credit Event occurring in respect of the Reference Entity or one or more Reference Entities contained in the basket may vary over time; this variation depends on a variety of factors.

Such factors may arise with a company as Reference Entity as a result of company-specific, economic or legal circumstances in particular, such as national and international economic development, membership of an economic sector or that sector's performance.

With a country as the Reference Entity, such factors may arise, in particular, as a result of the stability or instability of the political and economic system.

### *1.6 Changes in the credit default risks*

The assessment of the credit default risks (if any) at the time of purchase of the Credit Certificates is not an indication of the future probability of a Credit Event occurring. Changes in the creditworthiness of the Reference Entity or the Reference Entities contained in the basket will affect the trading price of the Credit Certificates, but it is impossible to predict whether the creditworthiness will improve or deteriorate.

### *1.7 Rate of Exchange / Currency Risks*

Prospective investors should be aware that an investment in the Securities may involve rate of exchange risks. This is the case, for instance, if the Securities are based on one or more rates of exchange. For example, the settlement currency of the Securities may be different from the currency of an investor's home jurisdiction or the currency in which an investor wishes to receive funds.

An investment in the Securities may involve rate of exchange risks even if the movement of the Exchange Rate between the Reference Currency in which the Underlying is expressed or calculated and the Settlement Currency of the Securities does not have any influence during the term of the Securities on the level of the amounts to be paid under the Securities or on the number of the assets to be delivered (so-called quanto securities). This is particularly the case where physical delivery is specified for the Securities and there is a time lag between the time the applicable amount of assets to be delivered upon the exercise of these Securities is determined and the time the assets are delivered.

Rates of exchange between currencies are determined by various factors of supply and demand in the international foreign exchange markets which are influenced by macroeconomic factors, speculation and central bank and government intervention or other political factors (including the imposition of currency controls and restrictions). Fluctuations in rates of exchange may affect the value of the Securities and any amounts payable in respect of the Securities. The aforementioned risk may be increased if the relevant currency is the currency of an emerging market jurisdiction.

### *1.8 Interest Rate Risk*

An investment in the Securities may involve interest rate risk where there are fluctuations in the interest rates payable on deposits in the settlement currency of the Securities. This may influence the market value of the Securities.

Interest rates are determined by various factors of supply and demand in the international money markets which are influenced by macroeconomic factors, speculation and central bank and government intervention or other political factors. Fluctuations in short term and/or long term interest rates may affect the value of the Securities.

## 2. Market Value

The Market Value of the Securities during their term depends primarily on the value and the volatility of the constituents or Reference Items of the Underlying (if any) or changes in the credit default risks of the Issuer and the Reference Entity or Reference Entities (if any) and in some cases the level of interest rates for instruments of comparable maturities or terms.

The level of market volatility is not purely a measurement of the actual volatility, but is largely determined by the prices for instruments which offer investors protection against such market volatility. The prices of these instruments are determined by forces of supply and demand in the options and derivative markets generally. These forces are, themselves, affected by factors such as actual market volatility, expected volatility, macroeconomic factors and speculation.

Interest rate changes generally may have the same impact on the value of the *Securities* as for fixed rate bonds: rising interest rates will under normal conditions result in a lower, falling interest rates in a higher, value of the Securities. Investors should be aware that the rise in the price of the Securities may be limited in an environment of falling interest rates if the Issuer has the right to redeem the Securities early for a fixed amount on certain predetermined dates.

The value of the Underlying on any day may reflect the value of its constituents or the Reference Items on such day. Changes in the composition of the Underlying or the Reference Items and factors (including those described above) which either affect or may affect the value of the constituents or the Reference Items, will affect the value of the Underlying and therefore may affect the return on an investment in the Securities.

A deterioration of the credit rating of the or a Reference Entity (if any) is highly likely to have an adverse impact on the market value of the Credit Certificates. The market value will fall as soon as a Credit Event has occurred in relation to the or a Reference Entity or as soon as the market expects a Credit Event to occur, and in the case of non-capital-protected securities or partially capital-protected securities will even do so significantly.

Additional influences on the market value of the Credit Certificates include changes in the interest rate for investments with a comparable remaining term to that of the Credit Certificates, potential dividend or coupon payments in relation to debt securities of the Reference Entity or the Reference Entities and market expectations in relation to the probability of a future Credit Event occurring in respect of the Reference Entity or one or more Reference Entities contained in the basket.

If after the purchase of the Credit Certificates the market value of the Credit Certificates falls below the purchase price for these Credit Certificates, investors should not rely on the market value rising back to or above the purchase price during the remaining term. If the fall in the market value is due to the occurrence of a Credit Event and the Satisfaction of the Conditions to Settlement, the market value will in all probability not rise back to the purchase price.

Where Coupon Amounts are payable in respect of the Securities and the relevant Coupon is determined by reference to a floating rate, the market value of the Securities may decrease if the Coupon Amounts to be paid during the remaining term of the Securities are expected to decrease, whereas an increase in the expectations of the level of the Coupon Amounts to be paid in respect of the Securities may result in an increase in the market value of the Securities. The Coupon will fluctuate, among other things, as a result of any changes in the method of calculating the relevant interest rate, changes in prevailing interest rates, general economic conditions, conditions of financial markets and European and international political events.

### 3. Market price determining factors

The *Securities* may trade at a market value below their purchase price during the term. In particular, factors such as the rise and fall of the Underlying, the volatility of the Underlying, interest rate levels of the Settlement Currency, the difference between the interest rates of the Settlement Currency and Reference Currency, the rising creditworthiness of the Reference Entity or Reference Entities, a replacement of the Reference Entity or Reference Entities, changes to the assessment of credit default risks in respect of the Reference Entity or Reference Entities, the rise and fall of dividends, a decrease in the remaining term of the Securities, an improvement of Issuer's credit rating and additional relevant factors may – all other factors being equal – result in an increase in the value of the Securities.

Conversely, these factors may result in a decrease in the value of the product. Individual market factors may each have a separate impact or have a cumulative or offsetting effect.

The prices quoted in the secondary market are based on the Issuer's pricing models, which take account mainly of the value of the Underlying and any derivative components and in addition of the following circumstances:

- the bid-offer spread (the spread between the bid and offer prices on the secondary market), which is set depending on the supply of, and demand for, the securities taking into account revenue considerations
- an originally levied subscription surcharge
- fees/costs: including administrative, transaction or comparable fees, which reduce the investors' entitlement at maturity of the securities
- a margin included in the initial Issue Price
- income: dividends paid or expected or other income from the Underlying or its constituents, if the Issuer is economically entitled to them based on the structure of the securities.

As far as pricing on the secondary market is concerned, certain costs are not, in many instances, deducted from prices on a consistent basis over the term of the securities (*pro rata temporis*), but are subtracted from the mathematical fair value in full already at an earlier point in time as determined by the Issuer in its own discretion. These include in particular any administrative fees, any margin contained in the initial Issue Price and any income contained in it (as described above). The latter is often subtracted not only when the respective Underlying, or its constituents, are traded "ex dividend", but at already an earlier point during the term based on expected dividends. The rate at which such costs are subtracted depends, *inter alia*, on the net flow back of securities to the Issuer. Consequently, the prices quoted in the secondary market can differ from the mathematical fair value of the securities, or the value to be expected economically on the basis of the factors mentioned, at the relevant time. In addition, the methodology used to determine and set the quoted prices may be changed at any time, e.g. the bid-offer spread may be increased or decreased.

### 4. Certain Hedging Considerations

Certain risks apply to purchasers that acquire the Securities for hedging purposes.

Prospective purchasers intending to purchase the Securities for the purpose of hedging their exposure to the Underlying or its constituents or the Reference Items should recognise the risks of utilising the Securities in such manner. No assurance is or can be given that the value of the Securities will correlate with movements in the value of the Underlying or any of its constituents or the Reference Items and the composition of the Underlying or any of its constituents or the Reference Items may change over time. Furthermore, it may not be possible to liquidate the Securities at a price which directly reflects the value of the Underlying or any of its constituents or the Reference Items. Therefore, there can be no assurance as to the level of any correlation between the return on an investment in the Securities and the return on a direct investment in the Underlying or its constituents or the Reference Items.

Hedging transactions in order to limit the risks associated with the Securities might not be successful.

#### **5. 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 or illiquid. If so specified in the applicable Final Terms, application has been made to list or quote or admit to trading the Securities on the stock exchange(s) or quotation system(s) specified. If the Securities are so listed or quoted or admitted to trading, no assurance is given that any such listing or quotation or admission to trading will be maintained. The fact that the Securities may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted 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 this may be at a substantially lower value than its original investment in the Securities. In the case of certain Securities, such as warrants, the realisation value at any time may be zero. Investors should also note that in the case of physically settled warrants it will be necessary to pay a further strike price prior to receiving delivery of the relevant assets on settlement of the warrants. In addition, a transaction fee may be payable in respect of a sale of the Securities.

The Issuer may, but is not obliged to, at any time purchase Securities at any price in the open market or by tender or private agreement. Any Securities so purchased may be held or resold or surrendered for cancellation. Since the Issuer may be the only market-maker in the Securities or there may be no market-maker, the secondary market may be limited. The more limited the secondary market is, the more difficult it may be for holders of the Securities to realise value for the Securities prior to settlement of the Securities. Therefore, whether or not a market-maker is appointed and the number and identity of the market-makers appointed may have a significant effect on the price of the Securities on the secondary market.

In case of admission of the Securities to the SeDeX market of the Borsa Italiana, the Issuer in its capacity as market-maker will undertake to display and reset within 5 days bid and offer prices that do not differ by more than the maximum spread (the so called "*bid/ask spread*") as indicated in the Instructions to the Listing Rules of Borsa Italiana S.p.A. for a quantity at least equal to the minimum trade size, all as determined by Borsa Italiana S.p.A.

#### **6. Certain considerations relating to public offers of Securities**

As described in the applicable Final Terms, Securities may be distributed by means of a public offer made during an offer period specified in the applicable Final Terms. During such offer period, the Issuer and/or any other person specified in the applicable Final Terms may reserve the right to cancel such offer and/or to scale back applications for such offer in the event of over-subscription. In such circumstances, an applicant investor may not be issued any Securities or may be issued a number of Securities which is less than the amount for which such applicant investor applied. Any payments made by an applicant investor for Securities that are not issued to such applicant investor for any such reason will be refunded. However, there will be a time lag in making any reimbursement, no interest will be payable in respect of any such amounts and the applicant investor may be subject to reinvestment risk.

Further, investors should note that, in certain circumstances, Securities may not be issued on the originally designated Issue Date, for example because either the Issuer and/or any other person

specified in the applicable Final Terms has reserved the right to postpone such Issue Date or, following the publication of a supplement to one of the Components of the Base Prospectus the Issuer has decided to postpone such Issue Date to allow investors who had made applications to subscribe for Securities before the date of publication of such supplement to exercise their right to withdraw their acceptances. In the event that the Issue Date is so delayed, no interest shall accrue (if applicable) until the Issue Date of the Securities and no compensation shall be payable.

**E. CONFLICTS OF INTEREST****1. Transactions Involving the Underlying or Reference Entity**

The Issuer and its Affiliates may from time to time engage in transactions involving the Underlying or the Reference Entity or Reference Entities for their proprietary accounts and for accounts under their management. Such transactions may have a positive or negative effect on the value of the Underlying or the credit default risks of the Reference Entity or Reference Entities and consequently upon the value of the Securities. As used in this section "Conflicts of Interest", references to the Underlying shall be deemed to include any of its constituents and Reference Items, if applicable.

**2. Parties Acting in Other Capacities**

The Issuer and its Affiliates may from time to time act in other capacities with regard to the Securities, such as calculation agent, agent and/or index sponsor. Such functions can allow the Issuer to calculate the value of the Underlying or (where the Underlying is a basket or an index) to determine the composition of the Underlying, which could raise conflicts of interest where securities or other assets issued by the Issuer itself or a group company can be chosen to be part of the Underlying, or where the Issuer maintains a business relationship with the issuer or obligor of such securities or assets. In addition, in the case of Credit Certificates, the Issuer may, as the Calculation Agent, be entitled to decide the occurrence of a Credit Event or a Succession Event or to determine a Successor or a Substitute Reference Obligation or the Settlement Amount in respect of the Reference Entity or the Reference Obligation. Any non-fulfilment of Deutsche Bank's obligations in one of these capacities will probably have an adverse effect on the Securities. In particular, delays may arise regarding the determinations, calculations and/or payments in relation to the Securities.

**3. Issuing of Other Derivative Instruments in Respect of the Underlying or in Respect of the Reference Entity**

The Issuer and its Affiliates may issue other derivative instruments in respect of the Underlying (if any) or Reference Entity (if any) and the introduction of such competing products into the marketplace may affect the value of the Securities.

**4. Conducting of Hedging Transactions**

The Issuer may use all or some of the proceeds received from the sale of the Securities to enter into hedging transactions. The Issuer believes that such hedging activity will under normal circumstances not have a material impact on the value of the Securities. However, it cannot be assured that the Issuer's hedging activities will not affect such value. The value of the Securities might in particular be affected by the liquidation of all or a portion of the hedging positions (a) at or about the time of the maturity or expiration of the Securities or (b), if the Securities provide for a knock-out, knock-in or a similar feature, at the time when the price or value of the Underlying approaches the relevant price or level for the knock-out, knock-in or other feature.

## 5. Issue Price

The issue price charged for the Securities can, in addition to subscription surcharges, management or other fees charged, comprise a premium on the original mathematical ("fair") value of the Securities which is not visible to investors. Such premium is determined by the Issuer in its discretion and can differ from premiums charged by other issuers for comparable securities.

## 6. Re-offer Price and Inducements

The Issuer may enter into distribution agreements with various financial institutions and other intermediaries as determined by the Issuer (collectively the "**Distributors**"). The Distributors will agree, subject to the satisfaction of certain conditions, to subscribe for the Securities at a price equivalent to or below the issue price. The Distributors have agreed to bear certain costs in connection with the issue of the Securities. A periodic fee may be payable to the Distributors in respect of all outstanding Securities up to and including the Settlement Date at a rate as determined between the Issuer and the relevant Distributor. Such rate may vary from time to time. The Distributors will agree to comply with the selling restrictions set out in this Document as amended and supplemented by the additional selling restrictions set out in the relevant distribution agreements and Final Terms of the Securities. The Distributors act independently and not as agent for the Issuer.

In particular, the Issuer may pay placement and/or trailer fees as sales-related commissions to the relevant Distributor. Placement fees are one-off payments from the proceeds of the issue; alternatively, the *Issuer* can grant the relevant Distributor an appropriate discount on the issue price (without subscription surcharge). Payment of trailer fees is recurring and conditional upon the volume of securities issued. If Deutsche Bank AG is both the issuer and the dealer with respect to the sale of the *Securities*, Deutsche Bank AG's distributing division will be credited with the relevant amounts internally. Further information on re-offer price and/or inducements or fees are included in the relevant Final Terms.

The Issuer has the right to close the offering of the Securities prior to the end of the subscription period in case of adverse market conditions, as determined by the Issuer in its reasonable discretion, including but not limited to increased equity market volatility and increased rate of exchange volatility.

In addition, potential conflicts of interest may arise where Securities are offered to the public, as the Distributors will act pursuant to a mandate granted by the Issuer.

## 7. Market-Making for the Securities

The Issuer, or an agent on its behalf, may but (unless otherwise stated) is not required to act as market-maker for the Securities. In such market-making, the Issuer or its agent will, to a large extent, determine the price of the Securities itself. The prices quoted by such market-maker will usually not correspond to the prices which would have formed without such market-making and in a liquid market.

Circumstances taken into account by the market-maker when setting the quoted bid-offer prices in the secondary market notably include the Securities' fair value, which, among other things, depends on the value of the Underlying or on the credit default risk of the relevant Reference Entity or relevant Reference Entities, as well as a certain bid-offer spread targeted by the market-maker. The market-maker will in addition regularly take into account a subscription surcharge originally levied on the Securities and any fees or costs which at maturity or settlement of the Securities are to be subtracted from any cash amount due (including management, transaction or other fees charged on the basis of the Terms and Conditions). Furthermore, the prices quoted in the secondary market will be influenced, for example, by a premium on the Securities' original value contained in their issue price (see under 5), and by dividends paid or expected for the



Underlying or its constituents or for the debt securities of the relevant Reference Entity or relevant Reference Entities, or other proceeds which, due to the Securities' design, are economically attributable to the Issuer.

The bid-offer spread for the Securities will be set by the market-maker based on supply and demand for the Securities and certain revenue considerations.

Certain costs, like for example management fees charged on the basis of the Terms and Conditions, are in many cases not taken out of the quoted prices on a consistent basis over the term of the Securities (*pro rata temporis*), but are subtracted from the Securities' fair value completely at an earlier point in time, as determined by the market-maker in its discretion. The same applies for a premium contained in the issue price of the Securities and for dividends and other proceeds of the Underlying which, due to the Securities' design, are economically attributable to the Issuer. These are often subtracted not only when the Underlying, or its constituents, are traded "ex dividend", but already at an earlier point during the term based on expected dividends for the entire term or a certain time span. The rate at which such costs are subtracted depends, *inter alia*, on the level of net flow back of Securities to the market-maker.

Accordingly, the prices quoted by the market-maker can substantially differ from the fair value of the Securities, or the value to be expected economically on the basis of the factors mentioned above, at the relevant time. In addition, the market-maker can at any time alter the methodology used to set the quoted prices, e. g. increase or decrease the bid-offer spread.

#### **8. Market-Making for the Underlying**

The Issuer may, in certain cases, act as a market-maker for the Underlying, which might in particular be the case when the Issuer has also issued the Underlying. By such market-making, the Issuer will, to a large extent, determine the price of the Underlying, and consequently influence the value of the Securities itself. The prices quoted by the Issuer in its market-making function will not always correspond to the prices which would have prevailed without such market-making and in a liquid market.

#### **9. Acting as Underwriter or Otherwise for the issuer of Underlying**

The Issuer and its Affiliates may also act as underwriter in connection with future offerings of the Underlying or offerings by the Reference Entity or Reference Entities or may act as financial advisor to the issuer of an Underlying or the Reference Entity or Reference Entities or in a commercial banking capacity for the issuer of an Underlying or the Reference Entity or Reference Entities. In addition, in the case of Credit Certificates, the Issuer, the Agents, the Calculation Agent and their affiliates may buy, sell or hold positions in obligations of the or a Reference Entity or credit protection for the or a Reference Entity or, for example, reduce credit lines and assess credit default risks in relation to the Reference Entity or Reference Entities differently in this context than for the purposes of the credit certificate. Such activities could present certain conflicts of interest and may affect the value of the Securities.

Due to possibly opposing interests, it is possible that the Issuer, the Agents, the Calculation Agent or their affiliates will assess the creditworthiness of the or a Reference Entity differently in the context of the different business relationships with the or this Reference Entity than for the purposes of the Securities.

At the time of issuing the Securities, the Issuer may be a member of the ISDA Credit Derivatives Determinations Committee regionally responsible for determining Credit Events, Succession Events, a Successor or a Substitute Reference Obligation or the relevant Final Auction Price for calculating the Settlement Amount. Even after expiry of the membership, which is generally limited to one year, it is possible that Deutsche Bank Aktiengesellschaft will again become a member of an ISDA Credit Derivatives Determinations Committee. Due to this membership, conflicts of

interest may arise for the Issuer now and in the future if the relevant determination to be made by the ISDA Credit Derivatives Determinations Committee is directly or indirectly related to the Reference Entity or one of the Reference Entities or the Reference Obligation or one of the Reference Obligations (if any).

**10. Obtaining of Non-public Information**

The Issuer and/or its Affiliates may acquire non-public information with respect to the Underlying or the Reference Entity or Reference Entities, and neither the Issuer nor any of its Affiliates undertakes to disclose any such information to any Securityholder. In addition, the Issuer or one or more of the Issuer's Affiliates may publish research reports with respect to the Underlying or with respect to the Reference Entity or Reference Entities. Such activities could present conflicts of interest and may affect the value of the Securities.

### III. GENERAL INFORMATION ON THE PROGRAMME

#### A. RESPONSIBLE PERSONS – IMPORTANT NOTICE

Deutsche Bank Aktiengesellschaft (the "**Responsible Person**" and together with its subsidiaries and affiliates "**Deutsche Bank**") with its registered office in Frankfurt is responsible for the information given in this Base Prospectus and confirms to its best knowledge and belief, that this information is accurate and that no material circumstances were omitted.

If it is shown that information in this Base Prospectus and/or the Final Terms has been sourced from a third party, the Issuer confirms that this information has been accurately reproduced and that as far as the Issuer is aware and is able to derive from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Issuer makes no representation as to the correctness or completeness in respect of such information.

No dealer, salesman or other person is authorised to give any information or to make any representation other than those contained in the Base Prospectus in connection with the offering or sale of the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. Neither the Base Prospectus nor any further information supplied in connection with the Securities is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer that any recipient of this Base Prospectus or any further information supplied in connection with the Securities should purchase any of the Securities. Each investor contemplating purchasing Securities should make its own independent investigation of the risks involved in an investment in the Securities. Neither the Base Prospectus nor any other information supplied in connection with the Securities constitutes an offer by or on behalf of the Issuer or any other person to subscribe for or purchase any Securities, i.e. no subscription agreement or purchase agreement may be effectively concluded in connection with Securities by way of unilateral statement by or on behalf of the subscribing or purchasing party.

The distribution of this Base Prospectus and the offering of the Securities in certain jurisdictions may be restricted by law. The Issuer does not represent that this Base Prospectus may be lawfully distributed, or that the Securities may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to an exemption available thereunder, and does not assume any responsibility for facilitating any distribution or offering. Accordingly, the Securities may not be offered or sold, directly or indirectly, and this Base Prospectus, any advertisement relating to the Securities and any other offering material may not be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons in possession of this Base Prospectus must inform themselves about, and observe, any such restrictions. Please refer to "General Selling and Transfer Restrictions" contained in section VII entitled "General Information on Taxation and Selling Restrictions".

This Base Prospectus contains forward-looking statements. Forward-looking statements are statements that are not historical facts, including statements about our beliefs and expectations. Any statement in this Base Prospectus that states intentions, beliefs, expectations or predictions (and the assumptions underlying them) is a forward-looking statement. These statements are based on plans, estimates, and projections as they are currently available to the management of Deutsche Bank. Forward-looking statements therefore speak only as of the date they are made, and the Issuer undertakes no obligation to update publicly any of them in light of new information or future events. Forward-looking statements involve inherent risks and uncertainties. A number of

important factors could therefore cause actual results of the Issuer or of the Securities to differ materially from those contained in any forward-looking statement.

In this Base Prospectus, all references to "€", "Euro", or "EUR" are to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended, all references to "CHF" are to Swiss Francs and all references to "U.S. dollars", "U.S.\$" and "\$" refer to United States dollars.

## B. FORM OF DOCUMENT – PUBLICATION

### 1. Form of Document

This document constitutes a base prospectus (the "**Base Prospectus**") according to Art. 5 (4) of the Prospectus Directive (Directive 2003/71/EC, as amended), as implemented by the relevant provisions of the EU member states, in connection with Regulation 809/2004 of the European Commission. As such, the Base Prospectus contains all information which was known at the time the Base Prospectus has been approved. Final terms ("**Final Terms**") will be prepared in respect of the Securities and will contain the information which can only be determined at the time of the individual issue of securities under the Base Prospectus.

In respect of Securities to be listed on the SIX Swiss Exchange AG (the "**SIX Swiss Exchange**"), this Base Prospectus and the applicable Final Terms will constitute the listing prospectus pursuant to the listing rules of the SIX Swiss Exchange.

### 2. Publication

The Base Prospectus has been published in English. In addition, the Base Prospectus and the Final Terms, or the Summary and possibly other parts of both documents, may also have been published in other languages. The Base Prospectus has been 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](http://www.xmarkets.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](http://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](http://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](http://www.cmvm.pt)) and (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.cnmv.es](http://www.cnmv.es)).

In addition, the Base Prospectus and any documents incorporated by reference shall be available free of charge, as specified in the Final Terms, at the registered office of the Issuer, Deutsche Bank AG, Grosse Gallusstrasse 10-14, 60311 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 and 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).

Final Terms, together with any translations thereof, or of the Summary as completed and put in concrete terms by the relevant Final Terms, will be published on the Issuer's website ([www.xmarkets.db.com](http://www.xmarkets.db.com)) and/or ([www.investment-products.db.com](http://www.investment-products.db.com)). The Final Terms will additionally be published (i) in case of admission to trading of the Securities on the Luxembourg

### III. GENERAL INFORMATION ON THE PROGRAMME

Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://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](http://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](http://www.cmvm.pt)) and (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.cnmv.es](http://www.cnmv.es)). These documents are also available at the registered office of the Issuer.

The consolidated annual financial statements of Deutsche Bank AG for the financial years ending 31 December 2013 and 31 December 2014 (audited) and the financial statements and the management report (HGB) of Deutsche Bank AG for the financial year ending 31 December 2014 (audited) are available on the freely accessible website of the Issuer ([https://www.db.com/ir/index\\_e.htm](https://www.db.com/ir/index_e.htm)).

**C. GENERAL DESCRIPTION OF THE PROGRAMME**

This Base Prospectus published by the Issuer contains information on Securities which may be issued under the Programme. These are structured securities and may have a wide range of economic terms.

A base prospectus does not contain all the information necessary for an investment decision, since the design of the respective Security will be described in the applicable Final Terms, rather than on publication of the base prospectus. A base prospectus thus presents a summary of the design possibilities for the securities which may be issued under the respective base prospectus.

No investment decision should be made until the Final Terms for the relevant Securities have been read in detail.

<b>Description</b>	The Programme of Deutsche Bank AG (the " <b>Programme</b> ") is a programme for the issuance of certificates, notes and credit certificates (" <b>Securities</b> ").
<b>Issuer:</b>	Deutsche Bank AG  The Issuer may issue the Securities through its head office in Frankfurt or through its branch office in London (" <b>Deutsche Bank AG, London Branch</b> "), Milan (" <b>Deutsche Bank AG, Milan Branch</b> "), Portugal (" <b>Deutsche Bank AG, Sucursal em Portugal</b> ") or Spain (" <b>Deutsche Bank AG, Sucursal en España</b> ") as specified in the applicable Final Terms.
<b>Distribution:</b>	Securities may be distributed by way of private or public placement. The method of distribution will be stated in the applicable Final Terms.
<b>Approval, admission to trading and listing:</b>	Application has been made by the Issuer to the BaFin as competent authority under and in accordance with the Securities Prospectus Act which implements Directive 2003/71/EC of the European Parliament and the Council of 4th November 2003 into German law (the " <b>Law</b> ") to approve this Document as a base prospectus.  The BaFin approved this Base Prospectus after completing a review of this Base Prospectus for completeness, including a review of the coherence and comprehensibility of the information provided.  An admission to trading or inclusion in trading or listing of the Securities can be made on different stock exchanges or multilateral trading facilities or markets, including on the Luxembourg Stock Exchange, the Frankfurt Stock Exchange, the Stuttgart Stock Exchange, the Borsa Italiana, the SIX Swiss Exchange, the NYSE Euronext Lisbon regulated market and on one or all of the Spanish stock exchanges, the AIAF Fixed Income Securities Market (" <b>AIAF</b> ") or any other Spanish regulated market. Securities which are neither admitted to trading nor included in trading nor listed on any market may also be issued.

Application has also been made to the SIX Swiss Exchange to approve the Base Prospectus as an "issuance programme" for the listing of derivatives in accordance with the listing rules of the SIX Swiss Exchange.

The applicable Final Terms will state whether or not the relevant Securities are to be admitted to trading and/or included in trading and/or listed and, if so, on which stock exchange(s) and/or multilateral trading facility(ies) and/or markets. In addition, the applicable Final Terms will state whether or not the Securities will be publicly offered in connection with their issue.

**Nominal Amount of Securities:**

If the Securities are specified in the applicable Final Terms to be Notes, they will be issued in such nominal amount(s) as specified in the applicable Final Terms, save that the minimum nominal amount of each Note admitted to trading on a European Economic Area exchange or offered to the public in a Member State of the European Economic Area in circumstances which require the publication of a prospectus under the Prospectus Directive will be Euro 1,000 (or, if the Securities are denominated in a currency other than Euro, the then equivalent amount in such currency) or such other higher amount as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant currency.

**Terms and Conditions of the Securities:**

Final terms ("**Final Terms**") will be prepared in respect of the Securities which will complete and put in concrete terms the General Conditions of the Securities set out in the section entitled "General Conditions".

**Form of Securities:**

Unless it is specified in the Final Terms that the Securities are Italian Securities, Portuguese Securities, Spanish Listed Securities, French Securities, Swedish Securities, Finnish Securities and Norwegian Securities (each as defined below), the Securities will be represented by a global security (the "**Global Security**").

In the case of a Global Security governed under German law, such Global Security will be in bearer form.

In the case of:

- (i) Notes governed under English law, the Global Security will be in bearer form or registered form, as specified in the Product Terms;
- (ii) Notes governed under German law, the Global Security will be in bearer form; and
- (iii) all Certificates (other than those Certificates which are Italian Securities, Portuguese Securities or Spanish Securities), the Global Security will be in non-bearer form (save that if governed under German law and if deposited with a clearing agent in Germany, the Global Security will be in bearer form for the purposes of German law); and
- (iv) all Securities which are specified in the relevant Product

### III. GENERAL INFORMATION ON THE PROGRAMME

Terms to be Spanish Securities (Global Security) (being Securities governed by Spanish law but not listed on a Spanish regulated market or cleared through Iberclear), the Global Security will be in bearer form.

No definitive Securities will be issued.

In the case of Securities which are specified in the Product Terms to be Italian Securities and are governed under Italian or English or German law (the "**Italian Securities**"), the Securities will be dematerialised and centralised with Monte Titoli S.p.A., Piazza degli Affari, 6. I-20123 Milan, Italy, ("**Monte Titoli**"), pursuant to Italian Legislative Decree dated 24 February 1998, No. 58, as subsequently amended.

In the case of Securities which are specified in the Product Terms to be Portuguese Securities (being Securities that are governed by Portuguese law), the Securities will be issued in dematerialised form (*forma escritural*) and represented by book-entries (*registos em conta*) only and centralised through *Central de Valores Mobiliários* ("**CVM**"), a Portuguese securities centralised system, managed by Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., Avenida da Boavista, n.º 3433, 4100-138 Porto, Portugal, ("**Interbolsa**"), in accordance with Portuguese law. In accordance with article 78 of the Portuguese Securities Code (*Código dos Valores Mobiliários*) any investor holding Portuguese Securities through an Affiliate Member of Interbolsa may from time to time request that such Affiliate Member of Interbolsa provides to such investor a certificate confirming such registered holding.

In the case of Securities which are specified in the Product Terms to be Spanish Listed Securities (being Securities that are governed by Spanish law and listed on any or all of the Spanish Stock Exchanges, AIAF or any other Spanish regulated market) the Securities will be issued in uncertificated, dematerialised book-entry form ("**Book-Entry Securities**"), Book-Entry Securities which are admitted to trading on any of the Spanish regulated markets will be issued as *anotaciones en cuenta* and registered with *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal, Palacio de la Bolsa Plaza de la Lealtad, 1 ES-28014 Madrid, Spain*, ("**Iberclear**") as managing entity of the central registry. Such Book-Entry Securities will be constituted as such by virtue of their entry in the corresponding accounting book or Iberclear.

If the Securities are specified in the Product Terms to be Swedish Securities, the Securities (also the "**Swedish Securities**") will be cleared through Euroclear Sweden AB (formerly known as VPC AB), PO Box 191, Klarabergviadukten 63, 101 23 Stockholm, Sweden and issued in registered form in accordance with the Swedish Financial Instruments Account Act (SFS 1998:1479; Lag (1998:1479) om kontoföring av finansiella instrument). The Securities will be issued in uncertificated book-entry form. No global security and no definitive securities will be issued in respect of the Securities.



### III. GENERAL INFORMATION ON THE PROGRAMME

If the Securities are specified in the Product Terms to be Finnish Securities, the Securities (also the "**Finnish Securities**") will be issued in the Finnish book-entry securities system maintained by the Finnish Central Securities Depository, Euroclear Finland Ltd. (formerly known as Suomen Arvopaperikeskus Oy), PO Box 1110, FI-00101 Helsinki, Finland. No global security and no definitive securities will be issued in respect of the Securities.

If the Securities are specified in the Product Terms to be Norwegian Securities, the Securities (also the "**Norwegian Securities**") will be registered in, and cleared through the Norwegian Central Securities Depository Verdipapirsentralen ASA, Postboks 4, 0051 Oslo, Norway, and issued in registered form in accordance with the Norwegian Securities Registry Act, 2002 (No: Lov om registrering av finansielle instrumenter av 5. juli 2002 nr 64). The Securities will be issued in dematerialized and uncertificated book-entry form, as more fully described in the Product Terms.

In the case of Securities which are specified in the Product Terms to be French Securities (the "**French Securities**"), the Securities will be in dematerialised bearer form (*au porteur*) inscribed in the books of Euroclear France S.A. (acting as central depository), 115 rue Réaumur, 75081 Paris Cedex 02, France, which shall credit the accounts of the Account Holders. For the purpose of these Conditions, "Account Holder" means any authorised financial intermediary institution entitled to hold securities accounts, directly or indirectly, with Euroclear France, and includes Euroclear and the depository bank for Clearstream. Title to the French Securities will be evidenced in accordance with Articles L.211-3 et seq. and R.211-1 et seq. of the French Monetary and Financial Code (*Code monétaire et financier*) by book entries (*inscriptions en compte*). No physical document of title (including *certificats représentatifs* pursuant to Article R.211-7 of the French Monetary and Financial Code (*Code monétaire et financier*)) will be issued in respect of the French Securities. At least one Paris business day before the issue date of French Securities, the *Lettre comptable* relating to such French Securities shall be deposited with Euroclear France as central depository.

If the Securities are specified in the Product Terms to be Uncertificated SIS Securities, the Securities (also of the "**Uncertificated SIS Securities**") are issued in uncertificated form as uncertificated securities (*Wertrechte*) in accordance with article 973c of the Swiss Code of Obligations. The form of Uncertificated SIS Securities will be governed by and applicable laws and regulations will be construed by Swiss law exclusively.

The uncertificated securities (*Wertrechte*) will be created by the Issuer by means of a registration in its register of uncertificated securities (*Wertrechtbuch*). Such uncertificated securities will then be entered into the main register (*Hauptregister*) of SIX SIS AG, Baslerstrasse 100, CH-4601 Olten, Switzerland, or any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange Ltd (SIX SIS AG or any such other intermediary,

the "**Intermediary**"). Once the uncertificated securities are registered in the main register (*Hauptregister*) of the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Uncertificated SIS Securities will constitute intermediated securities ("**Bucheffekten**") in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*).

Neither the Issuer nor the holders nor any third party shall at any time have the right to effect or demand the conversion of the uncertificated securities (*Wertrechte*) into, or the delivery of, a Global Security (*Globalurkunde*) or definitive Securities (*Wertpapiere*).

**Status of Securities:**

The Securities will constitute direct, unsecured and unsubordinated obligations of the Issuer ranking *pari passu* among themselves and *pari passu* with all other unsecured and unsubordinated obligations of the Issuer except for any obligations preferred by law.

**Issue Price:**

Securities may be issued at an issue price which is at par or equal to the mathematical ("fair") value of the Securities or at a discount to, or a premium over, par or the mathematical value of the Securities.

**Taxation:**

The Issuer shall not be liable for or otherwise obliged to pay, and the relevant Securityholder shall be liable for and/or pay, any tax, duty, charge, withholding or other payment whatsoever which may arise as a result of, or in connection with, the ownership, any transfer or other relevant events in respect of the Securities held by such Securityholder.

**Portuguese Withholding Tax Exemption for Notes**

The general exemption from Portuguese Withholding Tax applicable to debt instruments (which is chargeable at a rate of 25 per cent.) is only available to holders of Notes who meet the following two requirements simultaneously: (i) are not resident in Portugal or in a blacklisted jurisdiction (as set out in Ministerial Order 150/2004 of 13 February 2004, as amended) and (ii) are not held directly or indirectly in more than 20 per cent. by Portuguese residents. To benefit from this exemption, holders residing in jurisdictions to which such general exemption applies must comply from time to time with the applicable certification procedures described in Decree-Law 193/2005 of 13 November 2005 as amended (please refer to Portuguese Taxation section below). The exemption available under this Decree-Law 193/2005 of 13 November 2005 does not apply to Certificates.

**Spanish Withholding Tax  
Exemption for Spanish  
Securities:**

The exemption from Spanish Withholding Tax applicable to Spanish Securities (which is generally chargeable at a rate of 21 per cent.) is only available to: (A) holders of Notes and Certificates who are Corporate Income Taxpayers or Non-Residents' Income Taxpayers acting through a Spanish permanent establishment and holding instruments that are either: (i) admitted to trading on an organised stock exchange in an OECD state provided that the Spanish Securities are placed in an OECD State other than Spain (as described in the Taxation Section) or (ii) represented in book-entry form and admitted to trading on a Spanish secondary stock exchange; (B) holders of Notes who are Personal Income Taxpayers, in respect of any income arising from the transfer or repayment of the Notes, where the relevant Notes: (i) are represented in book-entry form, (ii) are admitted to trading on a Spanish secondary stock exchange and (iii) generate explicit yield (although, under certain circumstances, this withholding tax exemption may not apply); (C) holders of Notes and Certificates who are Non-Spanish tax resident investors, acting without a permanent establishment in Spain, who are either: (i) resident for tax purposes in a Member State of the European Union (other than Spain and excluding any country or territory regarded as a tax haven pursuant to Royal Decree 1080/1991, of 5 July) and provided further that said resident complies with certain formalities, or (ii) resident in a jurisdiction which has ratified a Treaty for the avoidance of Double Taxation with Spain containing an exchange of information clause, in respect of the income arising from any transfer of the Notes and Certificates through a Spanish official secondary stock exchange.

**D. GENERAL DESCRIPTION OF THE SECURITIES**

The Securities described below may be issued under the Programme:

The following Securities may pay a Coupon if specified in the applicable *Final Terms*:

**Products No. 88 to 91, 96 to 103, 105 and 107**

As specified in the Final Terms the Coupon can, either be (i) a Fixed Coupon, (ii) a Floating Coupon, (iii) a Conditional Coupon or (iv) a Memory Coupon.

**Fixed Coupon**

If the Coupon is specified in the Final Terms to be a Fixed Coupon, the Coupon Amount paid on a Coupon Payment Date or on the Coupon Payment Dates will, as specified in the Final Terms, either (i) be a fixed amount for each Security or (ii) an amount for each Security which is calculated as the product of the Coupon, the Reference Amount, if the Security is specified in the Final Terms to be a Certificate, or the Nominal Amount, if the Security is specified in the Final Terms to be a Note, and, if specified in the Final Terms, the Day Count Fraction.

**Floating Coupon**

If the Coupon is specified in the Final Terms to be a Floating Coupon the Coupon Amount paid on a Coupon Payment Date or on the Coupon Payment Dates will depend on the performance of a Reference Rate plus or, as the case may be, minus a Margin, equal to a predetermined percentage and subject to a minimum of zero, if specified in the Final Terms.

The Coupon Amount for each Security will be calculated as the product of the Reference Rate subject to the Floor or, as the case may be, the Cap, if specified in the Final Terms, the Reference Amount, if the Security is specified in the Final Terms to be a Certificate, or the Nominal Amount, if the Security is specified in the Final Terms to be a Note, and, if specified in the Final Terms, the Day Count Fraction.

**Conditional Coupon**

If the Coupon is specified in the Final Terms to be a Conditional Coupon the Coupon Amount paid on a Coupon Payment Date depends either (i) on the price or, as the case may be, level of the Underlying or (ii), if the Underlying is specified in the Final Terms to be a Basket, on the price or, as the case may be, level of each Basket Constituent.

- (i) If the Underlying is not specified in the Final Terms to be a Basket, the Coupon Amount depends further on the price or, as the case may be, level of the Underlying either, as specified in the Final Terms, (i) on a Coupon Observation Date or (ii) on each day during the respective Coupon Observation Period or (iii) at least one day during the Coupon Observation Period.
  - a) If the price or, as the case may be, level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, on each day during the respective Coupon Observation Period or, as the case may be, on at least one day during the Coupon Observation Period investors will receive a Coupon Amount on the next Coupon Payment Date.

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- b) If the price or, as the case may be, level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, on each day during the respective Coupon Observation Period or, as the case may be, on at least one day during the Coupon Observation Period investors will not receive a Coupon Amount on the next Coupon Payment Date.
- (ii) If the Underlying is specified in the Final Terms to be a Basket the Coupon Amount depends further on the price or, as the case may be, level of each Basket Constituent either, as specified in the Final Terms, (i) on a Coupon Observation Date or (ii) on each day during the respective Coupon Observation Period or (iii) at least one day during the Coupon Observation Period.
    - a) If the price or, as the case may be, level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold for such Basket Constituent on a Coupon Observation Date, on each day during the respective Coupon Observation Period or, as the case may be, on at least one day during the Coupon Observation Period investors will receive a Coupon Amount on the next Coupon Payment Date.
    - b) If the price or, as the case may be, level of each Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold for such Basket Constituent on a Coupon Observation Date, on each day during the respective Coupon Observation Period or, as the case may be, on at least one day during the Coupon Observation Period investors will not receive a Coupon Amount on the next Coupon Payment Date.

The Coupon Amount for each Security will be calculated, as specified in the Final Terms, either (i) as the product of the Coupon, the Reference Amount, if the Security is specified in the Final Terms to be a Certificate, or the Nominal Amount, if the Security is specified in the Final Terms to be a Note, and, if specified in the Final Terms, the Day Count Fraction or (ii) as the product of the Reference Rate plus or, as the case may be, minus a Margin, equal to a predetermined percentage and subject to a minimum of zero, if specified in the Final Terms, the Reference Amount, if the Security is specified in the Final Terms to be a Certificate, or the Nominal Amount, if the Security is specified in the Final Terms to be a Note, and, if specified in the Final Terms, the Day Count Fraction.

The Reference Rate may be subject to the Floor or, as the case may be, the Cap, if specified in the Final Terms.

#### **Memory Coupon**

If the Coupon is specified in the Final Terms to be a Memory Coupon, the Coupon Amount paid on a Coupon Payment Date depends either (i) on the price or, as the case may be, level of the Underlying or (ii), if the Underlying is specified in the Final Terms to be a Basket, on the price or, as the case may be, level of each Basket Constituent in each case on a Coupon Observation Date.

- (i) If the Underlying is not specified in the Final Terms to be a Basket and if the Reference Level of the Underlying on such Coupon Observation Date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold investors will receive a Coupon Amount on the Coupon Payment Date corresponding to the Coupon Observation Date, which is calculated as the product of the Reference Amount, if the Security is specified in the Final Terms to be a Certificate, or the Nominal Amount, if the Security is specified in the Final Terms to be a Note, the Coupon Value and the number of Coupon

Observation Dates preceding such Coupon Payment Date, minus the Coupon Amounts, if any, previously paid for each Certificate.

If the Reference Level of the Underlying on such Coupon Observation Date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold investors will not receive a Coupon Amount on the next Coupon Payment Date.

- (ii) If the Underlying is specified in the Final Terms to be a Basket and if the Reference Level of each Basket Constituent on such Coupon Observation Date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold for such Basket Constituent investors will receive a Coupon Amount on the Coupon Payment Date corresponding to the Coupon Observation Date, which is calculated as the product of the Reference Amount, if the Security is specified in the Final Terms to be a Certificate, or the Nominal Amount, if the Security is specified in the Final Terms to be a Note, the Coupon Value and the number of Coupon Observation Dates preceding such Coupon Payment Date, minus the Coupon Amounts, if any, previously paid for each Security.

If the Reference Level of each Basket Constituent on such Coupon Observation Date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold for such Basket Constituent investors will not receive a Coupon Amount on the next Coupon Payment Date.

## **Certificates**

### **Certificates with capital protection**

#### **Product No. 1: Capital Protection Certificate**

This Capital Protection Certificate is 100% capital-protected at maturity. Capital protection means that redemption of the Capital Protection Certificate at maturity is promised at the Initial Issue Price. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Capital Protection Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Capital Protection Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors participate in the positive performance of the Underlying based on the Strike at maturity, if applicable with the Participation Factor, if specified in the Final Terms.

#### **Product No. 2: Capital Protection Certificate with Maximum Amount**

This Capital Protection Certificate with Maximum Amount is 100% capital protected at maturity. Capital protection means that redemption of the Capital Protection Certificate with Maximum Amount at maturity is promised at the Initial Issue Price. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Capital Protection Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Capital Protection Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Cap, investors participate in the positive performance of the Underlying based on the Strike at maturity, if applicable with the Participation Factor, if specified in the Final Terms.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.

In return for the capital protection, investors limit their possible return to the Maximum Amount.

***Product No. 3: Capital Protection Certificate with Participation in Average Performance and without Maximum Amount***

This Capital Protection Certificate with Participation in Average Performance and without Maximum Amount is 100% capital protected at maturity. Capital protection means that redemption of the Capital Protection Certificate with Participation in Average Performance and without Maximum Amount at maturity is promised at the Initial Issue Price. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date investors receive at least the Capital Protection Amount, irrespective of the performance of the Underlying.

Additionally, investors can participate in the average, positive, performance of the Underlying in percent (the "Average Performance of the Underlying") if it, as specified in the Final Terms, either (i) exceeds or (ii) is equal to or exceeds the Minimum Return at the end of the term. The Average Performance of the Underlying is formed by building an equally weighted average of the annual movements in the value of the Underlying measured on each of the Observation Dates.

- a) If the Average Performance of the Underlying on the Valuation Date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Minimum Return, investors receive the Capital Protection Amount on the Settlement Date.
- b) If the Average Performance of the Underlying on the Valuation Date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Minimum Return, investors participate in the positive Average Performance of the Underlying based on the Initial Reference Level with the Participation Factor.

**Certificates with partial capital protection**

***Product No. 4: Partial Capital Protection Certificate without Strike***

The Partial Capital Protection Certificate without Strike is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Partial Capital Protection Certificate without Strike at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Partial Capital Protection Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, investors will receive the Partial Capital Protection Amount and an additional amount reflecting the positive performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor if specified in the Final Terms. This means that if the Partial Capital Protection Amount is below the purchase price of the Partial Capital Protection Certificate without Strike, the Partial Capital Protection Certificate without Strike must display positive performance, generating an amount that exceeds the difference between the Partial Capital Protection Amount and the purchase price of the Partial Capital Protection Certificate without Strike in order for investors to receive a Cash Amount that is greater than the purchase price of the Partial Capital Protection Certificate without Strike.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, investors receive the Partial Capital Protection Amount on the Settlement Date.

**Product No. 5: Partial Capital Protection Certificate with Cap, without Strike**

The Partial Capital Protection Certificate with Cap, without Strike is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Partial Capital Protection Certificate with Cap, without Strike at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Partial Capital Protection Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Cap, investors will receive the Partial Capital Protection Amount and an additional amount reflecting the positive performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor if specified in the Final Terms. This means that if the Partial Capital Protection Amount is below the purchase price of the Partial Capital Protection Certificate with Cap, without Strike, the Partial Capital Protection Certificate with Cap, without Strike must display positive performance, generating an amount that exceeds the difference between the Partial Capital Protection Amount and the purchase price of the Partial Capital Protection Certificate with Cap, without Strike in order for investors to receive a Cash Amount that is greater than the purchase price of the Partial Capital Protection Certificate with Cap, without Strike.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, investors receive the Partial Capital Protection Amount on the Settlement Date.

In return for the partial capital protection, investors limit their possible return to the Maximum Amount.



**Product No. 6: Partial Capital Protection Certificate with Strike**

The Partial Capital Protection Certificate with Strike is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Partial Capital Protection Certificate with Strike at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Partial Capital Protection Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors participate in both the positive and the negative performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.

**Product No. 7: Partial Capital Protection Certificate with Cap and Strike**

The Partial Capital Protection Certificate with Cap and Strike is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Partial Capital Protection Certificate with Cap and Strike at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Partial Capital Protection Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Cap, investors participate in both the positive and the negative performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.

In return for the partial capital protection, investors limit their possible return to the Maximum Amount.

**Product No. 8: Coupon Certificate with Partial Capital Protection**

The Coupon Certificate with Partial Capital Protection is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Coupon Certificate with Partial Capital Protection at maturity is promised at the percentage of the Initial Issue

Price or an amount specified in the Final Terms. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The way the Coupon Certificate with Partial Capital Protection works results from two key features:

1. Coupon payments

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Dates. The level of the Coupon is dependent on the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. The Coupon Threshold for the First Coupon Observation Date is equal to a percentage of the Initial Reference Level of the Underlying, specified in the Final Terms and for this date. For subsequent Coupon Observation Dates the Coupon Threshold is equal to a percentage of the Reference Level of the Underlying on the immediately preceding Coupon Observation Date, specified in the Final Terms and for such date.

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. The level of the Coupon is equal to the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of the Minimum Coupon.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, investors receive the Maximum Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, investors participate in both the positive and the negative performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.

In return for the partial capital protection, investors limit their possible return to the Maximum Amount.

**Certificates, X-Pert Certificates, Perpetual Certificates, Index Certificates and Performance Certificates**

**Product No. 9: Certificate**

The Certificate enables investors to participate in the performance of the Underlying. With this Certificate, the Issuer will pay a Cash Amount at maturity, the amount of which depends on

the price or, as the case may be, level of the Underlying at maturity. The Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.

**Product No. 10: X-Pert Certificate**

The X-Pert Certificate enables investors to participate in the performance of the Underlying.

With this X-Pert Certificate, the Issuer will pay a Cash Amount following exercise by the investor or termination by the Issuer, the amount of which depends on the price or, as the case may be, level of the Underlying on the relevant Valuation Date. In the case of exercise by the investor or following termination by the Issuer, in each case on a Termination Date, the Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.

**Product No. 11: Perpetual Certificate**

The Perpetual Certificate enables investors to participate in the performance of the Underlying, if applicable taking a Management Fee into account, if specified in the Final Terms.

With this Perpetual Certificate, the Issuer will pay a Cash Amount following exercise by the investor or termination by the Issuer, the amount of which depends on the price or, as the case may be, level of the Underlying on the relevant Valuation Date. In the case of exercise by the investor or following termination by the Issuer, in each case on a Termination Date, the Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.

**Product No. 12: Index Certificate**

The Index Certificate enables investors to participate in the performance of the Underlying, if applicable taking a Management Fee into account, if specified in the Final Terms. With this Index Certificate, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the level of the index. The Cash Amount is equal to the Final Reference Level multiplied by the Multiplier.

**Product No. 13: Performance Certificate**

The Performance Certificate enables investors to participate in the performance of the Underlying whilst partially benefiting from the cash dividends distributed by the issuer of the Underlying.

With this Performance Certificate, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the price or, as the case may be, level of the Underlying at maturity. The Cash Amount is equal to the Final Reference Level multiplied by the Multiplier then applicable in each case.

The Multiplier is increased during the term of the Performance Certificate when a cash dividend is paid in order to partially take these cash dividends distributed (less tax, duty, withholding, deductions or other fees) into account when the Cash Amount is calculated. The adjustment to the Multiplier is in each case made with effect as of the date on which the Underlying is first traded on the Reference Source after the distribution of the dividend (ex dividend).

**Product No. 14: Performance Certificate on a Basket of Shares**

The Performance Certificate enables investors to participate in the performance of the Basket Constituents whilst partially benefiting from the cash dividends distributed by the issuers of the Basket Constituents.

With this Performance Certificate, the Issuer will pay a Cash Amount at maturity, the amount of which depends on the price of the Basket Constituents at maturity. The Cash Amount will

be equal to the product of the Multiplier and the total of the prices of the Basket Constituents, taking into account the Basket Constituent Weights then applicable to these Basket Components.

The relevant Basket Constituent Weight is increased during the term of the Performance Certificate when a cash dividend is paid on that Basket Constituent in order to partially take these cash dividends distributed (less tax, duty, withholding, deductions or other fees) into account when the Cash Amount is calculated. The adjustment to the Basket Constituent Weights is in each case made with effect as of the date on which the relevant Basket Constituent is first traded on the Reference Source after the distribution of the dividend (ex dividend).

**Bonus Certificates**

**Product No. 15: Easy Reverse Bonus Certificate**

With this Easy Reverse Bonus Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Another special feature of the Easy Reverse Bonus Certificate is that investors participate in the inverse performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is equal to the Reverse Level minus the Final Reference Level taking into account the Multiplier, but a minimum of the Bonus Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is always the Reverse Level minus the Final Reference Level taking into account the Multiplier (1:1 participation in the performance of the Underlying based on the Initial Reference Level), but not less than zero.

In return for the chance to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends).

**Product No. 16: Easy Reverse Bonus Certificate with Cap**

With this Easy Reverse Bonus Certificate with Cap, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Another special feature of the Easy Reverse Bonus Certificate with Cap is that investors participate in the inverse performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is equal to the Reverse Level minus the Final Reference Level taking into account the Multiplier, but a minimum of the Bonus Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is always the Reverse Level minus the Final Reference Level taking into account the Multiplier, but a maximum of the Maximum Amount (1:1 participation in the performance of the Underlying based on the Initial Reference Level), but not less than zero.

In return for the chance to receive payment of the Bonus Amount, investors limit their possible return to the Maximum Amount and waive their claims deriving from the Underlying (e.g. voting rights, dividends).

**Product No. 17: Corridor Bonus Certificate with Cap**

With this Corridor Bonus Certificate with Cap, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been at any point during the Observation Period either, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier or has not been, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, the Cash Amount is equal to the Bonus Amount.
- b) If the Underlying has been at least once during the Observation Period, as specified in the Final Terms either (i) below or (ii) equal to or below the Lower Barrier, or has been, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, the Cash Amount is no longer equal to the Bonus Amount, but is calculated as follows:

If the Underlying has been at least once during the Observation Period either, as specified in the Final Terms, (i) above or (ii) equal to or above the Upper Barrier, but earlier during the Observation Period, has never been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier, the Cash Amount is not equal to the Bonus Amount, but is equal to the difference between 2 and the quotient of the Final Reference Level and the Initial Reference Level, taking into account the Multiplier, however a maximum of the Maximum Amount.

If the Underlying has been at least once during the Observation Period either, as specified in the Final Terms, (i) below or (ii) equal to or below the Lower Barrier, but earlier during the Observation Period, has never been, as specified in the Final Terms, either (i) above or (ii) equal to or above the Upper Barrier, the Cash Amount is not equal to the Bonus Amount, but is equal to the quotient of the Final Reference Level and the Initial Reference Level, taking into account the Multiplier, however a maximum of the Maximum Amount.

In return for the chance to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends).

**Product No. 18: Outperformance Bonus Certificate**

With this Outperformance Bonus Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been at any time during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, due to the Participation Factor, at maturity investors participate disproportionately higher and to an unlimited extent in the positive performance of the Underlying based on the Strike. However investors will receive at least the Bonus Amount.
- b) If the Underlying has been at least once during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is instead always equal to the Final Reference Level taking into account the Multiplier (1:1 participation in the performance of the Underlying).

In return for the chance to an increased participation and to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends).

**Product No. 19: Sprinter Bonus Certificate**

With this Sprinter Bonus Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

### III. GENERAL INFORMATION ON THE PROGRAMME

- a) If the Underlying has not been at any time during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, due to the Participation Factor, at maturity investors participate disproportionately higher in the positive performance of the Underlying based on the Strike, however to a maximum of the Cap. However investors will receive a minimum of the Bonus Amount and a maximum of the Maximum Amount.
- b) If the Underlying has been at least once during the term, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is instead always equal to the Final Reference Level taking into account the Multiplier, however to a maximum of the Maximum Amount (1:1 participation in the performance of the Underlying up to the Cap).

In return for the chance to an increased participation and to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends) and limit their possible return to the Maximum Amount.

#### **Product No. 20: Sprinter Bonus One Certificate**

With this Sprinter Bonus One Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been at any time during the term, as specified in the Final Terms either (i) below or (ii) equal to or below the Barrier, due to the Participation Factor, at maturity investors participate disproportionately higher in the positive performance of the Underlying based on the Strike, however to a maximum of the Cap. However investors will receive a minimum of the Bonus Amount and a maximum of the Maximum Amount.
- b) If the Underlying has been at least once during the term, as specified in the Final Terms either (i) below or (ii) equal to or below the Barrier, the Cash Amount is no longer equal to a minimum of the Bonus Amount, but is instead always equal to the Final Reference Level taking into account the Multiplier (1:1 participation in the performance of the Underlying).

In return for the chance to an increased participation and to receive payment of the Bonus Amount, investors waive their claims deriving from the Underlying (e.g. voting rights, dividends) and limit their possible return to the Maximum Amount in the event that alternative a) occurs.

#### **Product No. 21: Flex Bonus Certificate**

With this Flex Bonus Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying.

- a) If the Underlying has not been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier either, as specified in the Final Terms, (i) at any time during the Observation Period, (ii) on any Observation Date or (iii) on the Valuation Date, the Cash Amount is equal to the First Bonus Amount or the Final Reference Level taking account of the Multiplier (1:1 participation in the negative performance of the Underlying), whichever is higher.
- b) If the Underlying has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier, but has not been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier, either, as specified in the Final Terms, (i) on at least one occasion during the Observation Period, (ii) on an Observation Date or (iii) on the Valuation Date, the Cash Amount is equal to the

Second Bonus Amount or the Final Reference Level taking account of the Multiplier (1:1 participation in the performance of the Underlying), whichever is higher.

- c) If the Underlying has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the Lower Barrier either, as specified in the Final Terms, (i) on at least one occasion during the Observation Period, (ii) on an Observation Date or (iii) on the Valuation Date, the Cash Amount is equal to the Final Reference Level taking account of the Multiplier (1:1 participation in the performance of the Underlying).

Entitlement to receive payment of a Bonus Amount requires investors to waive their claims deriving from the Underlying (e.g. voting rights, dividends).

**Express Certificates**

**Product No. 22: Express Certificate with European Barrier Observation (Physical Delivery)**

A check will be performed for this Express Certificate with European Barrier Observation on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the Express Certificate with European Barrier Observation will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors receive on the Settlement Date depending on the performance of the Underlying and level of the Barrier compared to the final Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If the Final Terms specify that the Barrier is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, (i) either above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Certificate with European Barrier Observation.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Certificate with European Barrier Observation.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

***Product No. 23: Express Certificate with American Barrier Observation (Physical Delivery)***

A check will be performed for this Express Certificate with American Barrier Observation on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the Express Certificate with American Barrier Observation will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors receive on the Settlement Date depending on the performance of the Underlying and level of the Barrier compared to the final Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If there is no early redemption, investors receive on the Settlement Date depending on the performance of the Underlying and the Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If a Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount and will thereby participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Certificate with American Barrier Observation.

If no Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Certificate with American Barrier Observation.



Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

**Product No. 24: Express Worst of Basket Certificate with European Barrier Observation (Cash Settlement)**

A check will be performed for this Express Worst of Basket Certificate with European Barrier Observation on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the Express Worst of Basket Certificate with European Barrier Observation will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold as follows:

If the Final Terms specify that the relevant Barrier is lower than the respective final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Express Worst of Basket Certificate with European Barrier Observation participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Express Worst of Basket Certificate with European Barrier Observation participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

**Product No. 25: Express Worst of Basket Certificate with American Barrier Observation (Cash Settlement)**

A check will be performed for this Express Worst of Basket Certificate with American Barrier Observation on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the Express Worst of Basket Certificate with American Barrier Observation will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors on the Settlement Date will receive depending on performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the relevant Redemption Threshold as follows:

If a Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Express Worst of Basket Certificate with American Barrier Observation will participate 1:1 in the negative performance of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents.

If no Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the price or level of all Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if during the Observation period the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Express Worst of Basket Certificate with American Barrier Observation participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

**Product No. 26: Express Worst of Basket Certificate with European Barrier Observation (Physical Delivery)**

A check will be performed for this Express Worst of Basket Certificate with European Barrier Observation on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the Express Worst of Basket Certificate with European Barrier Observation will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold as follows:

If the Final Terms specify that the relevant Barrier is lower than the respective final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Price, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Worst of Basket Certificate with European Barrier Observation.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Price, has at maturity of the Express Worst of Basket Certificate with European Barrier Observation the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Worst of Basket Certificate with European Barrier Observation.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

**Product No. 27: Express Worst of Basket Certificate with American Barrier Observation (Physical Delivery)**

A check will be performed for this Express Worst of Basket Certificate with American Barrier Observation on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the Express Worst of Basket Certificate with American Barrier Observation will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors on the Settlement Date will receive depending on performance of the Basket Constituents and the amount of the relevant Barrier in comparison to the relevant final Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.

If there is no early redemption, investors will receive on the Settlement Date depending on performance of the Basket Constituents and the relevant Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.

If a Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Worst of Basket Certificate with American Barrier Observation.

If no Redemption Threshold for the Valuation Date is provided for in the Final Terms and

- a) if the price or level of all Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if during the Observation Period the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based

### III. GENERAL INFORMATION ON THE PROGRAMME

on its respective Initial Reference Price, has at maturity of the Express Worst of Basket Certificate with American Barrier Observation the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Worst of Basket Certificate with American Barrier Observation.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

#### ***Product No. 28: Express Certificate without Barrier (Cash Settlement)***

A check will be performed for this Express Certificate without Barrier on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the Express Certificate without Barrier will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying and the amount of the Strike in comparison to the final Redemption Threshold as follows:

If the Final Terms specify that the Strike is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Express Certificate without Barrier will participate 1:1 in the negative performance of the Underlying based on the Strike.

If the Final Terms specify that the Strike is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Express Certificate without Barrier will participate 1:1 in the negative performance of the Underlying based on the Strike.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

#### ***Product No. 29: Express Certificate without Barrier (Physical Delivery)***

A check will be performed for this Express Certificate without Barrier on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the Express Certificate without Barrier will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Underlying and level of the Strike compared to the final Redemption Threshold either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

If the Final Terms specify that the Strike is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Certificate without Barrier.

If the Final Terms specify that the Strike is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Certificate without Barrier.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

<p><b><i>Product No. 30: Express Worst of Basket Certificate without Barrier (Cash Settlement)</i></b></p>
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A check will be performed for this Express Worst of Basket Certificate without Barrier on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the Express Worst of Basket Certificate without Barrier will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents and the amount of the relevant Strike in comparison to the relevant final Redemption Threshold as follows:

If the Final Terms specify that the relevant Strike is lower than the relevant final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in

the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;

- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Express Worst of Basket Certificate without Barrier participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents.

If the Final Terms specify that the relevant Strike is equal to the relevant final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Express Worst of Basket Certificate without Barrier participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

**Product No. 31: Express Worst of Basket Certificate without Barrier (Physical Delivery)**

A check will be performed for this Express Worst of Basket Certificate without Barrier on each Observation Date, as to whether all Basket Constituents on such date are, as specified in the Final Terms, (i) above or (ii) equal to or above their respective Redemption Threshold. In this case, the Express Worst of Basket Certificate without Barrier will be redeemed early at the relevant Cash Amount.

If there is no early redemption, investors will receive on the Settlement Date depending on performance of the Basket Constituents and the amount of the relevant Strike in comparison to the relevant final Redemption Threshold either a Cash Amount or the Basket Constituent, which, based on its respective Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents, based on the Multiplier, or receive the assets specified as the Physical Delivery Amount.

If the Final Terms specify that the relevant Strike is lower than the relevant final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective

Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent with the worst performance based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Worst of Basket Certificate without Barrier.

If the Final Terms specify that the relevant Strike is equal to the relevant final Redemption Threshold and

- a) if the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the Express Worst of Basket Certificate without Barrier the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent with the worst performance based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Express Worst of Basket Certificate without Barrier.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

<b>Product No. 32: FactorExpress Certificate</b>
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The Factor Express Certificate is linked to the performance of the Underlying. The way the Factor Express Certificate works results from three key features:

1. Coupon payments

The payment of a coupon on a Coupon Payment Date depends on the price or level of the Underlying during the Coupon Observation Periods.

- a) If the price or level of the Underlying is at no time during a Coupon Observation Period, and, in relation to a Coupon Observation Period after the First Coupon Observation Period, at no point during any previous Coupon Observation Period, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date.
- b) If the price or level of the Underlying is at any time during a Coupon Observation Period, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold, no Coupon Payment will be made. Coupon Payments will not be made on subsequent Coupon Payment Dates either.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold on one of the Observation Dates, the Factor Express Certificate will be redeemed early at the Specified Reference Level. Any Coupon Payments will be made additionally should the coupon conditions occur.



3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Factor Express Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

Any Coupon Payments will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

<b>Product No. 33: PerformancePlus Certificate</b>
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A check will be performed for this PerformancePlus Certificate on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Redemption Threshold. If it is, the PerformancePlus Certificate will be redeemed early. In such case, the Cash Amount depends on the performance of the Underlying based on the Initial Reference Level. Investors will participate 1:1 in the positive performance of the Underlying, but will receive at least the Minimum Redemption Amount specified for the relevant Observation Date.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level of the Underlying on the Valuation Date (which is the same as the final Observation Date) is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, the Cash Amount is equal to the Final Reference Level taking account of the Multiplier, but a minimum of the Minimum Redemption Amount;
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level on the Settlement Date;
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Cash Amount is equal to the Final Reference Level taking account of the Multiplier (1:1 participation in the negative performance of the Underlying based on the Initial Reference Level).

<b>Product No. 34: Reverse Express Certificate</b>
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A check will be performed for this Reverse Express Certificate on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Redemption Threshold. If it is, the Reverse Express

Certificate will be redeemed early at the relevant Cash Amount. Another special feature of the Reverse Express Certificate is that investors participate in the inverse performance of the Underlying.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying and the amount of the Barrier in comparison to the last Redemption Threshold as follows:

If the Final Terms specify that the Barrier is above the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, but is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Reverse Express Certificate will negatively participate 1:1 in the positive performance of the Underlying based on the Initial Reference Level.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Reverse Express Certificate will negatively participate 1:1 in the positive performance of the Underlying based on the Initial Reference Level.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

<b>Product No. 35: Currency Express Certificate</b>
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A check will be performed for this Currency Express Certificate on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Redemption Threshold. If it is, the Currency Express Certificate will be redeemed early at the relevant Cash Amount.

Standard market practice for presenting rates of exchange is that rates of exchange are shown as the inverse of the performance of the Foreign Currency, i.e. a rising Underlying means a depreciation of the Foreign Currency against the Base Currency and conversely, a falling Underlying means an appreciation of the Foreign Currency against the Base Currency. Accordingly, investors **inversely** participate in the performance of the Underlying.

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold on the Valuation Date (which corresponds to the last Observation Date) (i.e. the Foreign Currency remains stable against the Base Currency or appreciates against the Base Currency), investors receive the specified Cash Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, but is, as specified in the Final Terms,

either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.

- c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier on the Valuation Date, the Currency Express Certificate will participate 1:1 in the performance of the Underlying (depreciation of the Foreign Currency against the Base Currency) based on the Initial Reference Level.

Investors limit their possible return to the Cash Amounts in return for the possibility of early redemption.

### **Outperformance Certificates**

#### **Product No. 36: Reverse Outperformance Certificate**

With this Reverse Outperformance Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. A special feature of the Reverse Outperformance Certificate is that investors participate in the **inverse** performance of the Underlying.

- a) If the Final Reference Level is below the Strike, at maturity investors participate disproportionately in the negative performance of the Underlying based on the Strike, due to the Participation Factor.
- b) If the Final Reference Level is equal to or above the Strike, investors receive the Strike, based on the Multiplier, less the amount by which the Final Reference Level is greater than the Strike. They thus participate inversely in the positive performance of the Underlying based on the Strike.

Investors may assert no further claims in relation to the Underlying (e.g. voting rights, dividends) in return for the increased opportunity to participate in the performance of the Underlying.

### **Fixed Rate of Interest Certificates and Coupon Certificates**

#### **Product No. 37: Combi Fixed Rate of Interest Certificate**

The Combi Fixed Rate of Interest Certificate comprises two components. The Initial Issue Price is invested, in accordance with a weight specified in the Final Terms, in a fixed-rate partial redemption component and a fixed-rate non-capital protected component linked to the performance of the Underlying.

##### 1. Partial redemption component

Investors receive the Partial Redemption Amount as at the Partial Redemption Date specified in the Final Terms. Investors simultaneously (on the First Coupon Payment Date) receive a fixed Coupon Amount equivalent to a percentage of the Partial Redemption Amount specified in the Final Terms.

##### 2. Capital market component

The capital market component is linked to the performance of the Underlying. The way the component works results from two key features:

- a) Coupon payments

Investors receive on the relevant Coupon Payment Dates a fixed Coupon Amount equivalent to a percentage of the Specified Reference Level specified in the Final Terms.

b) Redemption at maturity

If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors receive the Specified Reference Level per Combi Fixed Rate of Interest Certificate on the Settlement Date. If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Combi Fixed Rate of Interest Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the above-average Coupon Payments, investors carry the risk of a possible loss of capital.

**Product No. 38: Fixed Rate of Interest Certificate with European Barrier Observation**

The Fixed Rate of Interest Certificate is linked to the performance of the Underlying. The way the Fixed Rate of Interest Certificate works results from two key features:

1. Coupon payments

The Fixed Rate of Interest Certificate pays the Coupon Amount on the Coupon Payment Date(s).

2. Redemption at maturity

a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors receive payment of the Specified Reference Level for each Fixed Rate of Interest Certificate.

b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Fixed Rate of Interest Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the Coupon Payments, investors risk a possible loss of capital.

**Product No. 39: Fixed Rate of Interest Certificate with American Barrier Observation**

The Fixed Rate of Interest Certificate is linked to the performance of the Underlying. The way the Fixed Rate of Interest Certificate works results from two key features:

1. Coupon payments

The Fixed Rate of Interest Certificate pays the Coupon Amount on the Coupon Payment Date(s).

2. Redemption at maturity

a) If the price or level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier during the Observation Period, investors receive payment of the Specified Reference Level for each Fixed Rate of Interest Certificate.

b) If the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier during the Observation Period, the Fixed Rate of Interest Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the Coupon Payments, investors risk a possible loss of capital.

**Product No. 40: Inflation-Linked Fixed Rate of Interest Certificate**

The Inflation-Linked Fixed Rate of Interest Certificate is linked to the performance of the Underlying and the annual inflation rate. The way the Inflation-Linked Fixed Rate of Interest Certificate works results from two key features:

1. Coupon payments

As specified in the Final Terms, on the Coupon Payment Dates the Inflation-Linked Fixed Rate of Interest Certificate pays either (i) a Coupon Amount, comprising a fixed Coupon Amount (fixed rate of interest) and a variable Coupon Amount depending on the development of the annual inflation rate, or (ii) a Coupon Amount which depends on the development of the annual inflation rate, but which is a minimum of the Minimum Coupon.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors receive payment of the Specified Reference Level for each Inflation-Linked Fixed Rate of Interest Certificate on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Inflation-Linked Fixed Rate of Interest Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the Coupon Payment, investors risk a possible loss of capital.

**Product No. 41: Currency Fixed Rate of Interest Certificate**

The Currency Fixed Rate of Interest Certificate is linked to the performance of the Underlying. The way the Currency Fixed Rate of Interest Certificate works results from two key features:

1. Coupon payments

The Currency Fixed Rate of Interest Certificate pays the Coupon Amount on the Coupon Payment Date(s).

2. Redemption at maturity

Investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Standard market practice for presenting rates of exchange is that rates of exchange are shown as the inverse of the performance of the Foreign Currency, i.e. a rising Underlying means a depreciation of the Foreign Currency against the Base Currency and conversely, a falling Underlying means an appreciation of the Foreign Currency against the Base Currency. Accordingly, investors inversely participate in the performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier (i.e. the Foreign Currency remains unchanged against the Base Currency or appreciates against the Base Currency), investors receive payment of the Specified Reference Level per Currency Fixed Rate of Interest Certificate.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, the Currency Fixed Rate of Interest Certificate will participate 1:1 in the performance of the Underlying (depreciation of the Foreign Currency against the Base Currency) based on the Initial Reference Level.

In return for the Coupon Payments, investors risk a possible loss of capital.

**Product No. 42: Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement)**

The Coupon Certificate is linked to the performance of the Underlying. The way the product works results from three key features:

### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date.
- b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

### 2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 43: Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement)***

The Coupon Certificate is linked to the performance of the Underlying. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date.
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

**Product No. 44: Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement)**

The Coupon Certificate is linked to the performance of the Underlying. The way the product works results from three key features:

1. Coupon payments

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.



If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 45: Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.

- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 46: Coupon Certificate with Coupon Observation Dates with European Barrier Observation (Physical Delivery)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date.
- b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 47: Coupon Certificate with Coupon Observation Period with European Barrier Observation (Physical Delivery)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

#### 2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon

Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

### 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) if the Final Reference Level is either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 48: Coupon Certificate with Coupon Observation Dates with American Barrier Observation (Physical Delivery)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount and will thereby participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 49: Coupon Certificate with Coupon Observation Period with American Barrier Observation (Physical Delivery)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;

- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

## 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but the price or level of the Underlying during the Observation Period is not, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors will receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount and will thereby participate 1:1 in the negative performance of the Underlying. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

**Product No. 50: Coupon Certificate Worst of Basket with Coupon Observation Dates with European Barrier Observation (Cash Settlement)**

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Coupon Certificate Worst of Basket participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 51: Coupon Certificate Worst of Basket with Coupon Observation Period with European Barrier Observation (Cash Settlement)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, the Coupon Certificate Worst of Basket participates 1:1 in the negative performance of that Basket Constituent based on its Initial Reference Level, which based on its respective Initial



Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 52: Coupon Certificate Worst of Basket with Coupon Observation Dates with American Barrier Observation (Cash Settlement)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.

### III. GENERAL INFORMATION ON THE PROGRAMME

- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate Worst of Basket will participate 1:1 in the negative performance of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

<b><i>Product No. 53: Coupon Certificate Worst of Basket with Coupon Observation Period with American Barrier Observation (Cash Settlement)</i></b>
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The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate Worst of Basket will participate 1:1 in the negative performance of the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 54: Coupon Certificate Worst of Basket with Coupon Observation Dates with European Barrier Observation (Physical Delivery)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;

- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

## 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on the respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate Worst of Basket.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 55: Coupon Certificate Worst of Basket with Coupon Observation Period with European Barrier Observation (Physical Delivery)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

## 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is either (i) above or (ii) equal to or above the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors receive, based on the Multiplier, the Basket Constituent which, based on the respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate Worst of Basket.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 56: Coupon Certificate Worst of Basket with Coupon Observation Dates with American Barrier Observation (Physical Delivery)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance

of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate Worst of Basket.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 57: Coupon Certificate Worst of Basket with Coupon Observation Period with American Barrier Observation (Physical Delivery)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

### III. GENERAL INFORMATION ON THE PROGRAMME

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold, but the price or level of none of the Basket Constituents during the Observation Period is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Redemption Threshold and, on at least one occasion during the Observation Period, the price or level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Barrier, investors will receive, based on the Multiplier, the Basket Constituent which, based on its respective Initial Reference Level, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents, or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the negative performance of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate Worst of Basket.

If the applicable Final Terms specify this, Coupon Payments due or, if the applicable Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

<b><i>Product No. 58: Coupon Certificate with Coupon Observation Dates, without Barrier (Cash Settlement)</i></b>
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The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

#### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal



to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Strike.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

**Product No. 59: Currency Certificate with Fixed Coupon**

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one

day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Strike.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 60: Coupon Certificate with Coupon Observation Dates, without Barrier (Physical Delivery)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal

to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Underlying either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 61: Coupon Certificate with Coupon Observation Period, without Barrier (Physical Delivery)***

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;

- b) if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, the Coupon Payment will be made at a later date or Coupon Payment Date, if the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period. If the Underlying does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate.

If Coupon Payment is unconditional, the Coupon Certificate pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

## 3. Redemption at maturity

If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Underlying either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Since the Multiplier or the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 62: Coupon Certificate Worst of Basket with Coupon Observation Dates, without Barrier (Cash Settlement)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

### 1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

## 2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

## 3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Coupon Certificate Worst of Basket participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 63: Coupon Certificate Worst of Basket with Coupon Observation Period, without Barrier (Cash Settlement)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, the Coupon Certificate Worst of Basket participates 1:1 in the negative performance of that Basket Constituent based on its Strike, which based on its respective Strike, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

**Product No. 64: Coupon Certificate Worst of Basket with Coupon Observation Dates, without Barrier (Physical Delivery)**

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on one of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Basket Constituents either a Cash Amount or, based on the Multiplier, the Basket Constituent, which, based on its respective Strike, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount.

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or, as the case may be, the number of assets

specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate Worst of Basket.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

***Product No. 65: Coupon Certificate Worst of Basket with Coupon Observation Period, without Barrier (Physical Delivery)***

The Coupon Certificate Worst of Basket is linked to the performance of the Basket Constituents. The way the product works results from three key features:

1. Coupon payments

Coupon Payment is either (i) conditional or (ii) unconditional as set out in the Final Terms. In the case of a conditional Coupon Payment, the Final Terms also specify whether, if the coupon condition does not occur during a Coupon Observation Period, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur during the respective Coupon Observation Period.

If Coupon Payment is conditional and

- a) if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day during the respective Coupon Observation Period, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;
- b) if at least one Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold at no point during the respective Coupon Observation Period, no Coupon Payment will be made at the next Coupon Payment Date. If specified in the Final Terms, Coupon Payment will be made at a later date or Coupon Payment Date, if each Basket Constituent closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period. If at least one Basket Constituent does not close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on at least one day in a later Coupon Observation Period, no Coupon Payments will be made under the Coupon Certificate Worst of Basket.

If Coupon Payment is unconditional, the Coupon Certificate Worst of Basket pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

If all Basket Constituents close, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Redemption Threshold on one of the Observation Dates, the Coupon Certificate Worst of Basket will be redeemed early at the Specified Reference Level. Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Basket Constituents as follows:



If there is no early redemption, investors will receive on the Settlement Date depending on the performance of the Basket Constituents either a Cash Amount or, based on the Multiplier, the Basket Constituent, which, based on its respective Strike, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount.

- a) If the Final Reference Level of each Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Strike, investors will receive a Cash Amount in the amount of the Specified Reference Level.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Strike, investors receive, based on the Multiplier, the Basket Constituent which, based on its respective Strike, has at maturity of the Coupon Certificate Worst of Basket the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount. Since the Multiplier or, as the case may be, the number of assets specified as the Physical Delivery Amount is determined on the basis of the Strike, investors thus participate 1:1 in the negative performance of the Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate Worst of Basket.

If the Final Terms specify this, Coupon Payments due or, if the Final Terms specify conditional Coupon Payments, any Coupon Payments, will be made additionally should the coupon conditions occur.

Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.

<b>Product No. 66: Currency Certificate with Fixed Coupon</b>
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The Currency Certificate with Fixed Coupon is linked to the performance of the Underlying. Standard market practice for presenting rates of exchange is that rates of exchange are shown as the inverse of the performance of the Foreign Currency, i.e. a rising Underlying means a depreciation of the Foreign Currency against the Base Currency and conversely, a falling Underlying means an appreciation of the Foreign Currency against the Base Currency. Accordingly, investors inversely participate in the performance of the Underlying.

1. Coupon payments

The Currency Certificate with Fixed Coupon pays the Coupon Amount on the Coupon Payment Dates.

2. Early redemption

A check will be performed for this Currency Certificate with Fixed Coupon on each Observation Date, as to whether the Underlying on such date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Redemption Threshold. If it is, the Currency Certificate with Fixed Coupon will be redeemed early at the relevant Cash Amount.

3. Redemption at maturity

If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the Underlying as follows:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier on the Valuation Date, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.

- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier on the Valuation Date, the Currency Certificate with Fixed Coupon will participate 1:1 in the performance of the Underlying (depreciation of the Foreign Currency against the Base Currency) based on the Initial Reference Level.

Investors limit their possible return to the Coupon Amounts in return for the possibility of early redemption.

**Product No. 67: Extra Coupon Certificate (Cash Settlement)**

The Extra Coupon Certificate is linked to the performance of the Underlying. The way the Extra Coupon Certificate works results from two key features:

1. Coupon payments

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, investors receive a specified Coupon Amount on the next Coupon Payment Date.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, investors receive an amount equal to the Minimum Coupon on the next Coupon Payment Date.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Extra Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the possibility of Coupon Payments, investors risk a possible loss of capital.

**Product No. 68: Extra Coupon Certificate (Physical Delivery)**

The Extra Coupon Certificate is linked to the performance of the Underlying. The way the Extra Coupon Certificate works results from two key features:

1. Coupon payments

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, investors receive a specified Coupon Amount on the next Coupon Payment Date.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, investors receive an amount equal to the Minimum Coupon on the next Coupon Payment Date.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Extra Coupon Certificate.

In return for the possibility of Coupon Payments, investors risk a possible loss of capital.

**Product No. 69: Coupon Certificate (Cash Settlement)**

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from two key features:

## 1. Coupon payments

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Dates. The level of the Coupon is dependent on the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. The Coupon Threshold for the First Coupon Observation Date is equal to a percentage of the Initial Reference Level of the Underlying, specified in the Final Terms and for this date. For subsequent Coupon Observation Dates the Coupon Threshold is equal to a percentage of the Reference Level of the Underlying on the immediately preceding Coupon Observation Date, specified in the Final Terms and for such date.

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. The level of the Coupon is equal to the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of the Minimum Coupon.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.

## 2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the possibility of Coupon Payments, investors risk a possible loss of capital.

**Product No. 70: Coupon Certificate (Physical Delivery)**

The Coupon Certificate is linked to the performance of the Underlying. The way the Coupon Certificate works results from two key features:

## 1. Coupon payments

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Dates. The level of the Coupon is dependent on the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in the Final Terms. The Coupon Threshold for the First Coupon Observation Date is equal to a percentage of the Initial Reference Level of the Underlying, specified in the Final Terms and for this date. For subsequent Coupon Observation Dates the Coupon Threshold is equal to a percentage of the Reference Level of the Underlying on the immediately preceding Coupon Observation Date, specified in the Final Terms and for such date.

- a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. The level of the Coupon is equal to the performance of the Underlying based on the relevant Coupon Threshold and taking into account a Leverage Factor, if specified in

the Final Terms. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of a minimum of the Minimum Coupon.

- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.

2. Redemption at maturity

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the Specified Reference Level.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, investors receive the proportion of the Underlying based on the Multiplier or, as the case may be, assets specified as the Physical Delivery Amount and therefore participate 1:1 in the performance of the Underlying based on the Strike. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Coupon Certificate.

In return for the possibility of Coupon Payments, investors risk a possible loss of capital.

**Additional Certificates without Capital Protection**

<b>Product No. 71: Reverse Participation Corridor Certificate</b>
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With the Reverse Participation Corridor Certificate, investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. Another special feature of the Reverse Participation Corridor Certificate is that investors participate in the inverse and non-linear performance of the Underlying. The non-linear certificate structure results in the value of the Reverse Participation Corridor Certificate rising or falling very quickly when small changes in the Underlying occur. The Reverse Participation Corridor Certificate's degree of change in value increasingly declines with further changes in the Underlying. The way the product works results from two key features:

1) Bonus payments

- a) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier and, as specified in the Final Terms, either (i) above or (ii) equal to or above the Lower Barrier (=predefined range) on the Valuation Date, investors receive the First Bonus Amount on the Settlement Date.
- b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the Upper Barrier and, as specified in the Final Terms, either (i) above or (ii) equal to or above the Lower Barrier (=predefined range) on the Exercise Date, investors receive the Second Bonus Amount on the Settlement Date.
- c) If the Underlying closes outside the predefined range on the Valuation Date as well as on the Exercise Date, there will be no bonus payment.

2) Redemption at maturity

- a) If the Interim Reference Level is above the Initial Reference Level on the Valuation Date, investors participate inversely at maturity, taking into account the Non-Linear Factor (NLF), in the positive performance of the Underlying based on the Initial Reference Level, subject to a minimum of the Minimum Amount.

- b) If the Interim Reference Level is below the Initial Reference Level on the Valuation Date, investors participate inversely at maturity, taking into account the Non-Linear Factor (NLF), in the negative performance of the Underlying based on the Initial Reference Level, subject to a maximum of the Maximum Amount.

Entitlement to receive payment of the Bonus Amounts requires investors to waive their claims deriving from the Underlying (e.g. voting rights, dividends).

**Product No. 72: OneStep Certificate (Cash Settlement)**

With this OneStep Certificate investors receive a Cash Amount on the Settlement Date, the amount of which depends on the Final Reference Level:

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors receive the One Step Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, the OneStep Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

In return for the chance to participate in the performance disproportionately compared to the Underlying, investors limit their potential return to the OneStep Amount.

**Product No. 73: OneStep Certificate (Physical Delivery)**

With the OneStep Certificate, investors participate in the performance of the Underlying during the term.

On the Settlement Date investors receive, depending on the Final Reference Level, either a Cash Amount or the Underlying based on the Multiplier or, as the case may be, the asset specified as the Physical Delivery Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, the Cash Amount is equal to the OneStep Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Underlying based on the Multiplier or the assets specified as the Physical Delivery Amount. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each OneStep Certificate.

In return for the chance to participate in the performance disproportionately compared to the Underlying, investors limit their potential return to the OneStep Amount.

**Product No. 74: Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption**

With this Certificate with Redemption Threshold and Barrier and without Possibility of Early Redemption, investors receive a Cash Amount on the Settlement Date, which depends as follows on the Final Reference Level:

If the Final Terms specify that the Barrier is lower than the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Redemption Threshold, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Redemption Threshold, but is, as specified in the Final Terms,

- either (i) above or (ii) equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date;
- c) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Certificate with Redemption Threshold and Barrier and without Possibility of Early Redemption will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

If the Final Terms specify that the Barrier is equal to the final Redemption Threshold and

- a) if the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Barrier, investors will receive the specified Cash Amount on the Settlement Date;
- b) if the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Barrier, the Certificate with Redemption Threshold and Barrier and without Possibility of Early Redemption will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.

**Product No. 75: Parachute Certificate**

The Parachute Certificate is linked to the performance of the Underlying. Investors participate in the positive performance of the Underlying based on the Strike, taking into account the Participation Factor. If the Participation Factor is above 100 per cent., this participation is leveraged. Below the Parachute Threshold, investors participate in the negative performance of the Underlying.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level and Initial Reference Level taking into account the Participation Factor.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Parachute Threshold, investors receive the Initial Issue Price.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level to the Parachute Threshold. Investors thus participate in the negative performance of the Underlying based on the Parachute Threshold.

Investors may assert no further claims in relation to the Underlying (e.g. voting rights, dividends) in return for a hedge against limited price losses.

**Product No. 76: Parachute Certificate with Cap**

The Parachute Certificate with Cap is linked to the performance of the Underlying. Investors participate in the positive performance of the Underlying based on the Strike, taking into account the Participation Factor. If the Participation Factor is above 100 per cent., this participation is leveraged. Below the Parachute Threshold, investors participate in the negative performance of the Underlying based on the Multiplier.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level and Initial Reference Level taking into account the Participation Factor.

### III. GENERAL INFORMATION ON THE PROGRAMME

- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike but, as specified in the Final Terms, either (i) above or (ii) equal to or above the Parachute Threshold, investors receive the Initial Issue Price.
- d) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Parachute Threshold, investors receive the Initial Issue Price multiplied by the ratio of the Final Reference Level to the Initial Reference Level and based on the Multiplier. Investors thus participate in the negative performance of the Underlying based on the Parachute Threshold and based on the Multiplier.

Investors limit their possible return to the Maximum Amount and may assert no further claims in relation to the Underlying (e.g. voting rights, dividends) in return for a hedge against limited price losses.

**Notes**

**Capital Protection Notes**

***Product No. 77: Capital Protection Note***

The Capital Protection Note is 100% capital protected at maturity. Capital protection means that redemption at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

On the Settlement Date, investors receive at least the Nominal Amount.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Nominal Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, at maturity investors participate in the positive performance of the Underlying based on the Strike, if applicable with the Participation Factor, if specified in the Final Terms.

***Product No. 78: Capital Protection Note with Cap***

This Capital Protection Note with Cap is 100% capital protected at maturity. Capital protection means that redemption at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Nominal Amount and a maximum of the Maximum Amount on the Settlement Date.

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Nominal Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but as specified in the Final Terms either (i) below or (ii) equal to or below the Cap, at maturity investors participate in the positive performance of the Underlying based on the Strike, if applicable with the Participation Factor, if specified in the Final Terms.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.

In return for the capital protection, investors limit their possible return to the Maximum Amount.

***Product No. 79: Bonus Capital Protection Note with Cap***

This Bonus Capital Protection Note with Cap is 100% capital protected at maturity. Capital protection means that redemption of the Bonus Capital Protection Note with Cap at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Investors receive a minimum of the Nominal Amount and a maximum of the Maximum Amount on the Settlement Date.



### III. GENERAL INFORMATION ON THE PROGRAMME

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Nominal Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but as specified in the Final Terms either (i) below or (ii) equal to or below the Bonus Level, investors receive the Bonus Amount on the Settlement Date.
- c) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Bonus Level, but as specified in the Final Terms either (i) below or (ii) equal to or below the Cap, at maturity investors participate in the positive performance of the Underlying based on the Strike, if applicable with the Participation Factor, if specified in the Final Terms.
- d) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Cap, investors receive the Maximum Amount on the Settlement Date.

In return for the capital protection, investors limit their possible return to the Maximum Amount.

#### **Reverse Convertible Notes**

##### **Product No. 80: Barrier Reverse Convertible Worst of Basket Note (Physical Delivery)**

The Barrier Reverse Convertible Worst of Basket Note is linked to the performance of the Basket Constituents. The way this Barrier Reverse Convertible Worst of Basket Note works results from the following key features:

#### 1. Coupon payments

The Barrier Reverse Convertible Worst of Basket Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

#### 2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this Barrier Reverse Convertible Worst of Basket Note on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the Barrier Reverse Convertible Worst of Basket Note will be redeemed early at the Nominal Amount.

#### 3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms

- a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at any time during the term.

- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the Barrier Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Barrier Reverse Convertible Worst of Basket Note.

In return for the Coupon Payment, investors risk a possible loss of capital.

**Product No. 81: Barrier Reverse Convertible Worst of Basket Note (Cash Settlement)**

The Barrier Reverse Convertible Worst of Basket Note is linked to the performance of the Basket Constituents. The way this Barrier Reverse Convertible Worst of Basket Note works results from the following key features:

1. Coupon payments

The Barrier Reverse Convertible Worst of Basket Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this Barrier Reverse Convertible Worst of Basket Note on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the Barrier Reverse Convertible Worst of Basket Note will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms

- a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier during the term.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the Barrier Reverse Convertible Worst of Basket Note, has the worst performance of all Basket

Constituents; thus investors participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.

***Product No. 82: Barrier Reverse Convertible Worst of Basket Note with Participation (Physical Delivery)***

The Barrier Reverse Convertible Worst of Basket Note with Participation is linked to the performance of the Basket Constituents. The way this Barrier Reverse Convertible Worst of Basket Note with Participation works results from the two key features:

1. Coupon payments

The Barrier Reverse Convertible Worst of Basket Note with Participation is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Redemption at maturity

- a) If none of the Basket Constituents has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier during the term, investors receive a Cash Amount on the Settlement Date, the level of which depends on the average performance of the Basket Constituents (1:1 participation). However investors will receive at least the Nominal Amount.
- b) If the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike, but at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive the Nominal Amount.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the Barrier Reverse Convertible Worst of Basket Note with Participation, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Barrier Reverse Convertible Worst of Basket Note with Participation.

In return for the Coupon Payment, investors risk a possible loss of capital.

***Product No. 83: Barrier Reverse Convertible Worst of Basket Note with Participation (Cash Settlement)***

The Barrier Reverse Convertible Worst of Basket Note with Participation is linked to the performance of the Basket Constituents. The way this Barrier Reverse Convertible Worst of Basket Note with Participation works results from two key features:

1. Coupon payments

The Barrier Reverse Convertible Worst of Basket Note with Participation is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Redemption at maturity

- a) If none of the Basket Constituents has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier during the term, investors receive a Cash Amount on the Settlement Date, the level of which depends on the average performance of the Basket Constituents (1:1 participation). However investors will receive at least the Nominal Amount.
- b) If the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike, but at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive the Nominal Amount.
- c) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the term, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the Barrier Reverse Convertible Worst of Basket Note with Participation, has the worst performance of all Basket Constituents; thus investors participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.

<p><b><i>Product No. 84: Barrier Pro Reverse Convertible Worst of Basket Note (Physical Delivery)</i></b></p>
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The Barrier Pro Reverse Convertible Worst of Basket Note is linked to the performance of the Basket Constituents. The way this Barrier Pro Reverse Convertible Worst of Basket Note works results from the following key features:

1. Coupon payments

The Barrier Pro Reverse Convertible Worst of Basket Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this Barrier Pro Reverse Convertible Worst of Basket Note on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the Barrier Pro Reverse Convertible Worst of Basket Note will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms

- a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at any time during the Observation Period.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the Observation Period, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the Barrier Pro Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Barrier Pro Reverse Convertible Worst of Basket Note.

In return for the Coupon Payment, investors risk a possible loss of capital.

**Product No. 85: Barrier Pro Reverse Convertible Worst of Basket Note (Cash Settlement)**

The Barrier Pro Reverse Convertible Worst of Basket Note is linked to the performance of the Basket Constituents. The way this Barrier Pro Reverse Convertible Worst of Basket Note works results from the following key features:

1. Coupon payments

The Barrier Pro Reverse Convertible Worst of Basket Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this Barrier Pro Reverse Convertible Worst of Basket Note on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the Barrier Pro Reverse Convertible Worst of Basket Note will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms

- a) On the Settlement Date, investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike or if the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike, but no Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at any time during the Observation Period.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Strike and at least one Basket Constituent has been, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier at least once during the Observation Period, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the Barrier Pro Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents and participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.

**Product No. 86: Easy Reverse Convertible Worst of Basket Note (Physical Delivery)**

The Easy Reverse Convertible Worst of Basket Note is linked to the performance of the Basket Constituents. The way this Easy Reverse Convertible Worst of Basket Note works results from the following key features:

1. Coupon payments

The Easy Reverse Convertible Worst of Basket Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this Easy Reverse Convertible Worst of Basket Note on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the Easy Reverse Convertible Worst of Basket Note will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms

- a) On the Settlement Date investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Barrier.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier, investors either receive, based on the Multiplier, the Basket Constituent which, based on the respective Strike at maturity of the Easy Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents or receive the assets specified as the Physical Delivery Amount; thus investors participate 1:1 in the performance of this

Basket Constituent based on the Strike of this Basket Constituent. Fractional amounts are not delivered, but are paid out in the form of a corresponding cash payment in the Settlement Currency for each Easy Reverse Convertible Worst of Basket Note.

In return for the Coupon Payment, investors risk a possible loss of capital.

**Product No. 87: Easy Reverse Convertible Worst of Basket Note (Cash Settlement)**

The Easy Reverse Convertible Worst of Basket Note is linked to the performance of the Basket Constituents. The way this Easy Reverse Convertible Worst of Basket Note works results from the following key features:

1. Coupon payments

The Easy Reverse Convertible Worst of Basket Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon on the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments on each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these variable Coupon Payments depends on the performance of a Reference Rate, plus or, as the case may be, minus a Margin equal to a predetermined percentage, if specified in the Final Terms.

If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

2. Early redemption

If the Final Terms specify early redemption, a check will be performed for this Easy Reverse Convertible Worst of Basket Note on each Observation Date, as to whether the price or level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Strike. If it is, the Easy Reverse Convertible Worst of Basket Note will be redeemed early at the Nominal Amount.

3. Redemption at maturity, subject to early redemption if this is specified in the Final Terms:

- a) On the Settlement Date investors receive the Nominal Amount if the Final Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Barrier.
- b) If the Final Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Barrier, investors receive, based on the Multiplier, a Cash Amount equal to the Final Reference Level of the Basket Constituent which, based on the respective Strike at maturity of the Easy Reverse Convertible Worst of Basket Note, has the worst performance of all Basket Constituents and participate 1:1 in the performance of this Basket Constituent.

In return for the Coupon Payment, investors risk a possible loss of capital.

**Other Notes**

**Product No. 88: Conditional Coupon Note (long)**

The Conditional Coupon Note is 100% capital protected at maturity. Capital protection means that redemption of the Conditional Coupon Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The payment of a coupon on a Coupon Date depends on the price or, as the case may be, level of the Underlying on a Coupon Observation Date.

### III. GENERAL INFORMATION ON THE PROGRAMME

- a) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next Coupon Payment Date,
- b) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made.

#### ***Product No. 89: Conditional Coupon Note Worst of Basket (long)***

The Conditional Coupon Basket Note is 100% capital protected at maturity. Capital protection means that redemption of the Conditional Coupon Basket Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The payment of a coupon on a Coupon Date depends on the price or, as the case may be, level of the Basket Constituents on a Coupon Observation Date.

- a) If the Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next Coupon Payment Date,
- b) If the Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made.

#### ***Product No. 90: Conditional Coupon Note (short)***

The Conditional Coupon Note is 100% capital protected at maturity. Capital protection means that redemption of the Conditional Coupon Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The payment of a coupon on a Coupon Date depends on the price or, as the case may be, level of the Underlying on a Coupon Observation Date.

- a) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold on a Coupon Observation Date, a Coupon Payment will be made on the next Coupon Payment Date,
- b) If the Reference Level of the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made.

#### ***Product No. 91: Conditional Coupon Note Worst of Basket (short)***

The Conditional Coupon Basket Note is 100% capital protected at maturity. Capital protection means that redemption of the Conditional Coupon Basket Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The payment of a coupon on a Coupon Date depends on the price or, as the case may be, level of the Basket Constituents on a Coupon Observation Date.

- a) If the Reference Level of every Basket Constituent is, as specified in the Final Terms, either (i) below or (ii) equal to or below the respective Coupon Threshold on a Coupon



Observation Date, a Coupon Payment will be made on the next Coupon Payment Date,

- b) If the Reference Level of at least one Basket Constituent is, as specified in the Final Terms, either (i) above or (ii) equal to or above the respective Coupon Threshold on any Coupon Observation Date, no Coupon Payment will be made.

***Product No. 92: Step Up Note***

This Step up Note is 100% capital protected at maturity. Capital protection means that redemption of the Step up Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive a Coupon Payment on the Coupon Payment Date or on the Coupon Payment Dates.

***Product No. 93: Step Up Note with Issuer Redemption Right***

The Step-Up Note with Issuer Redemption Right is 100% capital-protected at maturity. Capital protection means that redemption of the Step-Up Note with Issuer Redemption Right at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

This Step-Up Note with Issuer Redemption Right may be redeemed early by the Issuer before the Settlement Date on one or more Coupon Payment Date(s) specified in the Final Terms without any specific conditions needing to be fulfilled. Early redemption will be at the Nominal Amount.

Provided that the Step-Up Note with Issuer Redemption Right has not been redeemed by the Issuer, investors will receive coupon payments on the Coupon Payment Date(s). The amount of the Coupon increases during the term and is specified in the Final Terms. No further coupon payments are made after early redemption.

***Product No. 94: Fixed Rate Interest Note***

The Fixed Rate Interest Note is 100% capital protected at maturity. Capital protection means that redemption of the Fixed Rate Interest Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive a Coupon Payment on the Coupon Payment Date or on the Coupon Payment Dates.

***Product No. 95: Fixed Rate Interest Note with Issuer Redemption Right***

The Fixed Rate Interest Note with Issuer Redemption Right is 100 % capital-protected at maturity. Capital protection means that redemption of the Fixed Rate Interest Note with Issuer Redemption Right at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

This Fixed Rate Interest Note with Issuer Redemption Right may be redeemed early by the Issuer before the Settlement Date on one or more Coupon Payment Date(s) specified in the Final Terms without any specific conditions needing to be fulfilled. Early redemption will be at the Nominal Amount.

### III. GENERAL INFORMATION ON THE PROGRAMME

Provided that the Fixed Rate Interest Note with Issuer Redemption Right has not been redeemed by the Issuer, investors will receive coupon payments on the Coupon Payment Date(s).

#### ***Product No. 96: Fixed Rate Interest Plus Note***

The Fixed Rate Interest Plus Note is 100% capital protected at maturity. Capital protection means that redemption of the Fixed Rate Interest Plus Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations. Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date.

The level of the Coupon will be at least equal to the Minimum Coupon. The Coupon can rise to the Bonus Coupon if the Underlying is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Bonus Coupon Threshold before the start of the Coupon Period. Investors would not participate in any further increase.

In return for limiting their payment to the Bonus Coupon, investors receive a coupon in the amount of the minimum coupon rate, even if the Underlying is lower than this.

#### ***Product No. 97: Fix to Floating Note***

The Fix to Floating Note is 100% capital protected at maturity. Capital protection means that redemption of the Fix to Floating Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The Fix to Floating Note has a fixed Coupon for a set number of Coupon Periods specified in the Final Terms. In the subsequent Coupon Periods, the Coupon is dependent on the performance of the Underlying. The Coupon will be between a Minimum Coupon and a Maximum Coupon.

In return for limiting their payment to the Maximum Coupon, investors receive a Coupon in the amount of the Minimum Coupon, even if the Underlying is lower than this.

#### ***Product No. 98: Fix to Floating Pure Note***

The Fix to Floating Pure Note is 100% capital protected at maturity. Capital protection means that redemption of the Fix to Floating Pure Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The level of the Coupon depends on the performance of the Underlying.

#### ***Product No. 99: Fix to Floating Pure Note with Minimum and Maximum Amount***

The Fix to Floating Pure Note with Minimum and Maximum Coupon is 100% capital protected at maturity. Capital protection means that redemption of the Fix to Floating Pure Note with Minimum and Maximum Coupon at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The level of the Coupon depends on the performance of the Underlying. The Coupon will be between a Minimum Coupon and a Maximum Coupon.

***Product No. 100: Fix to Floating Money Market Note***

The Fix to Floating Money Market Note is 100% capital protected at maturity. Capital protection means that redemption of the Fix to Floating Money Market Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The level of the Coupon corresponds to the multiple of the Underlying specified in the Final Terms. However, the Coupon determined at the respective Coupon Payment Date is limited to the Maximum Coupon. Investors would not participate in any further increase.

***Product No. 101: Floater Note***

The Floater Note is 100% capital protected at maturity. Capital protection means that redemption of the Floater Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The level of the Coupon is dependent on the value, price or, as the case may be, level of the Underlying on the relevant Observation Date and is calculated using a pre-determined multiplication factor. The Coupon will be between a Minimum Coupon and a Maximum Coupon. This means that participation in any positive development of the Underlying on Observation Dates is limited to the Maximum Coupon.

***Product No. 102: Inflation-Indexed Note***

The Inflation-Indexed Note is 100% capital protected at maturity. Capital protection means that redemption of the Inflation-Indexed Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The level of the Coupon on the first Coupon Payment Date is determined prior to the issue and, on further Coupon Payment Dates, is dependent on the price or, as the case may be, level of the Underlying on the relevant Coupon Determination Date, is calculated by multiplying the performance with a pre-defined Participation Factor, if applicable, plus or minus a Margin of a predetermined percentage, if specified in the Final Terms, and is equal to a maximum of the Maximum Coupon if this is specified in the Final Terms. If specified in the Final Terms, the Coupon will, however, be a minimum of the Minimum Coupon.

***Product No. 103: Coupon Lock In Note***

The Coupon Lock In Note is 100% capital protected at maturity. Capital protection means that redemption of the Coupon Lock In Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations. Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date.

The level of the Coupon corresponds to the multiple specified in the Final Terms of a price or, as the case may be, level of the Underlying determined a certain number of Business Days in advance of the respective Coupon Period as specified in the Final Terms, but at least the Minimum Coupon. If the Interest Rate calculated for a Coupon Period is, as specified in the Final Terms, either (i) above or (ii) equal to or above a percentage specified in the Final Terms, the Coupon for this and all subsequent Coupon Periods will be equal to a percentage also specified in the Final Terms. Investors would not participate in any further increase.

**Product No. 104: Rolling Lock In plus Note**

The Rolling Lock In plus Note is 100% capital protected at maturity. Capital protection means that redemption of the product at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

With the Rolling Lock In plus Note, investors can participate in the monthly performance of the Underlying. On each monthly Valuation Date, the performance since the immediately preceding Valuation Date is determined. Negative performance is always taken into account to an unlimited extent. Positive performance is taken into account to a maximum of a percentage specified in the Final Terms if the Reference Level was, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level on the immediately preceding Valuation Date. Otherwise, positive performance is taken into account to an unlimited extent.

The performance determined in this way is multiplied by the performance from all preceding Valuation Dates. If the Relevant Performance determined in this way for a Valuation Date is above the next Lock In Step in the series of Lock In Levels, then the Minimum Amount at maturity is equal to this Lock In Step that has been reached.

The Cash Amount at maturity is equal to:

- a) the Nominal Amount or, if higher,
- b) the Minimum Amount determined on the basis of the Lock In Step reached, or, if higher,
- c) the amount determined on the basis of the product of the performance determined on the monthly Valuation Dates.

**Product No. 105: ZinsPlus Note**

The ZinsPlus Note is 100% capital protected at maturity. Capital protection means that redemption of the ZinsPlus Note at maturity is promised at the Nominal Amount. The redemption is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date which are linked to the performance of the individual shares contained in a basket of shares which serves as the Underlying. The Coupon will be between a Minimum Coupon and a Maximum Coupon. The amount of interest is dependent on the performance of each constituent of the underlying basket of shares. The Coupon Payment is calculated as the arithmetic mean of the performance of each share in the basket, with individual share performance capped automatically at the Maximum Coupon, in the event that there has been no change or only positive development in the closing price of each share on the relevant Coupon Observation Date as against the Initial Reference Level ("ZinsPlus"). By contrast, for shares whose closing price has fallen below the Initial Reference Level on the relevant Coupon Observation Date, their full negative performance is taken into account in the calculation of average performance. In the event that the calculated average performance of

the total share basket produces a figure below the Minimum Coupon, the Minimum Coupon is paid out.

For coupon payments, investors limit their opportunity to participate in the performance of the share basket to the Maximum Coupon.

**Product No. 106: Currency Note**

The Currency Note is linked to the performance of the Underlying. The way this Currency Note works results from two key features:

1. Coupon payments

The Currency Note is, as specified in the Final Terms, either fixed-rate and pays a fixed Coupon at the Coupon Payment Date or on the Coupon Payment Dates or it is variable-rate and investors receive variable Coupon Payments at each Coupon Payment Date or on each of the Coupon Payment Dates during the term. The amount of these Coupon Payments depends on the performance of the Underlying. The level of the Coupon is determined on a Coupon Observation Date by adjusting a pre-determined Interest Rate to the performance of the Underlying since the Currency Note was issued. If the Reference Level of the Underlying on a Coupon Observation Date is below its Initial Reference Level, the Coupon for the relevant Coupon Period will be above the pre-determined Interest Rate. By contrast, if the Reference Level of the Underlying is below its Initial Reference Level, the Coupon for the relevant Coupon Period will be lower than the pre-specified Interest Rate. If the Reference Level of the Underlying on a Coupon Observation Date is equal to its Initial Reference Level, the Coupon for the relevant Coupon Period will be equal to the pre-determined Interest Rate.

2. Redemption at maturity

Investors receive a Cash Amount on the Settlement Date, the amount of which depends on the performance of the Underlying. If the Final Reference Level for the Underlying is lower than its Initial Reference Level, investors receive a Cash Amount for each Currency Note that is above the Nominal Amount. However, if the Final Reference Level for the Underlying is above its Initial Reference Level, the Cash Amount will be lower than the Nominal Amount. If the Final Reference Level for the Underlying is equal to its Initial Reference Level, the Cash Amount will equal the Nominal Amount.

**Product No. 107: Annualised Coupon Note**

The Annualised Coupon Note is 100% capital protected at maturity. Capital protection means that redemption of the Annualised Coupon Note at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The payment of a coupon on a Coupon Payment Date depends on the price or, as the case may be, level of the Underlying on a Coupon Observation Date.

- a) If the Reference Level of the Underlying on any Coupon Observation Date is, as specified in the Final Terms, either (i) above, or (ii) equal to or above the Coupon Threshold, a Coupon Payment equal to the performance of the Underlying since the Issue Date taking into account the relevant Participation Factor will be made on the next Coupon Payment Date. The Participation Factor decreases during the term of the Annualised Coupon Note.
- b) If the Reference Level of the Underlying on any Coupon Observation Date is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Coupon Threshold, no Coupon Payment will be made.

The Coupon shall equal a maximum of the Maximum Coupon and/or a minimum of the Minimum Coupon, if specified in the Final Terms.

### Credit Certificates

**Product No. 108: Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

The Credit Certificate is a non-capital protected, structured investment.

The Coupon Payments and the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to the Settlement Amount less any Unwind Costs arising for the Issuer.

The Settlement Amount is the product of the Predetermined Cash Amount and the price expressed as a percentage for the Reference Obligation or a similar obligation of the Reference Entity, which price is calculated after determining a Credit Event either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms. If the Settlement Amount cannot be calculated on the basis of an auction and the Calculation Agent does not calculate the Settlement Amount in the absence of a Reference Obligation allocated to the Reference Entity either, then the Settlement Amount is equal to 30 per cent. of the Predetermined Cash Amount.

The Cash Amount is expected to be considerably lower than the Predetermined Cash Amount and can also be zero.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 109: Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

The Credit Certificate is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entity. The Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made.

The certificate is redeemed at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with

respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early at the Predetermined Cash Amount. In this case, no further Coupon Payments are made.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 110: Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement***

The Credit Certificate is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entity. The Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made.

The certificate is redeemed on the Settlement Date at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.



***Product No. 111: Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

The Credit Certificate is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, no further Coupon Payments are made and investors receive a Cash Amount equal to the Capital Protection Amount.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 112: Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement***

The Credit Certificate is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, investors receive a Cash Amount equal to the Capital Protection Amount on the Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 113: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Credit Certificate is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability of one or more Reference Entities to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the Predetermined Cash Amount less the Pro Rata Predetermined Cash Amount in relation to each of the Reference Entities affected by the Credit Event, plus the so-called Settlement Amount in relation to each Reference Entity affected reduced by any Unwind Costs for the Issuer in relation to each Reference Entity affected.

The Settlement Amount is equal to the amount which is calculated either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference

Obligation quoted by banks or securities trading firms. If the Settlement Amount cannot be calculated on the basis of an auction and the Calculation Agent does not calculate the Settlement Amount in the absence of a Reference Obligation allocated to the Reference Entity either, then the Settlement Amount is equal to 30 per cent. of the Pro Rata Predetermined Cash Amount in relation to the Reference Entity affected.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to the sum of all the Settlement Amounts less the Unwind Costs.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 114: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect)***

The Credit Certificate is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability to meet payment obligations is determined for at least two of the Reference Entities (a so-called Credit Event) and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

### III. GENERAL INFORMATION ON THE PROGRAMME

If a Credit Event is not determined for any Reference Entity or is determined for only one Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for more than one, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case no further Coupon Payments are made and investors receive a Cash Amount of zero.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 115: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of to all Reference Entities (first loss protect)***

The Credit Certificate is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability to meet payment obligations is determined for at least two of the Reference Entities (a so-called Credit Event) and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims

(in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity or is determined for only one Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for more than one, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, no further Coupon Payments are made and investors receive a Cash Amount of zero on the Settlement Date.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 116: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket)***

The Credit Certificate is a non-capital protected, structured investment.

The Coupon Payments and the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability of one or more Reference Entities to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment

obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case no further Coupon Payments are made and investors receive a Cash Amount of zero.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 117: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket)***

The Credit Certificate is a non-capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the ability of one or more Reference Entities to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the coupon payment or redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for

example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors will not receive the Predetermined Cash Amount. In this case, investors receive a Cash Amount equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities for which no Credit Event was determined.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, no further Coupon Payments are made and investors receive a Cash Amount of zero on the Settlement Date.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 118: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Credit Certificate is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entities and are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full.

The certificate is redeemed at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.



b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If the Conditions to Settlement are satisfied in respect of one of the Reference Entities contained in the basket, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early at the Predetermined Cash Amount. In this case, no further Coupon Payments are made.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 119: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Credit Certificate is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entities and are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full.

The certificate is redeemed on the Settlement Date at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If the Conditions to Settlement are satisfied in respect of one of the Reference Entities contained in the basket, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity. Thus, if the Conditions to Settlement are satisfied in respect of all the Reference Entities contained in the basket, no further Coupon Payments are made.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 120: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Credit Certificate is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full and the Cash Amount will be lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors receive a Cash Amount, including a Recovery Amount equal to a percentage of the relevant Pro Rata Predetermined Cash Amount specified in the Final Terms for each Reference Entity affected by a Credit Event.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, the certificate is redeemed early. In this case, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive the Capital Protection Amount.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 121: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Credit Certificate is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the Coupon Payments will not be made or will not be made in full and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result

of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for one or more Reference Entities and the further Conditions to Settlement are also satisfied, there will be a pro rata reduction in the interest paid from the Coupon Period in which the Conditions to Settlement were first satisfied until redemption of the Credit Certificate in accordance with the Pro Rata Predetermined Cash Amount of the affected Reference Entity, and investors receive a Cash Amount on the Settlement Date, including a Recovery Amount equal to a percentage of the relevant Pro Rata Predetermined Cash Amount specified in the Final Terms for each Reference Entity affected by a Credit Event.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, instead of the Predetermined Cash Amount, investors only receive the Capital Protection Amount.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 122: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of a single Reference Entity (first to default)***

The Credit Certificate is a capital protected, structured investment.

The Coupon Payments depend primarily on the financial situation (creditworthiness) of the Reference Entity and are made on the dates specified in the Final Terms at a Coupon likewise specified there. If a situation impairing only one Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made.

The certificate is redeemed on the Settlement Date at its Predetermined Cash Amount irrespective of whether a Credit Event occurs.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 123: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of a single Reference Entity (first to default)***

The Credit Certificate is a partially capital protected, structured investment.

The Coupon Payments and the level of the Cash Amount above the Capital Protection Amount specified in the Final Terms depend primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing only one Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and the Cash Amount is lower than the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount and Coupon Payments are made on the dates specified in the Final Terms at a Coupon likewise specified there.

If a Credit Event is determined for only one Reference Entity and the further Conditions to Settlement are also satisfied, no further Coupon Payments are made and instead of the Predetermined Cash Amount investors only receive the Capital Protection Amount.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive additional interest (risk premium) from the Issuer which is included in the Coupon.

***Product No. 124: Zero Coupon Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

The Zero Coupon Credit Certificate is a non-capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for

example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors only receive the Cash Amount. This is equal to the product of the Accrued Amount and the Recovery Value less any Unwind Costs arising for the Issuer.

The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Generally, the earlier the Credit Event has occurred and the lower the Recovery Value calculated, the lower the Settlement Amount to be paid to investors will be.

The Recovery Value is equal to an amount expressed as a percentage which is calculated either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms. If the Recovery Value cannot be calculated on the basis of an auction and the Calculation Agent does not determine the Recovery Value in the absence of a Reference Obligation allocated to the Reference Entity either, then the Recovery Value is equal to 30 per cent.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 125: Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

The Zero Coupon Credit Certificate is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal is below the Predetermined Cash Amount.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

- a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.
- b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.
- c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.
- d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors receive only a Cash Amount equal to the Accrued Amount. This is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 126: Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement***

The Zero Coupon Credit Certificate is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:



### III. GENERAL INFORMATION ON THE PROGRAMME

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to the Accrued Amount on the Settlement Date. This is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 127: Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement***

The Zero Coupon Credit Certificate is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result

of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors only receive a Cash Amount equal to a percentage of the Accrued Amount specified in the Final Terms. The Accrued Amount is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 128: Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement***

The Zero Coupon Credit Certificate is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entity. If a situation impairing the Reference Entity's ability to meet its payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also met, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entity is a company or a country, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for the Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for the Reference Entity and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors only receive a Cash Amount equal to a percentage of the Accrued Amount specified in the Final Terms on the Settlement Date. The Accrued Amount is equal to an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the determination of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date.

Investors assume the credit risk of both the Issuer and the Reference Entity. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 129: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Zero Coupon Credit Certificate is a non-capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any of the Reference Entities during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more, but not all Reference Entities and the further conditions for settlement are also satisfied in respect of all Reference Entities, instead of the Predetermined Cash Amount, investors only receive the Cash Amount. The Cash Amount is calculated based on the difference between the Predetermined Cash Amount and the Pro Rata Predetermined Cash Amount in respect of each affected Reference Entity plus the Settlement Amount in relation to the affected Reference Entity or Reference Entities less the deductible Unwind Costs. The respective Settlement Amount in relation to a Reference Entity results from the product of the Pro Rata Accrued Amount and the Recovery Value in relation to the affected Reference Entity.

This Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and is accruing for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Generally, the earlier the relevant Credit Event has occurred and the lower the Recovery Value calculated in each case, the lower the Settlement Amount to be paid to investors as part of the Cash Amount will be.

The Recovery Value is equal to an amount which is calculated either on the basis of an auction price finally determined for obligations ranking pari passu with the Reference Obligation (the so-called Auction Final Price) or on the basis of one or more bid prices for the Reference Obligation quoted by banks or securities trading firms, expressed as a percentage. If the Recovery Value cannot be calculated on the basis of an auction and the Calculation Agent does not determine the Recovery Value in the absence of a Reference Obligation allocated to the Reference Entity either, then the Recovery Value is equal to 30 per cent.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied in respect of all Reference Entities, there will be an early redemption and investors will receive a Cash Amount equal to the sum of the respective products of the Pro Rata

Accrued Amount and the Recovery Value with regard to all the Reference Entities less any Unwind Costs.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 130: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Zero Coupon Credit Certificate is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more, but not all Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount, investors only receive an amount equal to the Cash Amount. This is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in relation to which a Credit Event is not determined plus the sum of the Pro Rata Accrued Amounts of the Reference Entities in relation to which a Credit Event is determined. The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in relation to the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest

which is contained in the Cash Amount and is accruing for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied, the certificate is redeemed early. In this case, instead of the Predetermined Cash Amount, investors likewise only receive a Cash Amount equal to the sum of the Pro Rata Accrued Amounts.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 131: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Zero Coupon Credit Certificate is a capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount, investors only receive an amount equal to the Cash Amount on the Settlement Date. This is equal to the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which a Credit Event is not determined plus the sum of the Pro Rata Accrued Amounts of the Reference Entities in respect of which a Credit Event is determined. The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

***Product No. 132: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Zero Coupon Credit Certificate is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

### III. GENERAL INFORMATION ON THE PROGRAMME

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more, but not all Reference Entities and the Conditions to Settlement are also satisfied in respect of all Reference Entities, instead of the Predetermined Cash Amount investors receive an amount on the Settlement Date equal to the Cash Amount, including a Recovery Amount equal to a percentage of the relevant Pro Rata Accrued Amount of an affected Reference Entity specified in the Final Terms for each Pro Rata Predetermined Cash Amount of the Reference Entities in respect of which a Credit Event is determined.

The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

If a Credit Event is determined for all Reference Entities and the further Conditions to Settlement are also satisfied, the certificate is redeemed early at the Cash Amount equal to the Pro Rata Accrued Amounts.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.



***Product No. 133: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities***

The Zero Coupon Credit Certificate is a partially capital protected, structured investment.

The level of the Cash Amount depends primarily on the financial situation (creditworthiness) of the Reference Entities. If a situation impairing the Reference Entities' ability to meet their payment obligations (a so-called Credit Event) is determined and the further Conditions to Settlement are also satisfied, the redemption of principal will not be made or will not be made in full.

The Final Terms, partly depending on whether the Reference Entities are companies or countries, specify which of the following events constitute Credit Events:

a) **Bankruptcy** includes all forms of insolvency, bankruptcy, liquidation or composition proceedings as well as the Reference Entity's insolvency or inability to pay its debts, or enforcement proceedings instituted against the Reference Entity's assets, for example as a result of nonfulfilment of payment obligations. The term thus includes not only German insolvency proceedings, but also corresponding proceedings in other countries.

b) **Failure to Pay in relation to Borrowed Money** is deemed to have occurred when payment obligations towards creditors, for example from bonds, debentures or loans, are not met properly, not met on time or not met at all.

c) **Restructuring of Borrowed Money** includes any form of a restructuring of payment obligations above a specified threshold, for example from bonds, debentures or loans. This includes, for example, a reduction in the rate or amount of interest payable, a reduction in the amount of principal payable, a postponement of a date or dates for the payment or accrual of interest or the payment of principal or a change to the order of priority in which the creditors receive redemption of their principal in the event of an insolvency. In addition, changing the currency of the payment obligation is also a form of restructuring. Such a restructuring usually takes place in the case of a debtor in financial difficulties.

d) **Repudiation/Moratorium** is deemed to have occurred when 1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10.000.000, or its equivalent in the currency of the relevant payment obligation, or disclaims (in whole or in part) their fulfilment or rejects or challenges them; or a moratorium, standstill, roll-over or deferral, whether de jure or de facto, with respect to obligations has been declared or imposed and 2. a Failure to Pay or Restructuring, determined without regard to any threshold, with respect to these obligations occurs on or prior to the next scheduled payment date of the obligations.

If a Credit Event is not determined for any Reference Entity during the term, the certificate is redeemed on the Settlement Date at the Predetermined Cash Amount.

If a Credit Event is determined for one or more Reference Entities and the further Conditions to Settlement are also satisfied, instead of the Predetermined Cash Amount investors receive an amount on the Settlement Date equal to the Cash Amount, including a Recovery Amount equal to a percentage of the relevant Pro Rata Accrued Amount of an affected Reference Entity specified in the Final Terms for each Pro Rata Predetermined Cash Amount of the Reference Entities in respect of which a Credit Event is determined.

The respective Pro Rata Accrued Amount is equal to the weighted Accrued Amount in respect of the relevant Reference Entity. The Accrued Amount is an amount between the Issue Price and the Predetermined Cash Amount which reflects the interest which is contained in the Cash Amount and accrues for the certificate during the term until the occurrence of a Credit Event, and, in the event of a Credit Event not occurring, would be equal to the Predetermined Cash Amount on the

### III. GENERAL INFORMATION ON THE PROGRAMME

scheduled Settlement Date. Therefore the earlier the relevant Credit Event is determined, the lower the Accrued Amount will be.

Investors not only assume the credit risk of the Issuer, but also assume the credit risk of the Reference Entities on a pro-rata basis. In return for assuming these credit risks, investors receive a risk premium from the Issuer which is included in the Cash Amount.

**E. GENERAL DESCRIPTION OF THE UNDERLYING OR REFERENCE ENTITY**

The Securities may relate to shares or equity securities, indices, other securities, commodities, rates of exchange, futures contracts, fund units or shares and/or interest rates.

If the Underlying is an index and this index is composed by the Issuer or a legal entity belonging to Deutsche Bank Group and, at the time of approval, this Base Prospectus does not already contain the description of the index, such description will be included in this Base Prospectus exclusively by a supplement in accordance with § 16 German Securities Prospectus Act (WpPG) which implements Art. 16 of the Prospectus Directive (Directive 2003/71/EC as amended) in connection with Regulation 809/2004 of the European Commission.

If the Underlying is an index, which is provided by a legal entity or a natural person acting in association with, or on behalf of, the Issuer, the governing rules (including the methodology of the index for the selection and the re-balancing of the components of the index and the description of market disruption events and adjustment rules) will be based on predetermined and objective criteria. In addition, the complete set of rules of the index and information on the performance of the index will be freely accessible on the website specified in the relevant Final Terms.

The Final Terms will stipulate the relevant Underlying and specify where information about the relevant Underlying can be found, particularly about its past and future performance and its volatility, and whether the Issuer intends to provide further information about the Underlying.

If the Securities are credit certificates, the Securities relate to one or more Reference Entity/Entities which are specified and described in the relevant Final Terms.

**F. GENERAL INFORMATION ABOUT THE OFFERING OF THE SECURITIES**

**1. Listing and Trading**

Application may be made for admission of the Securities to trading or inclusion in trading on one or more stock exchanges or multilateral trading facilities or markets, including but not limited to the Luxembourg Stock Exchange, the Frankfurt Stock Exchange, the Borsa Italiana, the SIX Swiss Exchange and SIX Structured Products. Securities which are neither admitted to trading nor quoted on any market may also be issued.

The applicable Final Terms will state whether or not the relevant Securities are to be admitted to trading or included in trading and/or listed and, if so, on which stock exchange(s) and/or multilateral trading facility(ies) and/or markets. In addition, the applicable Final Terms will state whether or not the Securities will be publicly offered in connection with their issue.

In the case of admission to trading or inclusion in trading and/or a listing, the applicable Final Terms specify the minimum trading size, if applicable, and contain an estimate of the total costs for admission to trading or inclusion in trading.

**2. Offering of Securities**

The applicable Final Terms will state the details regarding the terms and conditions of the offer of the Securities.

In particular, the following information, if applicable, will be presented in the applicable Final Terms to the extent applicable.

- Total amount of the issue/offer
- Minimum or maximum subscription amount for investors
- Description of the Subscription Period or Offering Period and the early closing of the Subscription Period or Offering Period
- Details of the cancellation of the issuance of the Securities
- Conditions to which the offer is subject
- Description of the application process
- Description of the possibility to reduce subscriptions and manner for refunding excess amounts 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 pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised
- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made
- Amount 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

The applicable Final Terms will state whether the Securities will be offered to the category of qualified investors within the meaning of the Prospectus Directive or the category of non-

qualified investors or both categories and whether the offering of individual tranches is restricted to certain countries.

**3. Fees**

The applicable Final Terms will state, if applicable, the type and amount of fees which the Issuer will pay or charge.

**4. Security Ratings**

Securities to be issued under the programme may or may not be rated. A security rating is not a recommendation to buy, sell, or hold securities, and may be subject to suspension, downgrading, or withdrawal by the rating agency. The applicable Final Terms will specify whether the Securities have a rating and if they do, what rating they have.

**5. Interests of Natural and Legal Persons involved in the Issue**

The Final Terms may contain, if relevant, further information which is material to the offering about interests of natural and legal persons involved in the issue.

**6. Reasons for the Offer, Estimated Net Proceeds and Total Expenses**

The reasons for the offer are making profit and/or hedging certain risks and the net proceeds from the issue of any Securities under this Document will be applied by the Issuer for its general corporate purposes.

If reasons for the offer differ from making profit and/or hedging certain risks, these reasons will be specified in the Final Terms. If the net proceeds of an issue by the Issuer will not be used for its general corporate purposes or if the proceeds are to be used for several purposes, the applicable Final Terms will contain further information, including the intended principal uses and the order of priority of the uses.

In addition, the Final Terms will specify any estimated total costs.

**7. Country Specific Information**

The applicable Final Terms will contain information about any Agents in the country or countries where the Securities are offered.

**8. Yield**

In the case of fixed rate Securities, the Final Terms will specify the yield and include a description of the method for calculating the yield, which is calculated on the Issue Date on the basis of the Issue Price.

**G. DOCUMENTS INCORPORATED BY REFERENCE**

The following document will be incorporated by reference in and forms an integral part of this Base Prospectus:

Eight Supplement to the Registration Document of Deutsche Bank AG dated 27 May 2013 (English version) dated 1 April 2014

<p>8. Supplement to the Registration Document of Deutsche Bank AG dated 27 May 2013 (English version) dated 1 April 2014</p>	<p>Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) Approved by BaFin on 3 April 2014 in accordance with §§ 13, 16 WpPG</p>
<p>Consolidated Financial Statement (IFRS) of Deutsche Bank Group for the financial year ending 31 December 2013 (audited) (English version)</p>	<p>F-VI to F-VI- 485</p>

All other sections in this Eight Supplement dated 1 April 2014 which are not incorporated by reference in this Base Prospectus are not relevant for the investor.

Following the publication of this Base Prospectus, the Issuer may furnish a supplement which is subject to approval by BaFin in accordance with Art. 16 of the Prospectus Directive. Information contained in such supplement (or in a document incorporated by reference) shall be regarded, in the manner applicable (explicitly, implicitly or otherwise), as amendment or substitution of information which is contained in this Base Prospectus or in a document incorporated by reference in this Base Prospectus. Information amended or substituted in such manner shall be regarded as part of the Base Prospectus solely in the form as amended or substituted.

**H. GENERAL INFORMATION**

**1. Authorisation**

The establishment of the Programme and the issue of Securities thereunder have been duly authorised by the competent representatives of Deutsche Bank.

The establishment of the Programme is considered to be in the ordinary course of Deutsche Bank's business and therefore was not authorised by board resolutions.

Deutsche Bank has obtained or will obtain from time to time all necessary consents, approvals and authorisations in connection with the issue and performance of its obligations under the Securities.

**2. Post Issuance Information**

The Issuer does not intend to provide any post-issuance information in relation to any assets underlying any issues of Securities under this programme, except if required by any applicable law or regulation or if indicated in the applicable Final Terms.

**3. Use of Proceeds**

The net proceeds from the issue of any Securities hereunder will be applied by the Issuer for its general corporate purposes. A substantial portion of the proceeds from the issue of certain Securities may be used to hedge market risk with respect to such Securities.

**4. Consent to use of Prospectus**

With respect to Article 3 (2) of the Prospectus Directive the Issuer consents, to the extent and under the conditions, if any, indicated in the relevant Final Terms, to the use of the Prospectus as long as the Prospectus is valid in accordance with Article 9 of the Prospectus Directive and accepts responsibility for the content of the Prospectus also with respect to subsequent resale or final placement of Securities by any financial intermediary which was given consent to use the prospectus.

Such consent may be given to all (general consent) or only one or more (individual consent) specified financial intermediaries, as stated in the Final Terms, and for the following member states, in which the Prospectus has been passported and which will be indicated in the relevant Final Terms: Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, Norway, Poland, Portugal, Spain, Sweden, the Netherlands and the United Kingdom.

Such consent by the Issuer is subject to each dealer and/or financial intermediaries complying with the terms and conditions described in this Prospectus and the relevant Final Terms as well as any applicable selling restrictions. The distribution of this Prospectus, any supplement to this Prospectus, if any, and the relevant Final Terms as well as the offering, sale and delivery of Securities in certain jurisdictions may be restricted by law.

Each dealer and/or each financial intermediary, if any, and/or each person into whose possession this Prospectus, any supplement to this Prospectus, if any, and the relevant Final Terms come are required to inform themselves about and observe any such restrictions. The Issuer reserves the right to withdraw its consent to the use of this Prospectus in relation to certain dealers and/or each financial intermediaries.

**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.**

**If the Final Terms state that the consent to use the Prospectus is given to all financial intermediaries (general consent), any financial intermediary using the Prospectus has to state on its website that it uses the Prospectus in accordance with the consent and the conditions attached thereto.**

**If the Final Terms state that the consent to use the prospectus is given to one or more specified financial intermediaries (individual consent), any new information with respect to financial intermediaries unknown at the time of the approval of the Prospectus or the filing of the Final Terms will be published on the internet page [www.xmarkets.db.com](http://www.xmarkets.db.com).**

**5. Notices concerning the termination of the primary market**

The Issuer will publish any notices regarding the termination of the primary market on the internet page [www.xmarkets.db.com](http://www.xmarkets.db.com) and/or [www.investment-products.db.com](http://www.investment-products.db.com) as part of the information provided for the respective Securities.



## IV. GENERAL CONDITIONS

The following "**General Conditions**" of the Securities must be read in their entirety together with the section "Product Terms" of the relevant Final Terms (the "**Product Terms**") for the relevant series of Securities that shall complete and put in concrete terms the following General Conditions for the purposes of these Securities. Product Terms and General Conditions together constitute the "**Terms and Conditions**" of the relevant Securities. Terms not otherwise defined in these General Conditions shall have the meaning given in the applicable Product Terms. The Terms and Conditions are subject to adjustment in accordance with §6.

### Overview of Terms and Conditions

References in these Terms and Conditions to a numbered Condition denoted by the term "§" are to the section of these General Conditions so numbered. The Securities may be specified in the Product Terms as certificates ("**Certificates**"), notes ("**Notes**") or credit certificates ("**Credit Certificates**"). Where the Securities are Notes, references to a Security shall mean a Security of a Nominal Amount. Where the Securities are Certificates or Credit Certificates, references to a Security shall mean a Security of a single unit or of a Nominal Amount. The applicability of certain provisions depends on whether the Securities are Notes, Certificates or Credit Certificates.

§1	<b>Principal obligation:</b> Entitlement of a Securityholder to receive Cash Settlement and/or Physical Delivery.
§2	<b>Exercise and Redemption:</b> Exercise of Certificates or Credit Certificates including the exercise procedure and redemption of Notes.
§3	<b>Settlement:</b> Settlement of a Security, whether cash or physical settlement.
§4	<b>Coupon:</b> Payment of Coupons.
§5	<b>Market Disruptions and non-Trading Day:</b> What constitutes a Market Disruption and the impact of a Market Disruption and non-Trading Day on the Securities.
§6	<b>Adjustment Events and Adjustment/Termination Events, Succession Events and Substitute Reference Obligation:</b> What constitutes an Adjustment Event or an Adjustment/Termination Event and possible adjustments to the Securities by the Calculation Agent or early termination of the Securities on the occurrence of such event and what constitutes a Succession Event and description of the effects of a Succession Event and Replacement of a Reference Obligation.
§7	<b>Form of Securities, Transferability, Status, Securityholders:</b> Form of the Securities, their transferability and status, and holders of Securities.
§8 and §9	<b>Agents and Calculation Agent:</b> The appointment of Agents, the role of the Calculation Agent and determinations by the Calculation Agent.
§10 and §11	<b>Taxation and Presentation Period and Limitation:</b> Taxation, presentation and the limitation period for any claim, in respect of payments under the Securities.
§12	<b>Events of Default:</b> What constitutes an Event of Default, as a result of which the Securities may become subject to repayment.
§13	<b>Substitution of Issuer and Branch:</b> Substitution of an Issuer or a branch of the Issuer.
§14 and §15	<b>Purchases of Securities and Further Issuances of Securities:</b> The right of the Issuer to purchase Securities and to issue further Securities.
§16	<b>Notices:</b> The delivery of notices to Securityholders.
§17	<b>Redenomination:</b> The redenomination of the Securities in euro.
§18	<b>Modifications:</b> Power of the Issuer to modify the Terms and Conditions.
§19 and §20	<b>Severability, Governing Law and Place of Jurisdiction:</b> The way in which the Terms and Conditions should be read if any part is unenforceable or invalid and the governing law and jurisdiction of the Securities.

<b>§21</b>	<b>Portuguese Securities</b>
<b>Annex 1</b>	Form of Exercise Notice
<b>Annex 2</b>	Form of Delivery Notice
<b>Annex 3</b>	Form of Renouncement Notice
<b>INDEX OF DEFINITIONS</b>	An index of defined terms

**§1 Principal obligation**

(1) Each security (each a "**Security**"), belonging to a series (each a "**Series**") of Securities identified by its ISIN, where the Security is, in the Product Terms, specified to be a Certificate or Credit Certificate, entitles its holder (each a "**Securityholder**") to receive from the Issuer, or where the Security is specified to be a Note, will be redeemed by the Issuer in respect of each Nominal Amount, as specified in the Product Terms, by:

- (a) where Settlement means Cash Settlement, payment of the Cash Amount to each relevant Securityholder; and/or
- (b) where Settlement means Physical Delivery, delivery of the Physical Delivery Amount to each relevant Securityholder.

(2) (a) Where Cash Settlement applies:

The Cash Amount will be rounded to the nearest two decimal places in the Settlement Currency, 0.005 being rounded downwards or if the Settlement Currency is Japanese yen rounded down to the nearest yen.

(b) Where Physical Delivery applies:

For each type of Physical Delivery Unit included in a Physical Delivery Amount, the number of the Physical Delivery Units to be delivered in this Physical Delivery Amount will be rounded down to the nearest whole number. Securities belonging to the same Securityholder shall, unless Aggregation is specified not to apply in the Product Terms, be aggregated for purposes of determining the relevant number of Physical Delivery Units to be delivered, provided that the aggregate number, in respect of the same Securityholder, will be rounded down to the nearest whole number. Fractional amounts are not delivered. In case of a rounding down to a whole number in accordance with the provisions above, an amount (the "**Adjustment Amount**") in the Settlement Currency will be paid which, unless otherwise specified in the Product Terms, shall be equal to the product of the remaining fraction and the relevant Final Reference Level or, if the Physical Delivery Amount refers to Basket Constituents, the sum of the products of the remaining fraction of each Physical Delivery Unit and the relevant Basket Constituent Level, in each case in respect of the relevant Valuation Date and, if currency exchange or Basket Currency Exchange is specified to apply in the Product Terms, each resulting amount being converted into the Settlement Currency at the Exchange Rate in respect of the last occurring Valuation Date.

(3) **Definitions in respect of §1 and, if applicable, other Terms and Conditions:**

*Cash Settlement*

- (a) "**Cash Amount**" means an amount calculated as provided under the heading "Cash Amount" in the Product Terms and which shall not be less than zero.

*Physical Delivery*

- (b) "**Physical Delivery Clearing System**" means, in respect of a Physical Delivery Unit, the clearing system specified as such in the Product Terms or if none is specified, the principal clearance system customarily used for settling trades in

such Physical Delivery Unit on the Settlement Date, or any successor to such clearance system as determined by the Calculation Agent.

- (c) **"Physical Delivery Amount"** is as specified in the Product Terms, or if none is specified, in respect of each type of Physical Delivery Unit, a number of the relevant Physical Delivery Units specified in the Product Terms multiplied, where applicable, by the Multiplier and, where the Physical Delivery Amount comprises Basket Constituents, the Basket Constituent Weight for the relevant Basket Constituent (as specified in the Product Terms).
- (d) **"Physical Delivery Unit"** means the number of units of the relevant asset as specified in the Product Terms.

*Basket Constituents*

- (e) **"Basket Constituent"** means, if applicable, each of the assets or reference bases specified under the heading "Underlying" in the Product Terms to be included in the Basket.
- (f) **"Basket Constituent Currency"** means in relation to each Basket Constituent the currency specified for such Basket Constituent under the heading "Underlying" in the Product Terms.
- (g) **"Basket Constituent Level"** means in respect of a Basket Constituent and any day, unless otherwise specified in the Product Terms, an amount equal to the price or level of the Basket Constituent determined at the time on such day and in the manner specified as "Relevant Basket Constituent Value" under the heading "Underlying" in the Product Terms, all as determined by the Calculation Agent.
- (h) **"Basket Constituent Percentage Weight"** means, in relation to each Basket Constituent and (if Portfolio is specified to be applicable in the Product Terms) a Portfolio, a number for such Basket Constituent and (if Portfolio is specified to be applicable in the Product Terms) such Portfolio specified as "Basket Constituent Percentage Weight" under the heading "Underlying" in the Product Terms.
- (i) **"Basket Constituent Weight"** means, in relation to each Basket Constituent, the number specified as "Basket Constituent Weight" under the heading "Underlying" in the Product Terms, or, if not so specified, the quotient of:
  - (i) 1. if Basket Currency Exchange is not specified to apply in the Product Terms, the relevant Basket Constituent Percentage Weight (as numerator); or
  - 2. if Basket Currency Exchange is specified to apply in the Product Terms, the product of (as numerator):
    - a. the relevant Basket Constituent Percentage Weight; and
    - b. the Exchange Rate for converting the Basket Constituent Currency of such Basket Constituent into the Settlement Currency on the Basket Constituent Relevant Exchange Date for the relevant Basket Constituent; and
  - (ii) the Basket Constituent Level on the Initial Valuation Date (as denominator).

*General*

(j) **"Business Day"** means, subject to it not being specified otherwise in the Product Terms, a day (a) on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System is open, (b) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in the business day location(s) specified in the Product Terms, and (c) on which each Clearing Agent is open for business and (d) if applicable, for the purposes of making any delivery of a Physical Delivery Unit, a day on which each relevant Physical Delivery Clearing System is open for business. Saturday and Sunday are not considered Business Days.

(k) **"Clearing Agent"** means,

- (i) unless the sub-paragraphs (ii) to (viii) apply, the entity specified as such in the Product Terms or, if not specified there, means Clearstream Banking AG, Mergenthalerallee 61, 65760 Eschborn, Germany;
- (ii) if the Securities are specified in the Product Terms to be Italian Securities, Monte Titoli S.p.A., Piazza degli Affari, 6. I-20123 Milan, Italy;
- (iii) if the Securities are specified in the Product Terms to be Portuguese Securities, Interbolsa, Avenida da Boavista, n.º 3433, 4100-138 Porto, Portugal;
- (iv) if the Securities are specified in the Product Terms to be French Securities, Euroclear France S.A. (acting as central depository) located in 115 rue Réaumur, 75081 Paris Cedex 02, France;
- (v) if the Securities are specified in the Product Terms to be Spanish Listed Securities, *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal ("Iberclear")*, Palacio de la Bolsa Plaza de la Lealtad, 1 ES-28014 Madrid, Spain, as managing entity of the central registry of the Spanish Securities;
- (vi) if the Securities are specified in the Product Terms to be Swedish Securities, Euroclear Sweden AB (formerly known as VPC AB), P.O. Box 191, Klarabergviadukten 63, 101 23 Stockholm, Sweden;
- (vii) if the Securities are specified in the Product Terms to be Finnish Securities, Euroclear Finland Ltd. (formerly known as Suomen Arvopaperikeskus Oy), P.O. Box 1110, FI-00101 Helsinki, Finland, or
- (viii) if the Securities are specified in the Product Terms to be Norwegian Securities, Verdipapirsentralen ASA, PO Box 4, 0051 Oslo, Norway,

and in each case such further or alternative clearing agent(s) or clearance system(s) as may be approved by the Issuer from time to time and notified to the Securityholders in accordance with §16 (and the term Clearing Agent will include any depository holding the Global Security on behalf of a Clearing Agent).

(l) **"Exchange Rate"**, if relevant, means in respect of any day, unless otherwise specified in the Product Terms, the exchange rate prevailing at the Relevant Exchange Time as specified in the Product Terms (or at such time approximate

thereto as the Calculation Agent determines to be practicable) on such day between (i) the Reference Currency and the Settlement Currency or (ii) the Basket Constituent Currency and the Reference Currency or Settlement Currency, as the case may be (expressed as the number of units of the Reference Currency or Basket Constituent Currency, as applicable, or a fraction thereof required to buy one unit of the Settlement Currency or Reference Currency, as applicable) as determined by the Calculation Agent by reference to such source(s) as the Calculation Agent may reasonably determine to be appropriate at such time.

- (m) **"Final Reference Level"** is as defined in the Product Terms.
- (n) **"French Securities"** means any Securities which are specified in the applicable Final Terms to be French Securities.
- (o) **"Initial Valuation Date"** is as specified in the Product Terms.
- (p) **"Interbolsa"** means *Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A.*, as management company of the Portuguese securities centralised system *Central de Valores Mobiliários ("CVM")*.
- (q) **"Issuer"** means Deutsche Bank AG. The Issuer may act through its head office in Frankfurt or through its branch offices in London ("**Deutsche Bank AG, London Branch**"), Milan ("**Deutsche Bank AG, Milan Branch**"), Portugal ("**Deutsche Bank AG, Sucursal em Portugal**") or Spain ("**Deutsche Bank AG, Sucursal en España**"), as specified in the Product Terms.
- (r) **"Multiplier"** is as specified in the Product Terms.
- (s) **"Settlement"** means cash settlement and/or physical delivery, as specified in the Product Terms or, if not specified there, means cash settlement.
- (t) **"Settlement Currency"** is as defined in the Product Terms.
- (u) **"Spanish Securities"** means any Securities which are specified in the applicable Product Terms to be either Spanish Securities (Global Security) or Spanish Listed Securities.
- (v) **"Trading Day"** means:
  1. if the Underlying is, in the Product Terms, not specified to be a Basket or if it is specified to be a Basket and Separate Reference Item Determination is specified to be applicable in the Product Terms, (i) in respect of a Reference Item for which the Reference Source is an exchange, trading system or quotation system and which is not specified to be a Multi-Exchange Index, a day on which the relevant Reference Source and the relevant Related Exchange, if any, in respect of such Reference Item are scheduled to be open for trading during their respective regular trading session(s), (ii) in respect of a Reference Item specified to be a Multi-Exchange Index, a day on which (aa) the relevant Index Sponsor is scheduled to publish the level of such Reference Item and (bb) each Related Exchange, if any, is scheduled to be open for trading during its regular trading session in respect of such Reference Item and (iii) in respect of a Reference Item which is not specified to be a Multi-Exchange Index and for which the Reference Source is not an exchange, trading system or quotation system, a day on which commercial

banks and foreign exchange markets are open in the country(ies) where each Reference Source in respect of such Reference Item is located, and (iv) in respect of a Reference Item specified to be a Fund Share and if Fund Business Day is specified as applicable in the Product Terms, each day on which the net asset value of such Fund Share will be published and subscriptions and redemptions of such Fund Shares may be effected; or

2. if the Underlying is specified in the Product Terms to be a Basket and "Separate Reference Item Determination" is not specified to be applicable in the Product Terms, a day which is (i) in respect of each Reference Item for which the Reference Source is an exchange, trading system or quotation system and which is not specified to be a Multi-Exchange Index, a day on which the Reference Source and Related Exchange, if any, in respect of each such Reference Item are scheduled to be open for trading during their respective regular trading session(s); (ii) in respect of each Reference Item specified to be a Multi-Exchange Index, a day on which (aa) the Index Sponsor is scheduled to publish the level of each such Reference Item and (bb) each Related Exchange, if any, for each such Reference Item is scheduled to be open for trading during its regular trading session in respect of each such Reference Item and (iii) in respect of each Reference Item which is not specified to be a Multi-Exchange Index and for which the Reference Source is not an exchange, trading system or quotation system, a day on which commercial banks and foreign exchange markets are open in the country(ies) where each Reference Source in respect of each such Reference Item is located and (iv) in respect of a Reference Item specified to be a Fund Share and if Fund Business Day is specified as applicable in the Product Terms, each day on which the net asset value of such Fund Share will be published and subscriptions and redemptions of such Fund Shares may be effected.

- (w) "**Underlying**" is as specified under the heading "Underlying" in the Product Terms.
- (x) "**Valuation Date**" is as defined in the Product Terms subject to adjustment in accordance with **§5(1)**.

#### *Credit Certificates*

- (y) "**Credit Event**" means, as specified in the Product Terms, Bankruptcy and/or Failure to Pay in relation to Borrowed Money and/or Restructuring of Borrowed Money and/or Repudiation/Moratorium in relation to Borrowed Money:
  - (i) "**Bankruptcy**" means all possible forms of insolvency, bankruptcy, liquidation or composition proceedings or any type of proceedings that precedes one of these proceedings in the different countries or jurisdictions or sequestration of a Reference Entity's assets as well as the Reference Entity's insolvency or inability to pay its debts under the applicable laws of the relevant jurisdiction. Bankruptcy means in particular:
    1. the Reference Entity is unable to pay its debts or becomes insolvent, is dissolved or becomes subject to the appointment of an administrator, liquidator, trustee or similar official for it or for its assets, or a secured party takes possession of the Reference Entity's assets;

2. the Reference Entity makes a composition with or for the benefit of its creditors;
  3. the Reference Entity is subject to the commencement against it of a proceeding seeking a judgement of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding up or liquidation; or
  4. the Reference Entity is subject to any event with respect to it which, under the applicable rules of the relevant jurisdiction, has an analogous effect to that of the cases described above.
- (ii) **"Failure to Pay in relation to Borrowed Money"** means the failure by the Reference Entity to make, when and where due, any payments in an aggregate amount of not less than USD 1,000,000 or its equivalent in the currency of the relevant obligation at the time of the occurrence of the Credit Event under any obligation of the Reference Entity.
- (iii) **"Restructuring of Borrowed Money"** means that obligations of the Reference Entity in an aggregate amount of not less than USD 10,000,000 or its equivalent in the currency of the relevant obligation at the time of the occurrence of the Credit Event are restructured or reduced, which results in
1. a reduction in the amount of principal, premium payments or the interest rate, interest amount or the interest payable or
  2. a postponement or other deferral of a date or dates for either the payment or accrual of interest or the payment of principal or premium or
  3. a change in the ranking in priority of payment of any obligation causing the subordination of such obligation to any other obligation or
  4. a change in the currency of obligations to a currency that is neither (1) the legal tender of any G7 country nor (2) the legal tender of any country which, as of the date of such change, is a member of the Organisation for Economic Co-operation and Development and which has the highest local currency long-term debt rating assigned to it by one of the three leading rating agencies (or any successor agencies) (at least AAA if rated by Standard & Poor's, a division of The McGraw-Hill Companies, Inc.; at least Aaa if rated by Moody's Investors Service or at least AAA if rated by Fitch Ratings), unless one of the aforementioned changes does not occur due to a deterioration of the Reference Entity's creditworthiness or financial condition.

***None of the following shall constitute a Restructuring***

1. a restructuring or reduction due to an administrative adjustment, accounting adjustment, tax adjustment or other technical adjustment occurring in the ordinary course of business, or



2. a restructuring or reduction due to circumstances that are neither directly nor indirectly related to a deterioration in the Reference Entity's creditworthiness or financial condition.
- (iv) **"Repudiation/Moratorium in relation to Borrowed Money"** means the occurrence of both of the following events:
1. the Reference Entity or a governmental authority repudiates obligations in an aggregate amount of not less than USD 10,000,000 or its equivalent in the currency of the relevant obligation, or disclaims, in whole or in part, their fulfilment or rejects or challenges them; or imposes a moratorium, standstill, roll-over or deferral with respect to obligations and
  2. a Failure to Pay in relation to Borrowed Money or a Restructuring of Borrowed Money, determined without regard to any threshold, with respect to any such obligation occurs on or prior to the next scheduled payment date of the respective obligations.
- (v) The term **"Borrowed Money"** that applies to the Credit Events Failure to Pay in relation to Borrowed Money and/or Restructuring of Borrowed Money and/or Repudiation/Moratorium in relation to Borrowed Money means any obligation of the Reference Entity for the payment or repayment of borrowed money (which term shall include, without limitation, deposits and reimbursement obligations arising from drawings pursuant to letters of credit) as well as guarantees of a Reference Entity in respect of such obligations.
- (vi) **"Reference Entity"** is as specified under the heading "Reference Entity" in the Product Terms.
- (z) **"Satisfaction of the Conditions to Settlement"** means
- (i) the Issuer gives notice in accordance with §16 of the General Conditions that an ISDA Credit Derivatives Determinations Committee or the Calculation Agent has determined the occurrence of one or several Credit Events in relation to the or a Reference Entity;
  - (ii) with the exception of Repudiation/Moratorium in relation to Borrowed Money, the determined Credit Event has occurred during the term of the Securities, i.e. on the Issue Date at the earliest and on the Settlement Date at the latest.

If, according to the Product Terms, an Extension of the Period for Determining a Credit Event applies, in the event of a preceding Potential Credit Event the determination of a Credit Event can also be made after the Settlement Date, but no later than the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If, according to the Product Terms, a Repudiation/Moratorium in relation to Borrowed Money is specified as a Credit Event, the determination of a Credit Event in the event of a Potential Repudiation/Moratorium can still be made up to six months after the Settlement Date. Provided that a Potential Credit Event occurs in this six-month period, the determination of a Credit Event

may still be made after the end of a period of six months after the Settlement Date, but no later than the calendar day after the end of a period of six months following the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

- (iii) if occurrence of the Credit Event has been determined by an ISDA Credit Derivatives Determinations Committee, the notice pursuant to (i) has been given one calendar day before realisation of the auction, if any, at the latest.
- (iv) A "**Potential Credit Event**" means (i) a request has been made to ISDA for a decision regarding the occurrence of a Credit Event during the term of the Credit Certificates by an ISDA Credit Derivatives Determinations Committee, or (ii) the Calculation Agent has requested market participants to provide an opinion concerning the possible occurrence of a Credit Event during the term of the Credit Certificates.
- (v) "**Potential Repudiation/Moratorium**" means the Reference Entity or a governmental authority on or prior to the Settlement Date has repudiated obligations or disclaimed, in whole or in part, their fulfilment, or rejected or challenged them, or has imposed a moratorium, standstill, roll-over or deferral with respect to obligations, and the Issuer reasonably takes the view that an event may occur causing an ISDA Credit Derivatives Determinations Committee or, as the case may be, the Calculation Agent, based on the opinion of market participants, to determine a Credit Event in the form of a Repudiation/Moratorium in relation to Borrowed Money.

The Issuer is not obliged to satisfy the Conditions to Settlement by giving notice of the determination of the occurrence of a Credit Event in a timely manner.

**§2 Exercise and Redemption****(1) General**

The obligation described in **§1(1)** falls due on the Settlement Date (as specified in the Product Terms) when the Security is duly exercised (in the case of Certificates and Credit Certificates) or redeemed (in the case of Notes) in each case subject to **§5** and **§6**.

**(2) Exercise of Certificates and Credit Certificates**

If the Securities are Certificates or Credit Certificates, this para. (2) shall apply:

**(a) Delivery of an Exercise Notice**

Each Security, unless previously redeemed or purchased and cancelled and subject to as provided in the Terms and Conditions, is exercisable on any Exercise Date by delivery of an Exercise Notice at or before 10.00 a.m. Central European Time to the Principal Agent, with a copy to the relevant Clearing Agent, and, with respect to French Securities, the relevant Account Holder. An Exercise Notice delivered after such time shall become effective on the following Exercise Date, if any.

As used here in:

**(i) "Exercise Date" means**

- if European Style has been specified to apply in the Product Terms, the day specified under the heading "Exercise Date" in the Product Terms or, if such day is not a Business Day, the next following Business Day;
- if American Style has been specified to apply in the Product Terms, each Business Day during the Exercise Period; and
- if Bermudan Style has been specified to apply in the Product Terms, each of the days specified under the heading "Exercise Date" in the Product Terms or, if any such day is not a Business Day, the next following Business Day.

**(ii) "Exercise Period" is as defined in the Product Terms.****(b) Automatic Exercise**

- (i) Unless sub-paragraph (ii) applies and if Automatic Exercise is specified to apply in the Product Terms, the Securities will be exercised automatically on the last occurring Exercise Date, and a Securityholder will not be required to complete an Exercise Notice. Such automatic exercise will only occur if a Cash Amount greater than zero would be payable to the Securityholder.

However, if Automatic Exercise has not been specified to apply in the Product Terms, any exercisable Security not exercised by the last occurring Exercise Date shall expire worthless on such day and the Issuer shall have no further obligations in respect of any such Security.

- (ii) If the Securities are specified in the Product Terms to be Portuguese Securities the Securities will be exercised automatically on the last occurring Exercise Date, and a Securityholder will not be required to complete an

Exercise Notice. Such automatic exercise will only occur if a Cash Amount greater than zero would be payable to the Securityholder.

(c) **Renouncement Notice for Italian Listed Securities**

If the Securities are specified in the Product Terms to be Italian Securities which are listed and admitted to trading on an Italian regulated market or any Italian multilateral trading facility so requiring, as the case may be (the "**Italian Listed Securities**") the Securities will be exercised automatically on the Exercise Date. However prior to the Renouncement Notice cut-off time specified in the Product Terms (the "**Renouncement Notice Cut-Off Time**"), each Securityholder may renounce Automatic Exercise of the relevant Italian Listed Security(ies) by the delivery or sending by fax of a duly completed renouncement notice substantially in the form set out in Annex 3 (A), Annex 3 (B), or Annex 3 (C) as applicable, to the Terms and Conditions (the "**Renouncement Notice**") in accordance with the rules of the Borsa Italiana, applicable from time to time, to the Agent in Italy, with a copy to the Issuer and, if the Governing Law is specified to be German Law in the Product Terms, also with a copy to the Securityholder's financial intermediary account holder at Monte Titoli. Once delivered a Renouncement Notice shall be irrevocable and may not be withdrawn. If a duly completed Renouncement Notice is validly delivered prior to the Renouncement Notice Cut-Off Time, the relevant Securityholder will not be entitled to receive any amounts payable by the Issuer in respect of relevant Italian Listed Securities and the Issuer shall have no further liability in respect of such Italian Listed Securities.

After delivery of a Renouncement Notice, the relevant Securityholder may not transfer the relevant Italian Listed Securities which are the subject of such Renouncement Notice.

Any determination as to whether a Renouncement Notice is duly completed and in proper form shall be made by the Agent in Italy, in its reasonable discretion, and shall be conclusive and binding on the Issuer, the Agents and the relevant Securityholder. Subject to as set out below, any Renouncement Notice so determined to be incomplete or not in proper form shall be null and void. If such Renouncement Notice is subsequently corrected to the satisfaction of the Agent in Italy, it shall be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Agent in Italy.

In the event that a Securityholder does not execute, where applicable, a duly completed Renouncement Notice in accordance with the provisions hereof, the relevant Italian Listed Securities shall be exercised automatically and shall be repaid in the manner set out herein, and the Issuer's obligations in respect of such Italian Listed Securities shall be discharged and no further liability in respect thereof shall attach to the Issuer.

(d) **Uncertificated Securities by SIX SIS AG**

If the Securities are specified in the Product Terms to be Uncertificated Securities by SIX SIS AG ("**Uncertificated SIS Securities**"), a copy of an Exercise Notice to the relevant Clearing Agent is not required.

(e) **Form of Exercise Notice**

"**Exercise Notice**" unless otherwise provided in the Product Terms is a notice of a Securityholder substantially in the form set out in Annex 1 to the Terms and Conditions which declares the exercise of one or more Securities and:

- (i) specifies the number of the Securities which are the subject of such notice;
- (ii) specifies the number of the account with the relevant Clearing Agent to be debited with such Securities and irrevocably instructs and authorises the relevant Clearing Agent to debit on or before the Settlement Date such account with such Securities, and authorises the Principal Agent to so direct the relevant Clearing Agent on behalf of the relevant Securityholder;
- (iii) specifies the number of the account at the relevant Clearing Agent to be credited with any cash amounts payable;
- (iv) in the case of Physical Delivery, includes account details at each relevant Physical Delivery Clearing System ("**Delivery Details**");
- (v) includes an undertaking to pay all Securityholder Expenses in accordance with **§2(5)** and the aggregate Strike and any other cash amounts, if applicable, payable to the Issuer in connection with the exercise and settlement of the relevant Securities and irrevocably instructs the relevant Clearing Agent to deduct an amount(s) in respect thereof from any cash amounts due as referred to in (iii) above and/or to debit a specified account with the relevant Clearing Agent with any such amounts in each case on or after the Exercise Date, and authorises the Principal Agent to so direct the relevant Clearing Agent on behalf of the relevant Securityholder;
- (vi) certifies that neither the Securityholder nor any person on whose behalf the Securities are being exercised is a U.S. person or a person within the United States, and that no cash, and in the case of a physical delivery of an Underlying, no securities or other property have been or will be transferred in the United States or to, or for the account or benefit of, a U.S. person in connection with any exercise thereof. As used herein, "U.S. person" means either a U.S. person as defined in Regulation S under the United States Securities Act of 1933, as amended, or a person who does not come within the definition of a non-United States person under Rule 4.7 of the United States Commodity Exchange Act, as amended; and
- (vii) authorises the production of such notice in any applicable administrative or legal proceedings.

If the Securities are specified in the Product Terms to be Portuguese Securities any reference to Clearing Agent in the sub-paragraphs (ii), (iii) and (v) above shall instead be read as reference to the relevant Affiliate Member of Interbolsa.

If the Securities are specified in the Product Terms to be French Securities any reference to Clearing Agent in the sub-paragraphs (ii), (iii) and (v) above shall be read as reference to the relevant Account Holder.

If the Securities are specified in the Product Terms to be Uncertificated SIS Securities, the sub-paragraphs (i) to (vii) above apply as follows in the following points:

- (viii) the Exercise Notice irrevocably entitles the bank of the Securityholder to transfer the exercised Securities to the Principal Agent;
- (ix) the Exercise Notice specifies the number of the account to be credited with any cash amounts payable;
- (x) where Physical Delivery applies, the Exercise Notice specifies the accounts to which Physical Delivery is to be made ("**Delivery Details**").

(f) **Delivery Notice**

If Automatic Exercise is specified to apply in the Product Terms and if Physical Delivery applies, unless "Delivery Notice" is specified not to apply in the Product Terms or the relevant Securities are otherwise exercised by the Securityholder, in order to obtain delivery of the Physical Delivery Amount, a duly completed Delivery Notice must be delivered by the Securityholder to the Principal Agent, with a copy to the relevant Clearing Agent and, with respect to French Securities, the relevant Account Holder, at or before 10.00 a.m. Central European Time on the last occurring Exercise Date. If a Delivery Notice is delivered after such time, Physical Delivery shall occur as soon as reasonably practicable following the Settlement Date provided that if a Delivery Notice has not been so delivered and copied with respect to a Security at or prior to 10.00 a.m. Central European Time on the thirtieth calendar day after the Settlement Date, then the holder of such Security shall have no right to receive the Physical Delivery Amount in respect of such Security and the Issuer's obligation in respect of such Security shall be cancelled. "**Delivery Notice**" means a notice of a Securityholder substantially in the form set out in Annex 2 which is as further described in para.(3) below.

(g) **Exercise of Redemption Right and Exercise following a Barrier Event or Redemption Event**

The exercise by the Issuer of the Redemption Right (if applicable) shall prevent any automatic exercise of Securities in accordance with para. (b) above, but shall not prevent Securityholders from exercising Securities on any Exercise Date up to but excluding the second Business Day prior to the Redemption Date. Any delivery of an Exercise Notice on or after such Business Day shall be void. Following a Barrier Event or Redemption Event, however, the Securities may no longer be exercised either automatically or by delivery of an Exercise Notice.

(h) **Minimum or Maximum Exercise Amount**

Where a Minimum Exercise Amount has been specified to apply in the Product Terms, the number of Securities exercised on any Exercise Date by a Securityholder, as determined by the Calculation Agent, must not be less than such Minimum Exercise Amount or, if a number in excess of the Minimum Exercise Amount and if an Integral Exercise Amount has been specified in the Product Terms, an integral multiple of the Integral Exercise Amount. Any purported exercise of Securities in breach of this provision shall be void and of no effect.

Where a Maximum Exercise Amount has been specified in the Product Terms, if the Calculation Agent determines that the number of Securities being exercised on any Exercise Date by any Securityholder or a group of Securityholders (whether or not acting in concert) exceeds such Maximum Exercise Amount (a number equal to the Maximum Exercise Amount being the "**Quota**"), the Issuer may deem the Exercise Date for the first Quota of such Securities, selected on the basis of the

chronological order in which the relevant Exercise Notices have been delivered, to be such day and the Exercise Date for each additional Quota of such Securities (and any remaining number thereof), selected in the same way as above, to be each of the succeeding Exercise Dates until all such Securities have been attributed with an Exercise Date, provided, however, that for any such Securities for which the Exercise Date would thereby fall after the last occurring Exercise Date, such last occurring Exercise Date shall be the Exercise Date. In any case where more than the Quota of Securities are exercised on the same day by Securityholder(s), the determination of the chronological order of settlement in respect of such Securities shall be at the reasonable discretion of the Issuer.

As used here in:

- (i) **"Integral Exercise Amount"** is as specified in the Product Terms.
- (ii) **"Maximum Exercise Amount"** is as specified in the Product Terms.
- (iii) **"Minimum Exercise Amount"** is as specified in the Product Terms.

(3) **Maturity with Credit Certificates**

If the Securities are Credit Certificates, this para. (3) shall apply:

The Credit Certificates are redeemed on the Settlement Date at the Cash Amount subject to the provisions of this paragraph (3).

In the event of an extension or postponement in accordance with this paragraph (3), the redemption takes place on the Final Redemption Date at the Final Cash Amount.

**Credit Certificates which are linked to a basket of Reference Entities**

- (a) If, according to the Product Terms, an Extension of the Period for Determining a Credit Event applies, in the case of a preceding Potential Credit Event or, if applicable, if the ISDA Credit Derivatives Determinations Committee or, as the case may be, the Calculation Agent has already determined a Credit Event, but the calculation of the Settlement Amount or the Recovery Amount has not yet been finalised, the Issuer is entitled to extend the period in which the occurrence of a Credit Event can be determined and, if applicable, in which the Settlement Amount or Recovery Amount can be calculated, and to postpone payment of the Cash Amount with respect to the Pro Rata Nominal Amounts of the affected Reference Entities beyond the Settlement Date, but to no later than the calendar day after the Settlement Date specified under *Extension of the Period for Determining a Credit Event* in the Product Terms.

If, following a (partial) postponement due to a Potential Credit Event, the occurrence of a Credit Event was not determined and the Conditions to Settlement have not been satisfied, the Credit Certificates will bear interest with respect to the Pro Rata Nominal Amounts of the affected Reference Entities from and including the Settlement Date up to but excluding the redemption date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

- (b) If the Credit Certificates are linked to a basket of Reference Entities with (at least) one country as Reference Entity and if, according to the Product Terms, a Repudiation/Moratorium in relation to Borrowed Money is specified as a Credit

Event, the Issuer is entitled to postpone the period during which a Credit Event can occur by six months beyond the Settlement Date in the case of a Potential Repudiation/Moratorium. If the conditions for a Potential Credit Event are satisfied during the period of six months, or if only the Settlement Amount or the Recovery Amount with respect to at least one of the affected Reference Entities has not been determined during this period, then the Issuer shall be entitled to extend beyond the end of the six-month period the period during which a Credit Event can be determined or, if applicable, the Settlement Amount or the Recovery Amount can be calculated, but to no later than the calendar day after the end of a period of six months following the Settlement Date specified under *Extension of the Period for Determining a Credit Event* in the Product Terms.

If occurrence of a Credit Event in the form of a Repudiation/Moratorium has been determined and the Conditions to Settlement have been satisfied in respect of the affected Reference Entity and, if applicable, a Settlement Amount or Recovery Amount has also been calculated during the six-month period, the Credit Certificates will be redeemed with respect to the Pro Rata Nominal Amounts of the affected Reference Entities on the second Business Day following the determination of the Settlement Amount or the Recovery Amount or following notification by the Issuer at the Final Redemption Amount pursuant to §1(3)(z)(i) on the determination of the occurrence of a Credit Event.

If, in the determination of the Calculation Agent, occurrence of a Credit Event in the form of a Repudiation/Moratorium has not been determined during the six-month period, the notes will be redeemed at the Pro Rata Nominal Amounts of the affected Reference Entities plus interest on the second Business Day following the end of the six-month period and no loss shall be attached to the Securityholders with respect to such Potential Repudiation/Moratorium.

#### **Credit Certificates which are linked to a single Reference Entity**

- (a) If, according to the Product Terms, an Extension of the Period for Determining a Credit Event applies, in the case of a preceding Potential Credit Event or, if applicable, if the ISDA Credit Derivatives Determinations Committee or, as the case may be, the Calculation Agent has already determined a Credit Event, but the calculation of the Settlement Amount or the Recovery Amount has not yet been finalised, the Issuer is entitled to extend the period in which the occurrence of a Credit Event can be determined and, if applicable, in which the Settlement Amount or Recovery Amount can be calculated, and to postpone payment of the Cash Amount beyond the Settlement Date, but to no later than the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If, following a postponement due to a Potential Credit Event, the occurrence of a Credit Event was not determined and the Conditions to Settlement have not been satisfied, the Credit Certificates will bear interest from and including the Settlement Date up to but excluding the redemption date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

- (b) If the Reference Entity is a country and if, according to the Product Terms, a Repudiation/Moratorium in relation to Borrowed Money is specified as a Credit Event, the Issuer is entitled to postpone the period during which a Credit Event can occur by six months beyond the Settlement Date in the case of a Potential Repudiation/Moratorium.



If the occurrence of a Credit Event in the form of a Repudiation/Moratorium is determined and if the Conditions to Settlement in relation to the Reference Entity are satisfied and, if applicable, a Settlement Amount or Recovery Amount has also been calculated within the six-month period, the Credit Certificates are redeemed at the Final Redemption Amount on the Final Redemption Date.

If, in the determination of the Calculation Agent, occurrence of a Credit Event in the form of a Repudiation/Moratorium has not been determined during the six-month period, the Credit Certificates will be redeemed at the nominal amount plus interest on the second Business Day following the end of the six-month period and no loss shall be attached to the Securityholders with respect to such Potential Repudiation/Moratorium.

The Issuer notifies the Securityholders of any (if applicable partial) postponement of redemption of the Credit Certificates pursuant to §16 of the General Conditions.

(4) **Redemption of Notes**

If the Securities are Notes and if it is specified in the Product Terms that a Securityholder may elect either Cash Settlement or Physical Delivery, in order to obtain delivery of the Physical Delivery Amount in respect of a Security, the Securityholder must deliver to the Principal Agent, with a copy to the relevant Clearing Agent, not later than the close of business in each place of receipt on the Cut-off Date specified in the Product Terms, a duly completed Delivery Notice. If a Delivery Notice is delivered after such time, Physical Delivery shall occur as soon as reasonably practicable following the Settlement Date provided that if a Delivery Notice has not been so delivered and copied with respect to a Security by close of business in each place of receipt on the thirtieth calendar day after the Settlement Date, then the holder of such Security shall have no right to receive the Physical Delivery Amount in respect of such Security and the Issuer's obligation in respect of such Security shall be cancelled.

As used here in:

- (a) **"Cut-off Date"** is as specified in the Product Terms.
- (b) **"Delivery Notice"** unless otherwise provided in the Final Terms is a notice of a Securityholder substantially in the form set out in Annex 2 to the Terms and Conditions which:
  - (i) specifies the number of the Securities which are the subject of such notice;
  - (ii) specifies the number of the account with the relevant Clearing Agent to be debited with such Securities and irrevocably instructs and authorises the relevant Clearing Agent to debit on or before the Settlement Date such account with such Securities, and authorises the Principal Agent to so direct the relevant Clearing Agent on behalf of the relevant Securityholder;
  - (iii) includes account details at each relevant Physical Delivery Clearing System ("**Delivery Details**");
  - (iv) specifies the number of the account at the relevant Clearing Agent to be credited with any cash amounts payable;
  - (v) includes an undertaking to pay all Securityholder Expenses and any other cash amounts, if applicable, in accordance with §2(6) payable to the Issuer

in connection with the exercise and/or settlement of the relevant Securities and irrevocably instructs the relevant Clearing Agent to deduct an amount(s) in respect thereof from any cash amounts due as referred to in para. (iv) above and/or to debit a specified account with the relevant Clearing Agent with any such amounts in each case on or after the Exercise Date (in the case of Certificates or Credit Certificates) or the Cut-off Date (in the case of Notes), and authorises the Principal Agent to so direct the relevant Clearing Agent on behalf of the relevant Securityholder;

- (vi) certifies that neither the Securityholder nor any person on whose behalf the Securities are held or are being exercised or redeemed is a U.S. person or a person within the United States, and that no cash, and in the case of a physical delivery of an Underlying, no securities or other property have been or will be transferred in the United States or to, or for the account or benefit of, a U.S. person in connection with any exercise or redemption thereof. As used herein, "U.S. person" means either a U.S. person as defined in Regulation S under the United States Securities Act of 1933, as amended, or a person who does not come within the definition of a non-United States person under Rule 4.7 of the United States Commodity Exchange Act, as amended; and
- (vii) authorises the production of such notice in any applicable administrative or legal proceedings.

If the Securities are specified in the Product Terms to be Portuguese Securities any reference to Clearing Agent shall instead be read as reference to the relevant Affiliate Member of Interbolsa.

If the Securities are specified in the Product Terms to be French Securities any reference to Clearing Agent shall instead be read as reference to the relevant Account Holder.

(5) **Redemption Right of Issuer**

If Redemption Right has been specified to apply in the Product Terms, the Issuer has the unconditional and irrevocable right (a "**Redemption Right**"), upon delivery of a Redemption Notice by the Issuer, to redeem the Securities in whole, but not in part on the Redemption Date at the Cash Amount in respect of each Security. As used here in:

- (a) "**Redemption Notice**" means an irrevocable notice given by the Issuer to the Securityholders in accordance with §16 that the Issuer will exercise its Redemption Right, which notice shall specify the date on which the redemption becomes effective (the "**Redemption Date**"), provided that if a Redemption Period is specified in the Product Terms, such date shall be within the Redemption Period, and shall not be earlier than the Redemption Notice Time Span following but excluding the date on which the Redemption Notice is deemed delivered in accordance with §16 and provided further that if such date is not a Business Day, then the Redemption Date will be the immediately succeeding Business Day. The exercise by the Issuer of the Redemption Right shall not preclude Securityholders from selling or transferring or, if applicable, exercising the Securities which exercise, sale or transfer, as the case may be, is effective on any day up to but excluding the second Business Day immediately preceding the Redemption Date. In the case of Credit Certificates which are not capital protected and are linked to a basket of Reference Entities, the Redemption Notice must contain information to the effect that the Securities will be redeemed with respect to the Pro Rata Nominal Amounts of the Reference Entities in relation to which the Conditions to Settlement

have been satisfied prior to the time of termination, on the second Business Day following the determination of the Settlement Amounts, but in any event no later than the Final Redemption Date.

(b) **"Redemption Notice Time Span"** is as defined in the Product Terms or, if not defined therein, is 12 months.

(c) **"Redemption Period"** is as defined in the Product Terms.

(6) **Conditions to Payment or Delivery**

The obligation of the Issuer to make payment or delivery is subject to prior full payment of any amount due to be paid by the Securityholder to the Issuer pursuant to the Terms and Conditions. In particular, such due amount includes any applicable Securityholder Expenses. Any due amount will, as far as covered by a cash amount(s) to be paid according to the Terms and Conditions, be directly subtracted from such cash amount(s). As long as a due amount has not been settled by a Securityholder, no payment or delivery shall be made by the Issuer under the Securities to such Securityholder.

As used here in:

**"Securityholder Expenses"** means, in respect of a Security, all taxes, duties and/or expenses, including any applicable depository charges, transaction or exercise charges, stamp duty, stamp duty reserve tax, issue, registration, securities transfer and/or other taxes or duties arising in connection with the exercise of such Security and/or any payment and/or delivery due following exercise or otherwise in respect of such Security.

**§3 Settlement**

For the avoidance of doubt, where the Securities are Certificates or Credit Certificates, the provisions of this §3 are only applicable to the extent that the relevant Certificates or Credit Certificates have been duly exercised in accordance with the provisions of §2(2).

**(1) Taxation, other laws and regulations**

All payments and/or deliveries will be subject in all cases to any fiscal or other laws and regulations applicable thereto in the place of payment and/or delivery (including, where applicable, laws requiring the deduction or withholding for, or on account of, any tax, duty or other charge whatsoever).

**(2) Settlement Currency Conversion**

Unless otherwise specified in the Product Terms, any cash amount payable by the Issuer shall be paid in the Settlement Currency. If payment of any amount to a Securityholder, according to the rules of the relevant Clearing Agent, cannot be made in the Settlement Currency, such payment shall be made in the currency principally used by the relevant Clearing Agent for payments to holders holding accounts with such Clearing Agent (or in the case of Portuguese Securities, for payments to Holders of Securities control accounts with Interbolsa or, in the case of French Securities, for payments to the relevant Account Holders), following a conversion of the relevant amount from the Settlement Currency, using an exchange rate determined by the Calculation Agent by reference to such sources as the Calculation Agent may reasonably determine to be appropriate for such conversion.

**(3) Settlement / Payment details**

- (a) Unless otherwise specified in the Product Terms and unless sub-paragraphs (c), (d), (e) or (f) apply, 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 and/or delivery obligations by payment and/or delivery to, or to the order of, the relevant Clearing Agent or Physical Delivery Clearing System in respect of the amount so paid or delivered.

In the case of Notes in registered form, if applicable, such payment and/or delivery to the Clearing Agent(s) shall be deemed to be made for and on behalf of any nominee shown on the Register as the holder of such Notes.

- (b) If the Securities are specified in the Product Terms as Notes, the Cash Amount is payable as consideration for the use of the Nominal Amount and as compensation in recognition that the Cash Amount might otherwise have been less than the Nominal Amount.
- (c) If the Securities are specified in the Product Terms to be Portuguese Securities payments will:
- (i) if such payment is payable in Euro:
1. be debited from the relevant payment current account of the Principal Agent (acting on behalf of the Issuer) (such account being the payment current account that the Principal Agent has notified to, and that has been accepted by, Interbolsa to be used on the Principal Agent's behalf for payments in respect of securities held through Interbolsa) and credited to the payment

current accounts of the Affiliate Members of Interbolsa, whose securities control accounts with Interbolsa are credited with such Securities all in accordance with the applicable procedures and regulations of Interbolsa; and, thereafter,

2. be debited by such Affiliate Members of Interbolsa from the aforementioned payment current accounts and credited either (x) to the cash accounts of the owners of those Securities with such Affiliate Members of Interbolsa, or (y) to the cash accounts held by Euroclear Bank SA/NV and/or Clearstream Banking, société anonyme and thereafter to the cash accounts held by the beneficial owners of those Securities with Euroclear Bank SA/NV and/or Clearstream Banking, société anonyme (as applicable), in accordance with the rules and procedures of Interbolsa, Euroclear Bank SA/NV or Clearstream Banking, société anonyme, as the case may be; or
- (ii) if such payment is payable in a currency other than Euro:
1. be transferred, on the due date for such payment (in each case in accordance with the applicable procedures and regulations of Interbolsa), from the account held by the Principal Agent in the Foreign Currency Settlement System (*Sistema de Liquidação em Moeda Estrangeira*), managed by Caixa Geral de Depósitos, S.A., to the payment current accounts of the Affiliate Members of Interbolsa whose control accounts with Interbolsa are credited with such Securities; and, thereafter,
  2. be debited by such Affiliate Members of Interbolsa from the relevant payment current accounts and credited either (x) to the cash accounts of the owners of those Securities with such Affiliate Members of Interbolsa or (y) to the cash accounts held by Euroclear Bank SA/NV and/or Clearstream Banking, société anonyme and thereafter to the cash accounts held by the beneficial owners of those Securities with Euroclear Bank SA/NV and/or Clearstream Banking, société anonyme (as applicable), in accordance with the rules and procedures of Interbolsa, Euroclear Bank SA/NV or Clearstream Banking, société anonyme, as the case may be.

The holders of Portuguese Securities must rely upon the procedures of Interbolsa to receive payment in respect of Securities. The Issuer will be discharged of its payment obligations in respect of any Portuguese Securities by payment to, or to the order of, the relevant Affiliate Members of Interbolsa, the clients of whom are shown as the registered holders of such Portuguese Securities in the records of such Affiliate Members of Interbolsa. The Issuer will be discharged of its obligations towards the relevant Securityholders in respect of each amount so paid.

- (d) If the Securities are specified in the Product Terms to be Spanish Listed Securities payments will be debited from the cash account held by the Principal Agent with the Bank of Spain and credited to the cash accounts held with the Bank of Spain by the members of Iberclear whose securities accounts with Iberclear are credited with such Spanish Listed Securities, all in accordance with the applicable procedures and regulations of Iberclear and the Target2-System of the Bank of Spain. Thereafter, each of the members of Iberclear shall credit the relevant payments to each of the accounts of the relevant Securityholders.

The holders of Spanish Listed Securities must rely upon the procedures of Iberclear to receive payment in respect of Spanish Listed Securities. The Issuer will be discharged of its payment obligations in respect of Spanish Listed Securities by

payment to the relevant member of Iberclear appointed by the Issuer as paying agent which will procure payment to any of the relevant members of Iberclear, the clients of whom are shown as the registered Securityholders of such Spanish Listed Securities. The Issuer will be discharged of its payment obligations towards the relevant Securityholders when the paying agent has paid, on behalf of the Issuer, the relevant amounts to each of the members of Iberclear, the clients of whom are shown as the registered Securityholders of such Spanish Listed Securities.

- (e) If the Securities are specified in the Product Terms to be Italian Securities any cash amounts payable by the Issuer shall be transferred to the relevant Clearing Agent for distribution to the Securityholders.

The holders of Italian Securities must rely upon the procedures of Monte Titoli S.p.A. to receive payments in respect of Securities. The Issuer will be discharged of its obligations by payment to, or to the order of, Monte Titoli S.p.A. in respect of the amount so paid.

- (f) If the Securities are specified in the Product Terms to be French Securities any cash amounts payable by the Issuer shall be transferred to the relevant account denominated in the relevant currency of the relevant Account Holder for the benefit of the Securityholder. The Issuer will be discharged of its payments and/or delivery obligations by payment and/or delivery validly made to such Account Holder.

(4) **Verification**

Each payment and/or delivery is subject to reasonable satisfactory evidence being provided of the relevant Securityholder's holding of the Securities.

(5) **Payment Day**

- (a) If any date for payment of any amount by the Issuer in respect of any Security is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day and shall not be entitled to any interest or other payment in respect of such delay.
- (b) As used herein, a "**Payment Day**" means a day which is (i) a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in the city where the Principal Agent is located and the Payment Day Location(s), if specified in the Product Terms; (ii) a day on which each Clearing Agent is open for business; and (iii) either (1) in relation to any sum payable in a currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in the principal financial centre of the country of such currency or (2) in relation to any sum payable in euro, a day that the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System is open.

(6) **General**

Without prejudice to para. (7) below, the purchase and/or holding of the Securities does not confer on any Securityholder any rights (whether in respect of voting, distributions or otherwise) in relation to the Underlying, any asset of any kind whatsoever by reference to which any amount due under the Securities is calculated, or (prior to delivery, if applicable) any asset to be delivered under the Securities.

(7) **Distribution**

- (a) Unless sub-paragraphs (b) or (c) apply any dividend, coupon, interest or similar payment or distribution (each, a "**Distribution**") in respect of any amount to be delivered will be payable to the party that would receive such Distribution according to market practice for a sale of the relevant amount executed for settlement on the Settlement Date, as specified in the Product Terms, and to be delivered in the same manner as such amount. Any such Distribution to be paid to a Securityholder shall be paid to the Clearing Agent for distribution to the Securityholders.
- (b) If the Securities are specified in the Product Terms to be Portuguese Securities any dividend, coupon, interest or similar payment or distribution (each, a "**Distribution**") in respect of any amount to be delivered will be payable to the party that would receive such Distribution according to market practice for a sale of the relevant amount executed for settlement on the Settlement Date, as specified in the Product Terms, and to be delivered in the same manner as such amount. Any such Distribution shall be paid to the Principal Agent for distribution to the relevant Affiliate Members of Interbolsa for subsequent distribution to the relevant Securityholders.
- (c) If the Securities are specified in the Product Terms to be Spanish Listed Securities any dividend, coupon, interest or similar payment or distribution (each, a "**Distribution**") in respect of any amount to be delivered will be payable to the party that would receive such Distribution according to market practice for a sale of the relevant amount executed for settlement on the Settlement Date, as specified in the Product Terms, and to be delivered in the same manner as such amount. The holders of such Securities must rely upon the procedures of Iberclear to receive any such Distribution. The Issuer will be discharged of its payment obligations in respect of Spanish Listed Securities by payment to the relevant member of Iberclear appointed by the Issuer as paying agent which will procure payment to any of the relevant members of Iberclear, the clients of whom are shown as the registered Securityholders of such Spanish Listed Securities. The Issuer will be discharged towards the relevant Securityholders when the paying agent has paid, on behalf of the Issuer, the relevant amounts to each of the members of Iberclear, the clients of whom are shown as the registered Securityholders of such Spanish Listed Securities.
- (d) If the Securities are specified in the Product Terms to be French Securities any dividend, coupon, interest or similar payment or distribution (each, a "**Distribution**") in respect of any amount to be delivered will be payable to the party that would receive such Distribution according to market practice for a sale of the relevant amount executed for settlement on the Settlement Date, as specified in the Product Terms, and to be delivered in the same manner as such amount. Any such Distribution shall be paid by way of transfer to the account denominated in the relevant currency of the relevant Account Holders for the benefit of the Securityholders.

(8) **Deliveries**

Any deliveries due under the Securities shall be made at the risk of the relevant Securityholder and shall be transferred to the relevant Physical Delivery Clearing System(s) for delivery to the relevant Securityholder, provided that where the Issuer (or the Calculation Agent, in the case of Spanish Securities) determines in its reasonable discretion that the delivery by the Issuer is fully or partly impractical, illegal or unduly onerous to the Issuer, then the Issuer (or the Calculation Agent, in the case of Spanish

Securities) shall have the option to determine that the Issuer will make the delivery in such other commercially reasonable manner as the Issuer (or the Calculation Agent, in the case of Spanish Securities) may determine to be appropriate for such delivery and shall notify the Securityholders in accordance with §16. The amount to be delivered shall be evidenced in such manner as the Issuer determines to be customary for the relevant amount. The Issuer shall be under no obligation to register or procure the registration of any Securityholder or any other person as the registered holder in respect of the amount to be delivered in any register of holders, including, but not limited to, a register of members of a stock corporation.

(9) **Settlement Disruption**

If and to the extent that any delivery becomes due under a Security and (i) if the Settlement Date is not a Business Day and/or (ii) prior to such delivery an event beyond the control of the Issuer occurs as a result of which the Issuer cannot make such delivery in accordance with such market method as it has elected at the relevant time for such delivery (a "**Settlement Disruption Event**"), then the Settlement Date for such delivery shall be postponed to the first following Business Day on which no such Settlement Disruption Event is subsisting. For the avoidance of doubt, the provision of this §3(9) shall apply only to Securities affected as described in (i) and/or (ii) above.

For so long as the Settlement Disruption Event is subsisting, then in lieu of the affected delivery and notwithstanding any other provision hereof the Issuer may elect in its reasonable discretion to satisfy this obligation in respect of the relevant Security by payment of the Market Value of such Security taking into account any amounts already delivered or payments already made and the value of the remaining amount(s) which would otherwise be delivered or paid as shall be determined by the Issuer, less a Security's proportionate share of the direct and indirect cost to the Issuer of unwinding any underlying related Hedging Arrangements (such amount the "**Disruption Settlement Amount**"), not later than on the third Business Day following the date that notice of such election is given in accordance with §16. Payment of the Disruption Settlement Amount will be made in such manner as will be notified in accordance with §16. The Calculation Agent shall give notice as soon as practicable in accordance with §16 that a Settlement Disruption Event has occurred.

If the Securities are specified in the Product Terms to be Italian Securities and in respect of determination of the Disruption Settlement Amount the Issuer will not take into account the direct and indirect cost to the Issuer of unwinding any underlying related Hedging Arrangements.

No Securityholder or any other person shall be entitled to any payment in respect of a Security as a result of any delay in a delivery due to the occurrence of a Settlement Disruption Event, and no liability in respect thereof shall attach to the Issuer.

As used herein, and, if applicable, other Terms and Conditions:

**"Market Value"**, in relation to a Security, means the fair market value of such Security as determined by the Calculation Agent, by reference to such factor(s) as it determines appropriate at the relevant time and which may include the following, without limitation:

- (a) any relevant quotations or other relevant market data in the relevant market(s) which may include relevant rates, prices, yields, yield curves, volatilities, spreads, correlations and any options or other derivative pricing model;



- (b) information of the type described in (a) above from internal sources of the Issuer or any of its Affiliates if that information is of a type used by the Issuer in its regular course of business for the valuation of similar instruments as the Securities.

Where the relevant Securities provide for any minimum amount(s) of cash or assets to be payable or deliverable this shall be taken into account in determining the Market Value. However, the Calculation Agent shall reduce (i.e. discount) the value of such amounts in determining the Market Value to take into account the length of time remaining to the first possible date on which such amount(s) could otherwise first have been payable or deliverable. Such discounting may be determined by reference to information as set out in (a) and/or (b) above which may include risk free rate(s).

The Calculation Agent shall also take into account appropriate values for any other amount which would or could otherwise have been payable or deliverable under the relevant Securities. This may include the element of the return on the Securities determined by reference to the Underlying (i.e. the derivative element). The relevant value for this element of the Securities may be determined by reference to the cost at the relevant time of entering into a transaction to provide similar amounts.

Notwithstanding the foregoing, each of the above determinations will be made without taking into account the creditworthiness of the Issuer at the time of early termination. This means that no reduction shall be made in the Market Value to take account of the perceived ability of the Issuer to make any payment at the time of early termination.

(10) **Intervening Period**

With regard to any delivery that is due under the Securities, for such period of time after the Settlement Date as the Issuer or any person on behalf of the Issuer shall continue to be the legal owner of the amount to be delivered (the "**Intervening Period**"), neither the Issuer nor any other person shall (i) be under any obligation to deliver or procure delivery to the relevant Securityholder or any subsequent beneficial owner of such amount to be delivered or any other person any letter, certificate, notice, circular or any other document or payment whatsoever received by the issuer or that other person in its capacity as the holder of such amount; (ii) be under any obligation to exercise or procure exercise of any or all rights (including voting rights) attaching to such amount during the Intervening Period; or (iii) be under any liability to the relevant Securityholder or any subsequent beneficial owner of such amount or any other person in respect of any loss or damage which the relevant Securityholder or subsequent beneficial owner or any other person may sustain or suffer as a result, whether directly or indirectly, of the Issuer or any other such person being the legal owner of such amount during such Intervening Period.

(11) **Liability (Settlement Risk)**

Exercise, settlement and redemption of, and any payment and/or delivery in respect of, the Securities is subject to all applicable laws, regulations and practices in force at all relevant times, and neither the Issuer nor any Agent shall incur any liability whatsoever if it is unable to effect the transactions contemplated, after using all reasonable efforts, as a result of any such laws, regulations or practices. Neither the Issuer nor the Agents shall under any circumstances be liable for any acts or defaults of any Clearing Agent in relation to the performance of its duties in relation to the Securities.

**§4 Coupon****(1) Coupon Payment**

- (a) Unless Coupon Payment is specified to apply in the Product Terms, the Securities bear no coupon and pay no periodic amounts.
- (b) If Coupon Payment is specified to apply in the Product Terms, the Issuer shall, on each Coupon Payment Date, pay the relevant Coupon Amount. The Coupon Amount (if any) is payable as consideration for the use of the Nominal Amount in respect of a Security and as compensation in recognition that the Coupon Amount on any or all of the Coupon Payment Dates may be equal to zero or less than a commercial rate of return on the Securities and/or that the Cash Amount and/or value of the Physical Delivery Amount may be less than the Nominal Amount. For the avoidance of doubt, in the event that the Coupon Amount for a Coupon Payment Date is zero, no amount shall be payable by the Issuer in respect of such Coupon Payment Date.
- (c) If a Coupon is specified in the Product Terms and a Coupon Amount is required to be calculated for a period ending other than on (but excluding) a Coupon Period End Date, such Coupon Amount will be calculated on the basis of the number of days in the Coupon Period, and, if specified, the Coupon applicable to such period (or if no such Coupon is specified in the Product Terms, the interest rate which the Calculation Agent determines would apply to a deposit of the respective Nominal Amount or the total outstanding nominal amount for the relevant period with a commercial bank determined by the Calculation Agent at the relevant time) and the Day Count Fraction. If Coupon Payment is specified in the Product Terms, the Coupon Amount(s) shall be the only periodic amount(s) payable for the Security, and no interest shall accrue in respect of the Securities.

**(2) Accrual of Coupon**

Coupon Amounts shall cease to be payable from and including the Coupon Cessation Date. Other than the Coupon Amount no periodic amount is payable for the Securities. In addition no interest shall accrue in respect of the Securities whether by reason of late payment of a Coupon Amount or otherwise.

**(3) Coupon payments in relation to Credit Certificates****Credit Certificates which are linked to a basket of Reference Entities**

- (a) If in relation to one or more Reference Entities the Conditions to Settlement are satisfied, no interest is paid on the Pro Rata Predetermined Cash Amount(s) of the affected Reference Entity or Reference Entities with respect to the Coupon Period during which the Conditions to Settlement have been first satisfied, nor for the subsequent Coupon Periods.

The claim for interest on the relevant Pro Rata Predetermined Cash Amount will not be revived by the fact that the circumstances causing a Credit Event are resolved at a later date or cease to apply.

The Issuer is entitled to reduce the Predetermined Cash Amount used to calculate the Coupon Amount by the Pro Rata Predetermined Cash Amount relating to a

Reference Entity for a Coupon Payment Date, thereby postponing payment of the Coupon Amount relating to this Pro Rata Predetermined Cash Amount to the next Coupon Payment Date, if, in respect of the affected Reference Entity, a request has been made for a decision regarding the occurrence of a Credit Event by an ISDA Credit Derivatives Determinations Committee (or the Calculation Agent has asked three market participants to provide an opinion for the purposes of determining the occurrence of a Credit Event), and, in the determination of the Calculation Agent, two days prior to the end of the Coupon Period occurrence of such Credit Event has not yet been determined. If subsequently the Conditions to Settlement are not satisfied in relation to this Reference Entity, payment of the Coupon Amount in respect of this Pro Rata Predetermined Cash Amount is made on the following Coupon Payment Date. The Issuer does not owe additional coupon or other payments by reason of the delayed payment of this Coupon Amount in respect of this Pro Rata Predetermined Cash Amount.

- (b) If, according to the Product Terms, an Extension of the Period for Determining a Credit Event applies, in the case of a preceding Potential Credit Event as a result of which, in the determination of the Calculation Agent, on the second day prior to the end of the last Coupon Period occurrence of such Credit Event has not yet been determined, the Issuer is entitled to reduce the Predetermined Cash Amount used for calculating the Coupon Amount by the Pro Rata Predetermined Cash Amount attributable to a Reference Entity for the last Coupon Payment Date and to postpone payment of the Coupon Amount relating to this Pro Rata Predetermined Cash Amount beyond the Settlement Date, but to no later than the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If the Conditions to Settlement in relation to this Reference Entity have not been satisfied by the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms, payment of the Coupon Amount with respect to this Pro Rata Predetermined Cash Amount, if applicable together with payment of the Cash Amount, is made on the second Business Day after the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms. In this case, the Credit Certificates with respect to the Pro Rata Predetermined Cash Amounts of the affected Reference Entities will bear interest from and including the Settlement Date until but excluding the Final Redemption Date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

- (c) If the Credit Certificates are linked to a basket of Reference Entities with (at least) one country as Reference Entity and if, according to the Product Terms, a Repudiation/Moratorium in relation to Borrowed Money is specified as a Credit Event, in the case of a Potential Repudiation/Moratorium, the Issuer is entitled to reduce the Nominal Amount used to calculate the Coupon Amount by the Pro Rata Predetermined Cash Amount attributable to a Reference Entity for the last Coupon Payment Date and to postpone payment of the Coupon Amount with respect to this Pro Rata Predetermined Cash Amount beyond the Settlement Date, but to no later than the calendar day after the end of a period of six months following the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If in connection with a Potential Repudiation/Moratorium, the Conditions to Settlement are not satisfied within six months of the Settlement Date, payment of the Coupon Amount with respect to this Pro Rata Predetermined Cash Amount, if

applicable together with payment of the Cash Amount, is made on the second Business Day after the end of the six-month period following the Settlement Date. In this case, the Credit Certificates with respect to the Pro Rata Nominal Amounts of the affected Reference Entities will bear interest from and including the Settlement Date until but excluding the Final Redemption Date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

If in connection with a Potential Repudiation/Moratorium, the conditions for a Potential Credit Event should not be satisfied within six months of the Settlement Date, the Issuer is entitled to postpone payment of the Coupon Amount with respect to the Pro Rata Predetermined Cash Amounts of the affected Reference Entities beyond the end of the six-month period, but to no later than the calendar day after the end of a six-month period following the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms. Payment of the Coupon Amount with respect to this Pro Rata Predetermined Cash Amount in this case is made, if applicable together with the redemption of the Credit Certificates, on the second Business Day after the calendar day after the end of the six-month period following the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If the Conditions to Settlement are not satisfied within this further postponement, the Credit Certificates with respect to the Pro Rata Predetermined Cash Amounts of the affected Reference Entities will bear interest from and including the Settlement Date until but excluding the Final Redemption Date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

- (d) If the Conditions to Settlement are satisfied in respect of each Reference Entity contained in the basket, no interest is paid either for the Coupon Period in which the Conditions to Settlement are first satisfied or for the period until redemption, or, in the case of Credit Certificates which specify early redemption on Satisfaction of the Conditions to Settlement, no interest is paid until early redemption.

**Credit Certificates which are linked to a single Reference Entity**

- (a) If the Conditions to Settlement are satisfied in relation to the Reference Entity, no interest is paid either for the Coupon Period in which the Conditions to Settlement are first satisfied or for the period until redemption, or, in the case of Credit Certificates which specify early redemption on Satisfaction of the Conditions to Settlement, no interest is paid until early redemption.

The Issuer is entitled to postpone a Coupon Payment with respect to a Coupon Payment Date to the next Coupon Payment Date if a request has been made for a decision regarding the occurrence of a Credit Event by the ISDA Credit Derivatives Determinations Committee (or the Calculation Agent has asked three market participants to provide an opinion for the purposes of determining the occurrence of a Credit Event) and, in the determination of the Calculation Agent, two days prior to the end of the Coupon Period occurrence of such Credit Event has not yet been determined. If subsequently the Conditions to Settlement are not satisfied in relation to this Reference Entity, payment of the Coupon Amount is made on the following Coupon Payment Date. The Issuer does not owe additional interest or other payments by reason of the delayed payment of the Coupon Amount.

- (b) If, according to the Product Terms, an Extension of the Period for Determining a Credit Event applies, in the case of a preceding Potential Credit Event as a result of which, in the determination of the Calculation Agent, on the second day prior to the end of the last Coupon Period occurrence of such Credit Event has not yet been determined, the Issuer is entitled to postpone payment of the Coupon Amount beyond the Settlement Date, but to no later than the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If the Conditions to Settlement have not been satisfied by the calendar day after the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms, payment of the Coupon Amount, if applicable together with the payment of the Cash Amount, is made on the second Business Day after the calendar day following the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms. In this case, the Credit Certificates will bear interest from and including the Settlement Date until but excluding the Final Redemption Date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

- (c) If the Reference Entity is a country and if, according to the Product Terms, a Repudiation/Moratorium in relation to Borrowed Money is specified as a Credit Event, in the case of a Potential Repudiation/Moratorium the Issuer is entitled to postpone payment of the Coupon Amount beyond the Settlement Date, but to no later than the calendar day after the end of a six-month period following the Settlement Date specified under *Extension of the Period for Determining a Credit Event* in the Product Terms.

If in connection with a Potential Repudiation/Moratorium, the Conditions to Settlement are not satisfied within six months of the Settlement Date, payment of the Coupon Amount, if applicable together with payment of the Cash Amount, is made on the second Business Day after the end of the six-month period following the Settlement Date. In this case, the Credit Certificates will bear interest from and including the Settlement Date until but excluding the Final Redemption Date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

If in connection with a Potential Repudiation/Moratorium, the conditions for a Potential Credit Event should not be satisfied within six months of the Settlement Date, the Issuer is entitled to postpone payment of the Coupon Amount beyond the end of the six-month period, but to no later than the calendar day after the end of a six-month period following the Settlement Date specified under Extension of the Period for Determining a Credit Event in the Product Terms.

If the Conditions to Settlement are not satisfied within this further postponement, the Credit Certificates will bear interest from and including the Settlement Date until but excluding the Final Redemption Date on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).

(4) **Definitions in respect of §4 and, if applicable, other Terms and Conditions:***Coupon Payment*

- (a) **"Nominal Amount"** is as defined in the Product Terms.
- (b) **"Pro Rata Predetermined Cash Amount"** is as defined in the Product Terms.
- (c) **"Coupon Payment Date"** means each day specified to be a Coupon Payment Date in the Product Terms.
- (d) **"Coupon Cessation Date"** is as specified in the Product Terms.
- (e) **"Coupon Amount"** means, in respect of each nominal amount or in respect of the total outstanding nominal amount, the amount specified in the Product Terms or the amount determined as specified in the Product Terms or,
  - (i) if adjusted Coupon Periods are specified in the Product Terms, an amount calculated by the Calculation Agent as specified under "Coupon Amount" in the Product Terms or if not specified there, calculated as follows:  
  
 Nominal Amount or, as the case may be, total outstanding nominal amount x Coupon x Day Count Fraction, or
  - (ii) if unadjusted Coupon Periods are specified in the Product Terms, the Coupon Amount for the respective Coupon Period specified in the Product Terms.  
  
 Each Coupon Amount will be rounded to the nearest two decimal places in the Settlement Currency, with 0.005 being rounded downwards or if the Settlement Currency is Japanese yen, rounded down to the nearest yen.
- (f) **"Coupon "** is as defined in the Product Terms.
- (g) **"Day Count Fraction"** means a fraction being any of the following as specified in the Product Terms:
  - (i) the actual number of days in the Coupon Period divided by 365 (or, if any portion of the Coupon Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Coupon Period falling in a leap year divided by 366; and (B) the actual number of days in that portion of the Coupon Period falling in a non-leap year divided by 365) **(Actual/Actual or Actual/Actual (ISDA))**;
  - (ii) (a) if the number of days in the Coupon Calculation Period does not exceed the number of days in the Coupon Period in which the Coupon Calculation Period ends, the number of days in the Coupon Calculation Period divided by the product of (1) the number of days in the Coupon Period and (2) the number of days in the Coupon Period which would occur in a calendar year; and  
  
 (b) if the Coupon Calculation Period is longer than the Coupon Period in which the Coupon Calculation Period ends, the sum of:

- (i) the number of days in the Coupon Calculation Period falling in the Coupon Period in which the Coupon Calculation Period begins divided by the product of (x) the number of days in the Coupon Period, and
- (ii) (y) the number of days in the Coupon Period which would occur in a calendar year; and the number of days in the Coupon Calculation Period which fall in the next Coupon Period divided by the product of (x) the number of days in the Coupon Period and (y) the number of days in the Coupon Period which would occur in a calendar year. **(Actual/Actual (ICMA Rule 251))**;
- (iii) the actual number of days in the Coupon Period divided by 365 **(Actual/365 (Fixed))**;
- (iv) the actual number of days in the Coupon Period divided by 360 **(Actual/360)**;
- (v) the number of days in the Coupon Period divided by 360, whereby the number of days is to be calculated on the basis of a year of 360 days with 12 months each comprising 30 days (unless (A) the last day of the Coupon Period is the 31st day of a month, in which case the month that includes that last day shall not be considered to be shortened to a month comprising 30 days or (B) the last day of the Coupon Period is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a month comprising 30 days) **(30/360, 360/360 or Bond Basis)**;
- (vi) the number of days in the Coupon Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12 months each comprising 30 days, without regard to the date of the first day or last day of the Coupon Period unless, in the case of a Coupon Period ending on the Settlement Date, the Settlement Date is the last day of the month of February, in which case the month of February shall not be considered to be lengthened to a month comprising 30 days)**(30E/360 or Eurobond Basis)**;  
or
- (vii) the number of days in the Coupon Period divided by 360, calculated according to the following formula:

$$\text{Coupon Rate Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"Y<sub>1</sub>" is the year in which the first day of the Coupon Period falls, expressed as a number,

"Y<sub>2</sub>" is the year in which the day immediately following the last day of the Coupon Period falls, expressed as a number,

"M<sub>1</sub>" is the calendar month in which the first day of the Coupon Period falls, expressed as a number,

"M<sub>2</sub>" is the calendar month in which the day immediately following the last day of the Coupon Period falls, expressed as a number,

"T<sub>1</sub>" is the first calendar day of the Coupon Period expressed as a number, where (i) if this day is the last day in February or (ii) if this number is 31, T<sub>1</sub> is changed to 30, and

"T<sub>2</sub>" is the calendar day immediately following the last day of the Coupon Period expressed as number, where (i) if this day is the last day in February, but not the Settlement Date or (ii) if the number is 31, T<sub>2</sub> is changed to 30 **(30E/360 (ISDA))**.

- (h) **"Coupon Period"** means, unless otherwise specified within the Product Terms, the period commencing on (and including) (x) the Value Date or, (y) if no Value Date is specified in the Product Terms, the Issue Date, to (but excluding) the first Coupon Period End Date, and (where there is more than one Coupon Period) each period commencing on (and including) a Coupon Period End Date to (but excluding) the next following Coupon Period End Date and, if any Coupon Amount is required to be calculated for a period ending other than on (but excluding) the relevant Coupon Period End Date, the period commencing on and including the immediately preceding Coupon Period End Date (or if none (x) the Value Date or, (y) if no Value Date is specified in the Product Terms, the Issue Date) to but excluding the relevant payment date.

If adjusted Coupon Periods are specified in the Product Terms and in the calendar month in which a Coupon Period End Date should fall there is no numerical counterpart to this day or if a Coupon Period End Date falls on a day which is not a Business Day, the Coupon Period End Date is postponed in accordance with the Business Day Convention specified in the Product Terms and the Coupon Period is adjusted accordingly.

If unadjusted Coupon Periods are specified in the Product Terms, the Coupon Period End Date is not postponed and no corresponding adjustment is made to the Coupon Period.

- (i) **"Issue Date"** is as defined in the Product Terms being the date on which the Securities are first issued.
- (j) **"Value Date"** is as defined in the Product Terms.
- (k) **"Coupon Period End Date"** means each day specified to be a Coupon Period End Date in the Product Terms.
- (l) **"Coupon Calculation Period"** is as defined in the Product Terms.
- (m) **"Business Day Convention"** is as defined in the Product Terms.



**§5 Market Disruptions and non-Trading Day****(1) Consequences of Market Disruption and non-Trading Day**

A Market Disruption or a day not being a Trading Day may affect the valuation of a Reference Item or Hedging Arrangements of the Issuer in an unintended way. It is therefore necessary when a Market Disruption occurs or a day is not a Trading Day for the valuation of the Reference Item to be adjusted as follows:

- (a) if any day in respect of which the Calculation Agent is required to determine the price or level of a Reference Item for the purposes of §1 or §4 or otherwise as set out in the Product Terms is not a Trading Day (with the meaning given above), the relevant price or level shall be determined on the first succeeding Trading Day, subject to as provided below. Any such day for determination is referred to as a "**Scheduled Valuation Date**";
- (b) if, in the opinion of the Calculation Agent, on any Scheduled Valuation Date (including, if any Observation Date(s) occurring on a daily basis is specified in the Product Terms, the last occurring Observation Date but excluding any other such Observation Date(s) on which a Market Disruption exists, and for such other Observation Dates affected by a Market Disruption the relevant Observation Date determination shall not be made), a Market Disruption has occurred in relation to any Reference Item:
  - (i) subject to sub-paragraph (ii) below:
    - 1. if Separate Reference Item Determination is not specified to apply in the Product Terms, all determinations on such Scheduled Valuation Date for all the Reference Items (including the affected Reference Item) shall be deferred to the first succeeding Trading Day on which there is no Market Disruption for any Reference Items; or
    - 2. if (x) the Underlying is not specified to be a Basket or (y) the Underlying is specified to be a Basket in the Product Terms and Separate Reference Item Determination is specified to apply in the Product Terms, the determination on such Scheduled Valuation Date shall only be deferred for any affected Reference Item to the first succeeding Trading Day on which there is no Market Disruption for such Reference Item,

provided that in each case if such first succeeding Trading Day has not occurred by the Ultimate Trading Day following the Scheduled Valuation Date the Calculation Agent shall in its reasonable discretion determine the price or level of each undetermined Reference Item as of the Ultimate Trading Day following the Scheduled Valuation Date which in the case of a Reference Item for which a Market Disruption then exists shall be such price or level that it determines would have prevailed but for the occurrence of a Market Disruption, having regard to the then prevailing market conditions, the last reported, published or traded level or price of the Reference Item, if applicable in accordance with the formula for and method of calculating the price or level of the Reference Item last in effect prior to the occurrence of the Market Disruption. The Calculation Agent shall give notice of any such determination as soon as reasonably practicable in accordance with §16; and

- (ii) if Averaging is specified to apply in the Product Terms and (A) this §5(1)(b)(ii) is specified to apply in the Product Terms, the first succeeding Trading Day referred to in (a) or (b) above shall be the first succeeding Trading Day which is not itself a day on which the price or level of the relevant affected Reference Item is to be determined for the purpose of calculating an average price or level and on which a Market Disruption does not occur but in each case subject to the provisions applicable on the Ultimate Trading Day following the Scheduled Valuation Date in the manner set out in sub paragraph (b)(i) above, or (B) this §5(1)(b)(ii) is specified not to apply in the Product Terms, the determination for the relevant Scheduled Valuation Date shall be deferred to the relevant Averaging Disruption Date as provided in the Product Terms.

For the purposes of this §5(1) if the Underlying is specified to be a Basket in the Product Terms and Separate Reference Item Determination is specified to be applicable in the Product Terms, then, subject to as provided below, all references to a Trading Day shall be construed as references to a day which is a Trading Day determined as if the relevant Reference Item was the only Underlying and, for the purposes of determining whether a Market Disruption has occurred on any day, §5(4) below shall be applied separately in relation to each Reference Item and references therein to a Trading Day shall be construed as being a Trading Day determined as specified above in relation only to the relevant Reference Item provided that where it is necessary to calculate a value or level for each Reference Item on any Trading Day for the purposes of the Product Terms then such Trading Day is required to be a day which is a Trading Day for all Reference Items.

If any determination(s) of the Calculation Agent in respect of any day and any Reference Item is delayed pursuant to this §5(1) then, for the avoidance of doubt, such day will itself also be deemed to be delayed in the same manner as such determination(s) and by reference to the relevant affected Reference Item(s), until the day on which each relevant delayed determination for the relevant affected Reference Item(s) has been made.

As used here in:

- (a) "**Observation Date(s)**" is as specified in the Product Terms.

(2) **Rate Determination**

Where the Underlying or a Reference Item is an interest rate or if a Coupon is to be determined by reference to one or more interest rates (each an "**Interest Rate**") for the purpose of calculating an obligation due under §1 or §4, unless otherwise specified in the Product Terms, the following provisions shall apply. If on any relevant day it is not possible, for reasons beyond the reasonable control of the Calculation Agent, to determine the relevant Coupon by reference to the relevant Interest Rate(s) according to the rules or normal or accepted procedures for the determination of such Interest Rate(s) (whether due to non-publication of a price or value or otherwise), each affected Interest Rate will be determined on the basis of the rates at which deposits in the relevant currency for such rate are offered by the Reference Banks at or about the Market Relevant Time, on that day to prime banks in the Relevant Market for a period of the Designated Maturity commencing on that day and for a Representative Amount. The Calculation Agent will request the principal office in the Relevant Market of each of the Reference Banks to provide a quotation of its rate. If at least two quotations are provided as requested, the relevant Interest Rate for that day will be the arithmetic mean of the quotations. If fewer than two quotations are provided as requested, the relevant Interest Rate for such day will be the arithmetic mean of the rates quoted by major banks in the Substitute Market, selected by the Calculation Agent, at the Relevant Time on that day for loans in the relevant currency

for such Interest Rate to leading European banks for a period of the Designated Maturity commencing on that day and for a Representative Amount.

(3) **Definitions in respect of §5(2) and, if applicable, other Terms and Conditions:**

*Rate Determination*

- (a) **"Designated Maturity"** is as defined in the Product Terms or, if not defined there, is the term of the loans to which the relevant Interest Rate relates.
- (b) **"Euro-zone"** means the region comprised of member states of the European Union that adopted the euro in accordance with the Treaty on the Functioning of the European Union, as amended.
- (c) **"Market Relevant Time"** means, in respect of a Relevant Market or Substitute Market, approximately 11.00 a.m. local time in the location of such Relevant Market or Substitute Market, as applicable, provided that Brussels shall be deemed to be the location of the Euro-zone market.
- (d) **"Reference Banks"** means four major banks in the Relevant Market selected by the Calculation Agent, which may include the Issuer and/or any of its Affiliates.
- (e) **"Representative Amount"** means an amount that is representative for a single transaction in the respective market at the relevant time and, with regard to the Relevant Market if the relevant Interest Rate relates to loans denominated in EUR, the assumption of an Actual/360 day count basis.
- (f) **"Relevant Market"** means
  - (i) if the relevant Interest Rate relates to loans denominated in USD or any currency other than EUR: the London interbank market
  - (ii) if the relevant Interest Rate relates to loans denominated in EUR: the Euro-zone interbank market.
- (g) **"Substitute Market"** means
  - (i) if the relevant Interest Rate relates to loans denominated in USD or any currency other than EUR: New York City
  - (ii) if the relevant Interest Rate relates to loans denominated in EUR: the Euro-zone.

(4) **Events and/or situations constituting Market Disruption**

**"Market Disruption"** means any of the following events or situations if, in the determination of the Calculation Agent, any of these is material to the valuation of a Reference Item or any Hedging Arrangements of the Issuer in relation to the Securities provided that any Market Disruption in respect of a Relevant Reference Item shall be deemed to be a Market Disruption in respect of the related Reference Item:

- (a) if the Reference Source for a Reference Item or Relevant Reference Item is an exchange, a trading system or a quotation system as determined by the Calculation Agent:

- (i) the failure of a relevant Related Exchange or Reference Source, to open for trading during its regular trading session on any Trading Day; or
  - (ii) (aa) the failure of the relevant Index Sponsor to publish the level of a Reference Item or Relevant Reference Item which is an index on any Trading Day or (bb) the failure of a relevant Related Exchange to open for trading during its regular trading session; or
  - (iii) the occurrence or existence on any Trading Day at the Relevant Time for a Reference Item or Relevant Reference Item or at any time during the one hour period that ends at the Relevant Time for such Reference Item or Relevant Reference Item, as applicable:
    - 1. of any suspension of or limitation imposed on trading by the relevant Reference Source or Related Exchange or otherwise (and whether by reason of movements in price exceeding limits permitted by the relevant Reference Source or any Related Exchange or otherwise):
      - a. of a Reference Item or Relevant Reference Item on the relevant Reference Source; or
      - b. where the Reference Item is not, under the heading of "Underlying" in the Product Terms, specified to be a Multi-Exchange Index, on any Reference Source as a whole; or
      - c. in options contracts or futures contracts on or relating to a Reference Item on any Related Exchange; or
      - d. on any other exchange or trading system or quotation system on which a Reference Item is listed or quoted; or
    - 2. of any event that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general (i) to effect transactions in relation to or to obtain market values for, a Reference Item or Relevant Reference Item on the relevant Reference Source or (ii) to effect transactions in, or obtain market values for options contracts or futures contracts on or relating to a Reference Item or Relevant Reference Item on any relevant Related Exchange; or
  - (iv) the closure on any Exchange Business Day of a relevant Reference Source(s) or any Related Exchange(s) prior to its Scheduled Closing Time unless such earlier closing time is announced by such Reference Source(s) or Related Exchange(s) at least one hour prior to the earlier of (aa) the actual closing time for the regular trading session on such Reference Source(s) or Related Exchange(s) on such Exchange Business Day and (bb) the submission deadline (if applicable) for orders to be entered into the Reference Source or Related Exchange system for execution at the Relevant Time on such Exchange Business Day;
- (b) if the Reference Source for a Reference Item or Relevant Reference Item is not an exchange, a trading system or a quotation system as determined by the Calculation Agent:

it is not possible, for reasons beyond the reasonable control of the Calculation Agent, to determine the price or value (or an element of such price or value) of such Reference Item or Relevant Reference Item by reference to such Reference Source according to the rules or normal or accepted procedures for the determination of such price or value (whether due to non-publication of such price or value or otherwise);

(c) if the Reference Item is specified to be an "Emerging Market Underlying" in the Product Terms:

(i) where the Reference Currency for a Reference Item is different from the Settlement Currency, the occurrence at any time during the term of the Securities of an event which the Calculation Agent determines would have the effect of preventing, restricting or delaying the Issuer and/or any Hedging Party from:

1. converting the Reference Currency into the Settlement Currency through customary legal channels or transferring within or from any Relevant Country either currency, due to the imposition by such Relevant Country of any controls restricting or prohibiting such conversion or transfer, as the case may be;
2. converting the Reference Currency into the Settlement Currency at an exchange rate at least as favourable as the rate for domestic institutions located in any Relevant Country;
3. transferring the Reference Currency or Settlement Currency from accounts inside any Relevant Country to accounts outside such Relevant Country; or
4. transferring the Reference Currency or Settlement Currency between accounts inside any Relevant Country or to a party that is a non-resident of such Relevant Country; or

(ii) a Relevant Country (a) imposes any controls or announces its intention to impose any controls; or (b)(i) implements or announces its intention to implement; or (ii) changes or announces its intention to change the interpretation or administration of any laws or regulations, in each case which the Calculation Agent determines is likely to affect the Issuer's ability to acquire, hold, transfer or realise or otherwise to effect transactions in relation to a Reference Item,

provided that where the Reference Item is, under the heading of "Underlying" in the Product Terms, specified to be a Rate of Exchange, within (i) and (ii) above references to "Reference Currency" should be read as references to "Second Currency" and references to "Settlement Currency" as references to "First Currency"; or

(d) a general banking moratorium is declared in respect of banking activities in any Relevant Country.

- (5) **Definitions in respect of §5(4) and, if applicable, other Terms and Conditions:**
- (a) **"Affiliate"** means any entity controlled, directly or indirectly, by the Issuer, any entity that controls, directly or indirectly, the Issuer, or any entity under common control with the Issuer. As used herein **"control"** means ownership of a majority of the voting power of the entity or, as the case may be, the Issuer and **"controlled by"** and **"controls"** shall be construed accordingly.
  - (b) **"Exchange Business Day"** means
    - (i) where the relevant Reference Item is not, under the heading "Underlying" in the Product Terms, specified to be a Multi-Exchange Index, any Trading Day on which each Reference Source and each Related Exchange are open for trading during their respective regular trading sessions, notwithstanding any such Reference Source or Related Exchange closing prior to its Scheduled Closing Time; and
    - (ii) where the Reference Item is under the heading "Underlying" in the Product Terms, specified to be a Multi-Exchange Index, any Trading Day on which the relevant Index Sponsor publishes the level of such Reference Item and the Related Exchange is open for trading during its regular trading session, notwithstanding such Related Exchange closing prior to its Scheduled Closing Time.
  - (c) **"Hedging Arrangements"** means the arrangements the Issuer makes to have available to it the relevant cash amounts or assets to be paid or delivered under the Securities as these fall due. This may involve the Issuer investing directly or indirectly in the Underlying. An indirect investment might be made by an Affiliate or agent of the Issuer or other third party making an investment in the Underlying. Alternatively an indirect investment might involve the Issuer or an Affiliate, agent or other third party entering into or acquiring a derivative contract referencing the Underlying. The Issuer will select Hedging Arrangements which are efficient for it in the context of the tax, regulatory and business environment in which it operates. The Issuer may also adjust Hedging Arrangements from time to time but it will not always be able to avoid adverse costs, taxes or regulatory changes which affect its Hedging Arrangements.
  - (d) **"Hedging Party"** means any Affiliate or agent of the Issuer or other third party providing the Issuer with Hedging Arrangements as described in the definition of Hedging Arrangements above.
  - (e) **"Index Sponsor"** means (i) in relation to a Reference Item or Relevant Reference Item which is an index specified under the heading "Underlying" in the Product Terms, the sponsor specified therein for such index; and (ii) in relation to any other Reference Item or Relevant Reference Item which is an index, the entity determined by the Calculation Agent to be principally responsible for the determination and publication of such index provided that, in either case, references to an Index Sponsor shall include any Successor Sponsor.
  - (f) **"Multi-Exchange Index"**, if applicable, means each Reference Item specified under the heading "Underlying" in the Product Terms to be a Multi-Exchange Index.
  - (g) **"Reference Currency"** (i) in relation to a Reference Item, if so specified under the heading "Underlying" in the Product Terms, is the Reference Currency or (in the

case of a Basket Constituent) is the Basket Constituent Currency, each as specified under such heading or, if not specified there, is the Settlement Currency; and (ii) in relation to a Relevant Reference Item, is the currency in which such asset is denominated or quoted or with which it is most closely connected, as determined by the Calculation Agent.

- (h) **"Reference Item"** means each asset or reference basis (i) specified, under the heading "Underlying" in the Product Terms, to be the Underlying or; (ii) in the case of a basket of assets or reference bases, comprising the Underlying. For the avoidance of doubt: A Basket Constituent shall be deemed a Reference Item
- (i) **"Reference Source"**, in relation to a Reference Item or Relevant Reference Item, as applicable, is as specified under the heading "Underlying" in the Product Terms or any successor to any such Reference Source, acceptable to and as determined by the Calculation Agent or, if not defined there, the reference source or reference sources determined by the Calculation Agent to be applicable to the valuation of the Reference Item or Relevant Reference Item, as applicable for the purposes of determining its relevant level or value. If more than one source is specified under the heading "Underlying" in the Product Terms each of these sources is a reference source.
- (j) **"Related Exchange"** means, unless otherwise defined under the heading "Underlying" in the Product Terms, with respect to a Reference Item or Relevant Reference Item, each exchange, trading system or quotation system whose trading has an effect on the overall market for options contracts or futures contracts on the Reference Item or Relevant Reference Item, and any successor acceptable to the Calculation Agent, as determined by the Calculation Agent.
- (k) **"Relevant Country"** means, as determined by the Calculation Agent, each of:
  - (i) any country (or any political or regulatory authority thereof) in which a Reference Currency or the Settlement Currency is the legal tender or currency; and
  - (ii) any country (or any political or regulatory authority thereof) with which a Reference Item or Relevant Reference Item or, if a security, the relevant issuer has a material connection and, in determining what is material the Calculation Agent may, without limitation, refer to the country in which any such issuer is incorporated or, in relation to an index, the country or countries in which the Index or Relevant Reference Item(s) is calculated or published and/or such other factor(s) as it may deem appropriate.
- (l) **"Relevant Reference Item"** means, in respect of a Reference Item specified to be an index, any index or other constituent used for the calculation or determination of such index or any asset or reference basis constituting such Reference Item at the relevant time.
- (m) **"Relevant Time"** means, with respect to a Reference Item or Relevant Reference Item,
  - (i) where the Reference Item is not, under the heading "Underlying" in the Product Terms, specified to be a Multi-Exchange Index and in relation to each Relevant Reference Item, the relevant time by reference to which the Calculation Agent determines the level or value of such Reference Item or Relevant Reference Item; and

- (ii) where the relevant Reference Item is an index and is under the heading "Underlying" in the Product Terms, specified to be a Multi-Exchange Index,
  - 1. for the purposes of determining whether a Market Disruption has occurred,
    - a. in respect of any Reference Item, the Scheduled Closing Time on the relevant Reference Source in respect of such Reference Item; and
    - b. in respect of any options contracts or futures contracts on or relating to such Reference Item, the close of trading on the Related Exchange; and
  - 2. in all other circumstances, the time at which the official closing level of such index is calculated and published by the relevant Index Sponsor.
- (n) "**Scheduled Closing Time**" means, in respect of a Reference Source or Related Exchange and a Trading Day, the scheduled weekday closing time of such Reference Source or Related Exchange on such Trading Day, without regard to after hours or any other trading outside of the regular trading session hours.
- (o) "**Settlement Currency**" is as defined in the Product Terms.
- (p) "**Ultimate Trading Day**" means the eighth Trading Day unless otherwise specified in the Product Terms.



**§6 Adjustment Events and Adjustment/Termination Events, Succession Events and Substitute Reference Obligation**

**(1) Adjustment Events**

The occurrence of any of the following events set out under "General Events" or "Specific Events" below, in each case, in respect of a Reference Item (as specified in the Product Terms under the heading "Underlying") shall constitute an "**Adjustment Event**":

General Events:

- (a) an event occurs which materially affects or may materially affect the theoretical economic value of such Reference Item or which has or may have an economic, dilutive or concentrative effect on the theoretical economic value of such Reference Item;
- (b) an event occurs that materially disrupts the economic link between the value of such Reference Item and the Securities subsisting immediately prior to the occurrence of such event; and/or
- (c) a Reference Item, or the underlying constituent(s) or reference basis(es) for any Reference Item, is materially modified; and/or

Specific Events:

any of the events or circumstances specified as Adjustment Events in para. (5) below.

*The occurrence of any such Adjustment Event may materially affect the cost of maintaining the Securities or Hedging Arrangements for the Securities or the economic equivalence of the Securities, in each case before and after the occurrence of such event in a way which has not been reflected in the pricing of the Securities.*

*As a result the Issuer shall be entitled to make adjustments to the Terms and Conditions following the occurrence of any such Adjustment Event as set out in para. (2) below or if it determines that it is not able to make an appropriate adjustment pursuant to para. (2) below may elect to treat the Adjustment Event as an Adjustment/Termination Event under para. (3) below. See para. (3)(c) below. **This is part of the economic risk Securityholders bear when investing in the Securities and the basis on which the Securities are priced.***

For the avoidance of doubt, an event or circumstance may at the same time qualify as an Adjustment Event under more than one of the above items (a)-(c) and each of the Adjustment Events in relation to a Reference Item set out in para. (5) below shall constitute an Adjustment Event.

(2) **Consequences of an Adjustment Event**

Following the occurrence of an Adjustment Event the Calculation Agent may make such adjustments to the Terms and Conditions as it, in its reasonable discretion, determines necessary or appropriate in order to account for the effect of such Adjustment Event and/or to preserve as nearly as practicable the economic equivalence of the Securities before and after the occurrence of such Adjustment Event and the economic link between the Underlying and the Securities and/or to enable it to maintain its Hedging Arrangements (as applicable), and will determine when these adjustments become effective. This may include, without limitation, where the Underlying, or the relevant Reference Item, is an index (in each case as specified under the heading "Underlying" in the Product Terms) determining the level of that index on that date using, in lieu of a published level for that index, the level for that index as at that date as determined by the Calculation Agent in accordance with the formula for and method of calculating that index last in effect prior to the relevant Adjustment Event but using only those Relevant Reference Items that comprised that index immediately prior to the event. This may also include, without limitation, where the Underlying, or the relevant Reference Item, is a Managed Basket (in each case as specified under the heading "Underlying" in the Product Terms), determining that the basket becomes static and that the Securityholders are granted an additional exercise date, which shall not be earlier than six weeks following and excluding the date on which the Issuer has informed the Securityholders and the Calculation Agent of the occurrence of an Adjustment Event (an "**Additional Exercise Date**").

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 including, without limitation, any tax, duty, withholding, deduction or other charge whatsoever (including but not limited to a change in tax consequences) for the Issuer. Such change in tax consequences may include, but is not limited to, any changes resulting from any Hedging Arrangements of the Issuer in relation to the Securities.

The Calculation Agent may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such event made by a Related Exchange to options or futures contracts on the relevant Reference Item traded on that Related Exchange. Any such adjustment may take into account, as the Calculation Agent deems appropriate, any tax, duty, withholding, deduction or other charge whatsoever (including but not limited to a change in tax consequences) for the Issuer as a result of the Adjustment Event.

If the Securities are specified in the Product Terms to be Italian Securities

- (a) such adjustments as specified in the two preceding sections take not into account and pass on to Securityholders any increased direct or indirect cost to the Issuer as a result of any duty, withholding, deduction or other charge whatsoever; and
- (b) a change in tax consequences will not include changes resulting from Hedging Arrangements of the Issuer in relation to the Securities.

Upon making any such adjustment, the Calculation Agent shall give notice as soon as practicable to the Securityholders in accordance with §16, stating the adjustment made to the Terms and Conditions and giving brief details of the relevant Adjustment Event.

(3) **Adjustment/Termination Event**

The occurrence of any of the following events set out under "General Events" or "Specific Events" below, in each case, in respect of (i) the Securities; (ii) any Hedging Arrangements in respect of the Securities, or (iii) a Reference Item (as specified in the Product Terms under the heading "Underlying") shall constitute an **"Adjustment/Termination Event"**:

General Events:

- (a) an event occurs 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;
- (b) a Reference Item is materially modified or affected, whether as a result of a delisting, merger event, tender offer, termination, redemption, insolvency, nationalisation, a material change in the formula or method for calculating such Reference Item or a material change in its investment guidelines, policies, strategy, management or constitutional documents or any other event which the Calculation Agent determines, in its reasonable discretion, constitutes a material modification of or materially affects a Reference Item;
- (c) an Adjustment Event has occurred in respect of which the Calculation Agent determines that it is not able to make an appropriate adjustment pursuant to §6(2) above;
- (d) the Issuer determines that:
  - (i) the performance of its obligations under the Securities has or will become illegal or not reasonably practical in whole or in part, or such performance would incur materially increased direct or indirect costs, taxes, duties or expenses (as compared to the position on the Issue Date); or
  - (ii) it is or will become illegal or not reasonably practical for the Issuer to acquire, establish, re-establish, substitute, maintain, unwind or dispose of its Hedging Arrangements with respect to the Securities, in whole or in part, or the Issuer will incur materially increased direct or indirect costs, taxes, duties or expenses or fees in acquiring, establishing, re-establishing, substituting, maintaining, unwinding or disposing of its Hedging Arrangements (as compared to the position on the Issue Date), including, without limitation, due to any increase in tax liability, decrease in tax benefits or other adverse effect on the tax position of the Issuer,
 

(without limitation the Issuer may determine this in circumstances where there is a change in applicable law or regulation (including without limitation, any tax law) in any relevant jurisdiction or interpretation by any court, tribunal or regulatory authority of any such relevant law or regulation (including any action taken by a taxing authority), a decline in the number of appropriate third parties with whom to contract or with whom to contract on reasonable terms in relation to any Reference Item, a material lack of liquidity in the market for any shares, options, instruments or other assets typically used for offsetting risk in relation to a Reference Item);
- (e) the Issuer determines that it is unable, after using commercially reasonable efforts, to realise, recover or remit the proceeds of any Hedging Arrangement(s);

- (f) the Issuer determines, at any time, that a Market Disruption exists on any Ultimate Trading Day pursuant to §5 and that any valuation methods provided in §5 for this case would not be appropriate for the purposes of making the relevant calculation, and the Issuer then elects to treat such Market Disruption as an Adjustment/Termination Event;
- (g) a force majeure event occurs. For these purposes force majeure event means an event or circumstance which prevents or materially affects the performance of the Issuer's obligations and may include a system failure, fire, building evacuation, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labour disruption or any similar intervening circumstances; and/or
- (h) liquidity or market conditions in relation to any Reference Item (including the trading of any Reference Item) are materially adversely affected other than where this leads to a Market Disruption; and/or

Specific Events:

any of events or circumstances specified as Adjustment/Termination Events in para. (5) below.

*The occurrence of any Adjustment/Termination Event may have the result that the Issuer is either not able to continue to perform its obligations under the Securities or to maintain its Hedging Arrangements or will incur increased costs, taxes, or expenses in so doing, and such inability or increased costs, taxes, or expenses have not been reflected in the pricing of the Securities. As a result the Issuer shall be entitled to make adjustments to the Terms and Conditions or to substitute a Reference Item or to cancel and terminate the Securities following the occurrence of any such Adjustment/Termination as set out in para. (4) below. **This is part of the economic risk Securityholders bear when investing in the Securities and the basis on which the Securities are priced.***

For the avoidance of doubt, an event or circumstance may at the same time qualify as an Adjustment/Termination Event under more than one of the above items (a)-(i) and each of the Adjustment/Termination Events in relation to a Reference Item set out in para. (5) below shall constitute an Adjustment/Termination Event.

(4) **Consequences of an Adjustment/Termination Event:**

Following the occurrence of an Adjustment/Termination Event, the Calculation Agent may take any of the following actions. **In particular, it should be noted that para. (d) below allows a termination and cancellation of the Securities:**

- (a) other than in respect of an Adjustment/Termination Event in §6(3)(c) above, the Calculation Agent may make such adjustments to the Terms and Conditions as it, in its reasonable discretion, determines necessary or appropriate in order to account for the effect of such Adjustment/Termination Event and/or to preserve as nearly as practicable the economic equivalence of the Securities before and after the occurrence of such Adjustment/Termination Event and the economic link between the Underlying and the Securities and/or to enable it to maintain its Hedging Arrangements (as applicable) and determine when these adjustments become effective. This may include, without limitation, where the Underlying, or the relevant Reference Item, is an index (in each case as specified under the heading "Underlying" in the Product Terms) determining the level of that index on that date

using, in lieu of a published level for that index, the level for that index as at that date as determined by the Calculation Agent in accordance with the formula for and method of calculating that index last in effect prior to the relevant Adjustment Event but using only those Relevant Reference Items that comprised that index immediately prior to the 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/Termination Event including, without limitation, any tax, duty, withholding, deduction or other charge whatsoever (including but not limited to a change in tax consequences) for the Issuer. Such change in tax consequences may include, but is not limited to, any changes resulting from any Hedging Arrangements of the Issuer in relation to the Securities.

The Calculation Agent may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such event made by a Related Exchange to options or futures contracts on the relevant Reference Item traded on that Related Exchange or the adjustments that would follow from the rules and precedents set by an exchange or trading system or quotation system to account for the relevant Adjustment/Termination Event that in the determination of the Calculation Agent would have given rise to an adjustment by the exchange or trading system or quotation system if such options or futures contracts were traded thereon;

- (b) if Underlying Replacement has been specified to apply in the Product Terms, the Calculation Agent may substitute the relevant Reference Item affected by the Adjustment/Termination Event with a Replacement Asset, as specified in the Product Terms, on or after the effective date of such Adjustment/Termination Event. However, if the relevant Adjustment/Termination Event is a Merger Event and the consideration granted for the relevant Reference Item as part of the Merger Event consists of assets other than cash that are not already included in the Underlying, as specified under the heading "Underlying" in the Product Terms, then the Calculation Agent may at its option adjust the Underlying to include the relevant quantity (determined with regard to the economic terms of the Securities) of such assets to which a holder of the Reference Item would be entitled prior to the occurrence of the Merger Event. The Calculation Agent shall make such adjustments to the Terms and Conditions as it in its reasonable discretion deems appropriate to account for such substitution or additional assets;
- (c) if Par Value Redemption has been specified to apply in the Product Terms, if the Calculation Agent is not able to determine or effect an appropriate adjustment pursuant to §6(4)(a) or §6(4)(b), the Issuer may give notice to the Securityholders in accordance with §16 (such notice, the "**Par Value Redemption Notice**"), which notice shall contain brief details of the Adjustment/Termination Event, that it shall discharge its obligation to pay the Cash Amount or to deliver the Physical Delivery Amount (or both), as applicable, in respect of the Securities by payment of an amount equal to the Nominal Amount in respect of each Security on the Settlement Date, and the Securityholders will not receive any Cash Amount or any Physical Delivery Amount (or both), as applicable, on the Settlement Date. If the Par Value Redemption Notice is given by the Issuer, the Calculation Agent may make such adjustment to any variable relevant to the settlement, redemption or payment terms of the Securities as it, in its reasonable discretion, determines necessary or appropriate to account for the payment of the Par Value Redemption Amount and the Calculation Agent shall notify the Securityholders of such adjustments (if any) in accordance with §16. Upon payment of the Par Value Redemption Amount on the

Settlement Date, the Issuer shall have no obligation whatsoever under the Securities;

- (d) **if the Calculation Agent is not able to or elects not to determine or effect an appropriate adjustment pursuant to §6(4)(a), §6(4)(b) or §6(4)(c) above, the Securities may be terminated and cancelled by the Issuer giving notice to Securityholders as soon as practicable in accordance with §16, which notice shall contain brief details of the Adjustment/Termination Event. If the Securities are so terminated and cancelled, the Issuer will, if and to the extent permitted by applicable law, pay an amount to each Securityholder in respect of each Security held by such Securityholder which amount shall be the Market Value of a Security taking into account the relevant Adjustment/Termination Event less a Security's proportionate share of the direct and indirect cost to the Issuer of unwinding any underlying related Hedging Arrangements, all as determined by the Calculation Agent in its reasonable discretion. Payment will be made in such manner as shall be notified to the Securityholders in accordance with §16.**

**If the Securities are specified in the Product Terms to be Italian Securities which are Notes intended to be listed and admitted to trading on an Italian regulated market or Italian multilateral trading facility so requiring, such amount paid as a result of the Securities' termination and cancellation shall be at least equal to the Nominal Amount in respect of each Security.**

The Calculation Agent shall, as soon as practicable after receipt of any written request from a Securityholder to do so, advise such Securityholder of any determination made by it pursuant to this §6 which occurs on or before the date of receipt of such request. The Calculation Agent shall make available for inspection by Securityholders copies of any such determinations.

(5) **Specific Adjustment Events and Adjustment/Termination Events in relation to different Reference Items**

Set out below are Adjustment Events and Adjustment/Termination Events where the Reference Item (as specified under the heading "Underlying" in the Product Terms) is any of the following: an Index, a Share, an Other Security, a Commodity, a Rate of Exchange, a Futures Contract or a Managed Basket.

(a) **Share**

Where the Underlying, or a relevant Reference Item, is a Share, in each case as specified under the heading "Underlying" in the Product Terms:

- (i) In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:
1. a subdivision, consolidation or reclassification of relevant Shares (unless it has resulted in a Merger Event) or a free distribution or dividend of any such shares to existing holders by way of bonus, capitalisation or similar issue;
  2. a distribution, issue or dividend to existing holders of the relevant Shares of (1) such additional shares, or (2) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Share Company equally or

proportionately with such payments to holders of such Shares, or (3) share capital or other securities of another issuer as a result of a "spin-off" or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or in other consideration) at less than the prevailing market price as determined by the Calculation Agent;

3. an extraordinary dividend;
  4. a call by the Share Company in respect of relevant Shares that are not fully paid;
  5. a repurchase by or on behalf of the Share Company or any of its subsidiaries of relevant Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
  6. in respect of a Share Company, an event that results in any shareholder rights being distributed, or becoming separated from shares of common stock or other shares of the capital stock of such Share Company pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value as determined by the Calculation Agent;
  7. any redemption of shareholder rights referred to under 6 above; and
  8. any other event that may have a diluting or concentrative or other effect on the theoretical value of the relevant Shares.
- (ii) In addition to §6(3)(a)-(h) (inclusive) the following shall each be an Adjustment/Termination Event:
1. A "**De-Listing**" which means, for any Share for which the Reference Source is an exchange or a trading system or a quotation system, the Reference Source announces that pursuant to the rules of such Reference Source, such Share ceases (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason (other than a Merger Event or Tender Offer) and is not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Calculation Agent;
  2. an "**Insolvency**" which means by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting a Share Company (A) all the Shares of that Share Company are required to be transferred to a trustee, liquidator or other similar official; or (B) holders of the shares of that Share Company become legally prohibited from transferring them;
  3. "**Merger Event**" which means, in respect of any relevant Shares, any (i) reclassification or change of such Shares that results in a transfer of or an irrevocable commitment to transfer all of such Shares outstanding to another entity or person; (ii) consolidation,

amalgamation, merger or binding share exchange of a Share Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such Share Company is the continuing entity and which does not result in a reclassification or change of all of such Shares outstanding); (iii) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares of the Share Company that results in a transfer of or an irrevocable commitment to transfer all such Shares (other than such Shares owned or controlled by such other entity or person); or (iv) consolidation, amalgamation, merger or binding share exchange of the Share Company or its subsidiaries with or into another entity in which the Share Company is the continuing entity and which does not result in a reclassification or change of all such Shares outstanding but results in the outstanding Shares (other than Shares owned or controlled such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Shares immediately following such event, in each case if the Merger Date is on or before the last possible date on which the Calculation Agent could be required by the Terms and Conditions to determine the price or value of the relevant Share;

4. **"Nationalisation"** which means all the relevant Shares or all or substantially all of the assets of a Share Company are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof; and
5. **"Tender Offer"** which means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the Share Company, as determined by the Calculation Agent, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Calculation Agent deems relevant.

As used here in:

A **"Merger Date"** means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Calculation Agent.

**"Share Company"** means with respect to a Share, the issuer specified for such Share under the heading "Underlying" in the Product Terms.

(b) **Index**

Where the Underlying, or a relevant Reference Item, is an Index, in each case as specified under the heading "Underlying" in the Product Terms:

- (i) In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:



1. Any Index is not calculated or announced by the Index Sponsor specified under the heading "Underlying" in the Product Terms but is calculated by a successor sponsor (the "Successor Sponsor") acceptable to the Calculation Agent.
2. Any such Index is replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index specified under the heading "Underlying" in the Product Terms.

The consequences of such Adjustment Event may be, in each case that the relevant Index will be the index so calculated and announced by such Successor Sponsor or that successor index, as the case may be.

- (ii) In addition to §6(3)(a)-(h) (inclusive) the following shall each be an Adjustment/Termination Event:

On or prior to any date with respect to which the Calculation Agent is required to determine the level of an Index, the relevant Index Sponsor or, if applicable, the Successor Sponsor (1) makes or announces that it will make a material change in the formula for or the method of calculating that Index or in any other way materially modifies that Index; or (2) permanently cancels that Index; or (3) fails to calculate and announce that Index and, in each case, the provisions of §6(5)(b)(i) above do not apply.

(c) **Other Security**

Where the Underlying, or a relevant Reference Item, is an Other Security, in each case as specified under the heading "Underlying" in the Product Terms:

- (i) In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:

other than a De-Listing, an Insolvency or a Termination (a) the Reference Issuer amends the terms and conditions of the relevant Other Securities or irreversibly converts the relevant Other Securities into different securities; and/or (b) the aggregate amounts due under the Other Securities are altered (other than due to any scheduled redemption, amortisation or prepayment).

- (ii) In addition to §6(3)(a)-(h) (inclusive) the following shall each be an Adjustment/Termination Event:

1. a "De-Listing" which means, for any Other Security for which the Reference Source is an exchange, a trading system or a quotation system, the Reference Source announces that pursuant to the rules of such Reference Source, such Other Security ceases (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason and is not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Calculation Agent;

2. an "Insolvency" which means the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution, winding-up or other cessation of business operations or any analogous proceeding in relation to a Reference Issuer; and
3. a "Termination" which means, in relation to an issue of Other Securities, such issue has been terminated, cancelled or otherwise ceased to be outstanding for any reason.

As used here in:

**"Reference Issuer"** means the entity specified as the issuer of the relevant Other Security within the Product Terms.

(d) **Commodity**

Where the Underlying, or a relevant Reference Item, is a Commodity, in each case as specified under the heading "Underlying" in the Product Terms, and which may be determined by reference to a futures contract (a **"Futures Contract"**):

- (i) In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:
  1. a relevant Commodity or relevant Futures Contract is traded on the Reference Source as compared to the Issue Date in a different quality or different content, constitution or composition (for example in a different degree of purity or with a different point of origin);
  2. any other event or measure as a result of which the Commodity or relevant Futures Contract, as traded on the Reference Source, is changed or altered; and
  3. a material suspension of, or a material limitation imposed on, trading in the Futures Contract or Commodity on the Reference Source or in any other relevant futures contract, options contract or commodity on any exchange, trading system or quotation system, where such event is determined by the Calculation Agent not to be a Market Disruption.
- (ii) In addition to §6(3)(a)-(h) (inclusive) the following shall each be an Adjustment/Termination Event:
  1. the permanent discontinuation of trading, in a relevant Futures Contract or Commodity on the relevant Reference Source, the disappearance of, or of trading in, the Commodity or the disappearance or permanent discontinuance or unavailability of any relevant price or value for a Commodity or Futures Contract (notwithstanding any availability of the related Reference Source or the status of trading in the relevant Futures Contract or the Commodity);
  2. the occurrence of a material change in the formula for or method of calculating any relevant price or value for a Commodity or Futures Contract after the Issue Date;

3. the failure of the Reference Source to announce or publish any relevant price or value for a Commodity or Futures Contract (or the information necessary for determining any such price or value) or the temporary or permanent discontinuance or unavailability of the Reference Source, where such event is determined by the Calculation Agent not to be a Market Disruption; and
4. where the Reference Source for a relevant Commodity is an exchange or a trading system or a quotation system, the Reference Source announces that pursuant to the rules of such Reference Source, any material options or futures contract on or relating to such Commodity ceases (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason.

(e) **Rate of Exchange**

Where the Underlying, or a relevant Reference Item, is a foreign rate of exchange (a "**Rate of Exchange**") referring to two or more currencies (each a "**Relevant Currency**"), in each case as specified under the heading "Underlying" in the Product Terms:

In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:

- (i) a Relevant Currency is, in its function as legal tender, in the country or jurisdiction, or countries or jurisdictions, maintaining the authority, institution or other body which issues such Relevant Currency, replaced by another currency, or merged with another currency to become a common currency;
- (ii) a Relevant Currency in its function as legal tender ceases, for any reason, to be legal tender in the country or jurisdiction, or countries or jurisdictions, maintaining the authority, institution or other body which issues such Relevant Currency; and
- (iii) where the Reference Source for any Rate of Exchange is an exchange or a trading system or a quotation system, the Reference Source announces that pursuant to the rules of such Reference Source, the rate of exchange between the relevant First Currency and Second Currency ceases (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason and is not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Calculation Agent.

As used here in:

**"First Currency"** means the currency appearing first in the definition of the relevant Rate of Exchange or, in the case of a Rate of Exchange referring to more than two currencies, the currency referred to first in each constituent rate of such Rate of Exchange.

**"Second Currency"** means the currency appearing second in the definition of the relevant Rate of Exchange or, in the case of a Rate of Exchange referring to more

than two currencies, the currency referred to second in each constituent Rate of Exchange.

(f) **Futures Contract**

Where the Underlying, or a relevant Reference Item, is a Futures Contract, in each case as specified under the heading "Underlying" in the Product Terms:

- (i) In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:
1. the terms and conditions of the relevant Futures Contract, or its underlying concepts or reference assets or bases, are materially modified;
  2. any other event or measure as a result of which the Futures Contract, as traded on the Reference Source, is changed or altered; and
  3. a material suspension of, or a material limitation imposed on, trading in the Futures Contract on the Reference Source or in any other relevant futures contract or options contract on any exchange, trading system or quotation system, where such event is determined by the Calculation Agent not to be a Market Disruption.
- (ii) In addition to §6(3)(a)-(h) (inclusive) the following shall each be an Adjustment/Termination Event:
1. the permanent discontinuation of trading, in a relevant Futures Contract on the relevant Reference Source, the disappearance or permanent discontinuance or unavailability of any relevant price or value for a Futures Contract (notwithstanding any availability of the related Reference Source or the status of trading in the relevant Futures Contract);
  2. a material change in the formula for or method of calculating any relevant price or value for a Futures Contract;
  3. the failure of the Reference Source to announce or publish any relevant price or value for a Futures Contract (or the information necessary for determining any such price or value) or the temporary or permanent discontinuance or unavailability of the Reference Source, where such event is determined by the Calculation Agent not to be a Market Disruption;
  4. where the Reference Source for a Futures Contract is an exchange or a trading system or a quotation system, the Reference Source announces that pursuant to the rules of such Reference Source, such Futures Contract ceases (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason; and
  5. the Futures Contract has been terminated, cancelled or otherwise ceased to be outstanding for any reason.

(g) **Fund Shares**

Where the Underlying, or relevant Reference Item, is a Fund Share, in each case as specified under the heading "Underlying" in the Product Terms:

- (i) In addition to §6(1)(a)-(c) (inclusive) the following shall each be an Adjustment Event:
1. a subdivision, consolidation or reclassification of relevant Fund Shares (unless an Adjustment/Termination Event) or a free distribution or dividend of any such Fund Shares to existing holders by way of bonus, capitalisation or similar issue;
  2. a distribution or dividend to existing holders of relevant Fund Shares of (1) such Fund Shares, or (2) other share capital or securities granting the right to payment of dividends, redemption amounts or other amounts and/or delivery of assets and/or the proceeds of liquidation of the Fund equally or proportionately with such payments or deliveries to holders of such Fund Shares, or (3) share capital or other securities of another issuer acquired by the Fund as a result of a "spin-off" or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or otherwise) at less than the prevailing market price as determined by the Calculation Agent;
  3. an extraordinary dividend;
  4. a call by the Fund in respect of relevant Fund Shares that are not fully paid;
  5. with respect to a Fund an event that results in any shareholder rights pursuant to a shareholder rights agreement or other plan or arrangement of the type commonly referred to as a "poison pill" being distributed, or becoming separated from shares of common stock or other shares of the capital stock of such Fund (provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights);
  6. the occurrence of a tender offer (a "**Tender Offer**") by any entity or person to purchase more than 10 per cent. but less than 50 per cent. of the outstanding voting shares of any class of shares of the Fund, as determined by the Calculation Agent based upon the making of filings with governmental agencies and/or the nature and term of the Tender Offer;
  7. any failure by a Fund or any Specified Party to deliver or publish or cause to be delivered or published information that such Fund or such Specified Party has agreed to deliver or publish pursuant to (a) any Fund Information Documents or (b) any agreement entered into between (i) the relevant Fund or Specified Party and (ii) the Issuer, any Hedging Party, or the Calculation Agent, such agreement providing for an obligation on the part of the relevant Fund or Specified Party to provide certain information to such party (or parties as applicable);

8. the Calculation Agent determines, that the reported net asset value of a Fund Share of a Fund is not reflective of the liquidation proceeds that a Hedging Party in such Fund Shares would receive in respect of a notional liquidation of those Fund Shares by the date described in the actual or documented liquidity terms of such Fund Shares;
  9. any material change in the formula for or the method of calculating or any change in the periodicity of the calculation or publication of the net asset value or other price or value of the relevant Fund Share, or in the composition or weighting of the prices or assets on the basis of which such net asset value or other price or value is calculated; or
  10. any other event that may have, in the opinion of the Calculation Agent, a dilutive or concentrative or other effect on the theoretical value of the Fund Shares.
- (ii) In addition to §6(3)(a)-(h) (inclusive) the following shall each be an Adjustment/Termination Event:
1. for any Fund Share for which the Reference Source is an exchange, a trading system or a quotation system, the Reference Source announces that pursuant to the rules of such Reference Source, the Fund Share ceases (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason and is not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Calculation Agent;
  2. the Fund repurchases, redeems or is required by any applicable regulatory authority to repurchase or redeem relevant Fund Shares (other than in accordance with the normal redemption or realisation procedures for such Fund Shares) whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
  3. in relation to a Fund Share, (A) the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution, winding-up or other cessation of trading of or any analogous proceeding in relation to (i) the relevant Fund or (ii) the relevant Master Fund or (iii) unless replaced with a successor acceptable to the Calculation Agent, the relevant Specified Party or (B) all such Fund Shares are required to be transferred to a trustee, liquidator or other similar official;
  4. the occurrence of any of the following events:
    - a. any litigation, arbitration, investigation, proceeding or regulatory or governmental action exists, is commenced or is threatened in relation to a Fund, its Master Fund or any Specified Party; or
    - b. any change in the legal, tax, accounting or regulatory treatment of a Fund and/or its Master Fund and/or Specified Party which would have an adverse impact for the Issuer and/or Hedging Party as a holder of Fund Shares in such Fund;

5. in respect of a Fund, its Manager or its Master Fund:
  - a. an irrevocable commitment to transfer all of the relevant Fund Shares or shares or units in such Master Fund outstanding; or
  - b. a consolidation, amalgamation or merger of such Fund, such Manager or such Master Fund with or into another fund or fund manager other than a consolidation, amalgamation or merger in which such Fund or its Master Fund or its Manager is the continuing Fund, Master Fund or Manager, as the case may be; or
  - c. a takeover offer for such Fund, Master Fund or Manager that results in a transfer of or an irrevocable commitment to transfer all of the relevant Fund Shares or shares or units in such Master Fund or all the shares of such Manager (other than Fund Shares or shares owned or controlled by the offeror);
6. any Specified Party of the Fund and/or any Specified Party of the Master Fund ceases to act in its relevant capacity as service provider to the Fund or the Master Fund, as the case may be, and is not immediately replaced in such capacity by a successor acceptable to the Calculation Agent;
7. a material modification or breach of the investment objectives, investment policies, investment strategy, investment process or investment guidelines (however described) ("**Investment Guidelines**") of the Fund or the Master Fund;
8. a material modification or breach of the conditions in place for the relevant Fund and/or the relevant Master Fund (including but not limited to a modification or breach of the Fund Information Document or the memorandum and articles of association or other constitutional documents of the Fund or any prospectus, information memorandum or similar document (including any document supplementing, amending or restating the same) or memorandum and articles of association or other constitutional documents of the Master Fund);
9. the currency of denomination of any Fund Shares of a Fund is amended and/or the net asset value of the Fund Shares of a Fund is no longer calculated in the currency that applied on the Issue Date;
10. interruption, breakdown or suspension of the calculation or publication of the net asset value or other value or price of the Fund and/or Master Fund;
11. a material modification of the type of assets in which the Fund and/or the Master Fund invests or the trading practices of the Fund or the Master Fund (including but not limited to a material deviation from the Investment Guidelines set out in any Fund Information Document) which, in the determination of the Calculation Agent, has

- or is likely to have a material effect on the Hedging Arrangements of the Issuer in respect of the Securities;
12. the non-execution or partial execution or delayed execution by or on behalf of the Fund for any reason of a subscription or redemption order in respect of any Fund Shares given by the Issuer and/or any Hedging Party;
  13. any redemption of Fund Shares occurs in whole or in part otherwise than by payment of an amount in cash;
  14. the Fund otherwise suspends subscriptions or redemptions of any Fund Shares;
  15. any event or circumstance (whether or not in accordance with the constitutive documents and investment guidelines of the Fund) in respect of the Fund or Master Fund (as applicable) which mandatorily obliges the Issuer and/or any Hedging Party to sell or otherwise dispose of any Fund Shares (or the Fund to sell or otherwise dispose of any master fund shares);
  16. the Fund or any party acting on its behalf imposes any restriction, charge or fee in respect of a redemption or issue of Fund Shares (other than any restriction, charge or fee in existence as at the Issue Date of the Securities);
  17. the Fund (i) introduces a new redemption fee, or modifies a redemption fee, (ii) introduces a new subscription fee, a or modifies a subscription fee, (iii) introduces a new management fee or modifies an existing management fee, (iv) introduces a new performance fee or modifies an existing performance fee, (v) introduces or modifies any lock-up fees, or (vi) introduces a bid/offer spread (or other charge however described) or modifies any bid/offer spread or modifies any other charge howsoever described which, in each case, the Issuer and/or any Hedging Party would have to bear in respect of any shares of the Fund;
  18. the Fund, the Master Fund, any Specified Party, the manager of the Master Fund or the Manager has any relevant licence, authorisation or registration cancelled or revoked by any applicable regulatory authority and/or the Issuer and/or any Hedging Party is required by an applicable regulatory authority to dispose of any Fund Shares held in connection with any Hedging Arrangements relating to the Securities;
  19. the inability of the Issuer and/or any Hedging Party to perform any hedging activities on any relevant day at such price as it determines is appropriate, and in the case of any Fund Shares, a day in respect of which the Fund would ordinarily be able to accept subscriptions or redemptions, as the case may be, (which constitutes a hedging activity), at, or at a value that equates to, the net asset value of the Fund Shares for such day;



20. the Fund or any Specified Party defaults under, modifies or terminates any rebate agreements in place with the Issuer and/or Hedging Party, in each case as determined by the Calculation Agent;
21. there is a change in the liquidity in the Fund or Master Fund in respect of the frequency of subscriptions or redemptions from that described in the Fund Information Document;
22. the total assets under management of the Fund reduce to an amount which, in the determination of the Calculation Agent, would lead to the number and/or aggregate net asset value of shares held, or that would be held, by a Hedging Party, being more than the Holding Threshold of the aggregate of the number of shares in issue by the Fund and/or the total assets under management of the Fund;
23. there is a change in the taxation treatment in any relevant jurisdiction in respect of any payments and/or deliveries made by a Fund or any reinvested amounts held by a Fund in respect of any Fund Shares as a result of which the amounts and/or assets realised by the Issuer in connection with Hedging Arrangements relating to the Securities are materially reduced or otherwise adversely affected; or
24. any other event occurs in relation to the relevant Fund or the relevant Fund Shares, which, in the determination of the Calculation Agent, has a material adverse effect on the value of such Fund Shares and/or the Hedging Arrangements of the Issuer in connection with the Securities and which is not an Adjustment Event.

The following definitions shall apply:

**"Fund"** means, with respect to a Fund Share, the issuer or obligor specified for such Fund Share in the definition of "Underlying", in the Product Terms;

**"Fund Information Document"** means, in relation to a Fund and a Fund Share, any prospectus, information memorandum or similar document relating to the Fund and/or the Fund Share (including any document supplementing, amending or restating the same), all as determined by the Calculation Agent;

**"Fund Share"** means each fund share, interest or unit held by an investor in a Fund or any other interest specified as such in the definition of "Underlying" in the Product Terms;

**"Holding Threshold"** means 10 per cent unless otherwise defined in the Product Terms;

**"Manager"** means, in relation to a Fund, any entity described as such in relation to the Fund in any relevant Fund Information Document or which provides investment, managerial, broking or arrangement or similar services (however described) to the Fund, all as determined by the Calculation Agent; **"Master Fund"** means, in relation to a Fund, any entity described as such in relation to the Fund in any relevant Fund Information Document or which acts as a master fund or umbrella fund or similar entity (however described) in relation to the Fund, all as determined by the Calculation Agent;

**"Specified Party"** means, in relation to a Fund, the administrator, the investment manager, the custodian, the depositary, the investment advisor, the prime broker (if any) or any other service provider of that Fund.

(h) **Managed Basket**

Where the Underlying, or relevant Reference Item, is a Managed Basket, in each case as specified under the heading "Underlying" in the Product Terms:

In addition to §6(1)(a)-(c) (inclusive), the following shall each be an Adjustment Event:

- (i) the investment agreement between the Issuer and the Investment Manager, which, *inter alia*, sets out the terms upon which the appointment of the Investment Manager pursuant to such agreement may be terminated (the **"Investment Management Agreement"**) is not executed until the first Basket Rebalancing Date;
- (ii) the Investment Management Agreement is terminated by the Issuer in its reasonable discretion on the following grounds:
  1. a material breach by the Investment Manager of a material obligation under the Investment Management Agreement if such breach is not remedied on or before the fifth day after notice of such breach is given to the Investment Manager;
  2. persistent, continual or repeated breach of the Investment Management Agreement by the Investment Manager in respect of either one or a number of different provisions of the Investment Management Agreement;
  3. subject to the requirements of applicable law, if the Investment Manager (A) institutes any proceedings to adjudicate itself bankrupt or insolvent or there are any such proceedings instituted against it, (B) files a petition seeking or consenting to reorganisation or relief under any applicable law relating to bankruptcy or insolvency with respect to itself, (C) consents to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or similar official) for itself or for a substantial part of its property, (D) makes any general assignment for the benefit of its creditors, (E) admits in writing its inability to pay its debts generally as they become due, or (F) takes any action in furtherance of any of the foregoing;
  4. it is, or becomes, unlawful for the Investment Manager to select Reference Items comprising the Underlying;
  5. the Investment Manager violates applicable laws and regulations when providing its services under the Investment Management Agreement;
  6. it is inadmissible for the Issuer from a regulatory perspective to maintain the contractual relationship with the Investment Manager; and

- (iii) any other event or measure as a result of which the rebalancing of the basket, becomes impossible.

(6) **Succession Events with Credit Certificates**

If the Securities are Credit Certificates which are not linked to a Reference Item, only this para. (6) is applicable to the Securities.

(a) **Succession Events**

The occurrence of one of the events listed below, in each case in relation to a Reference Entity as specified in each case under the heading "Reference Entity" in the Product Terms, represents a "Succession Event":

- (i) In relation to a company as the Reference Entity an amalgamation, consolidation, merger, transfer of assets or liabilities, demerger, spin-off or other similar event in which one or more persons or companies (Successor) succeed to the obligations of the Reference Entity whether by operation of law or pursuant to any agreement.
- (ii) In relation to a country as Reference Entity an annexation, unification, secession, dissolution or partition of a country or other event that results in one or more direct or indirect successor(s) to the Reference Entity (Successor).

Subject to the following paragraphs an ISDA Credit Derivatives Determinations Committee established by the International Swaps and Derivatives Association (ISDA) for deciding about certain questions with regard to credit derivatives is responsible for determining whether a Succession Event has occurred and designating one or more Successors.

Succession Event occurrence and one or more Successors will **not** be determined by an ISDA Credit Derivatives Determinations Committee in the following three cases:

- (i) It is not possible to convene an ISDA Credit Derivatives Determinations Committee meeting to make decisions on credit derivatives linked to the Reference Entity, or
- (ii) an ISDA Credit Derivatives Determinations Committee does not make any decision on credit derivatives linked to the Reference Entity for other reasons, or
- (iii) with respect to the procedural rules according to which an ISDA Credit Derivatives Determinations Committee would determine the occurrence of a Credit Event or designate one or more Successors, a material change occurred after issuance of the Securities.

If the Calculation Agent reasonably determines the occurrence of one of the three aforementioned cases, it will request three market participants to independently give notice, during a period of time to be determined by the Calculation Agent, as to whether, based on the opinion of the relevant market participants, a Succession Event has occurred in respect of the Reference Entity and who is to be designated as Successor. An opinion may only be solicited from market participants which have considerable involvement in credit derivatives transactions.

In such case, the Calculation Agent will determine the occurrence of a Succession Event in accordance with para. (6) and designate one or more Successors if, according to the opinion of the majority of the market participants who had been asked and who have provided their opinion during the specified period of time, a Succession Event has occurred in respect of the Reference Entity and the Successor has or the Successors have succeeded the Reference Entity (whereby notice of the opinion of a single market participant given during the specified period of time would suffice and in the event of a tie, a Succession Event is deemed not to have occurred). In case of such a determination, the Calculation Agent will provide the Issuer with a confirmation signed by an employee of the rank of managing director (or substantially similar position) concerning the opinion(s) received (whereby the Calculation Agent shall not be obliged to list the names of the relevant market participants in the confirmation).

If by the end of the deadline set by the Calculation Agent no market participant has provided an opinion, the Calculation Agent may determine in its reasonable discretion the occurrence of a Succession Event and designate one or more Successors in accordance with §6(7) above.

**(b) Consequences of a Succession Event**

A Reference Entity is replaced with effect as of the effective date of such a Succession Event by one or more "**Successor(s)**", if

- (i) the Issuer gives notice in accordance with §16 that in relation to the Reference Entity the occurrence of a Succession Event was determined and one or more Successors as described below were designated by an ISDA Credit Derivatives Determinations Committee or by the Calculation Agent, and
- (ii) the determined Succession Event occurred on the Settlement Date at the latest, whereby this Succession Event may also have occurred prior to the Issue Date.

If a Reference Entity is replaced by a number of Successors and a Credit Event occurs in relation to one of those Successors, the provisions concerning the consequences of a Credit Event for the payment of interest on and the redemption of the Securities regarding the pro rata portion attributable to the Successor affected in relation to the entire number of Successors shall apply.

**(c) Replacement of the Reference Obligation by a Substitute Reference Obligation**

In addition, in connection with a Succession Event or for any of the other reasons stated below, the Reference Obligations may be replaced by a "**Substitute Reference Obligation**" (or a number of Substitute Reference Obligations). Such a replacement is made when the Issuer gives notice in accordance with §16 that replacement of a Reference Obligation by a Substitute Reference Obligation was determined by an ISDA Credit Derivatives Determinations Committee or the Calculation Agent.

- (i) Replacement of a Reference Obligation by a Substitute Reference Obligation is made subject to para. b) below by an ISDA Credit Derivatives Determinations Committee established by the International Swaps and Derivatives Association (ISDA) for deciding about certain questions with regard to credit derivatives.

An ISDA Credit Derivatives Determinations Committee will replace a Reference Obligation by one or more Substitute Reference Obligations in the

event of a substantial reduction or cessation of the original Reference Obligation, whereby each of these Substitute Reference Obligations is normally an obligation of the Reference Entity (if applicable a direct obligation of the Reference Entity or an indirect obligation based on a guarantee of the Reference Entity) which is not subordinated to the original Reference Obligation in rank and is also otherwise as close as possible to the Reference Obligation in its economic effect.

- (ii) If no ISDA Credit Derivatives Determinations Committee is involved with such a replacement of the Reference Obligation, the Calculation Agent may determine the replacement of the Reference Obligation by one or more Substitute Reference Obligations.

As a Substitute Reference Obligation, the Calculation Agent will, if possible, select a bond with a maturity not exceeding that of the original Reference Obligation by more than two years (to the extent such obligation (if applicable a direct obligation of the Reference Entity or an indirect obligation based on a guarantee of the Reference Entity) exists) which *is not subordinated to* the original Reference Obligation in rank, is, if applicable, also fixed or floating rate and whose individual features are published in a publicly available source of information, such as Bloomberg or Reuters.

If such a Substitute Reference Obligation is not available after determination of the occurrence of a Succession Event, the Calculation Agent shall not be obliged to make a replacement. Until notification of a Substitute Reference Obligation to the Securityholders in accordance with §16 is made, no Reference Obligation shall be allocated to the relevant Reference Entity from the date on which the Issuer gave notice to the Securityholders in accordance with §16 that the occurrence of a Succession has been determined.

**§7 Form of Securities, Transferability, Status, Securityholders****(1) Form****(a) General**

Unless sub-paragraphs (b), (c), (d), (e), (f), (g), (h) or (i) below apply, the Securities are represented by a global security (the "**Global Security**"). The Terms and Conditions of each Series of Securities will be attached to the relevant Global Security which will be marked with the ISIN for the relevant Securities as specified in the applicable Final Terms. No definitive Securities will be issued.

Where Multi-Series is stated to be applicable in the Product Terms, each Series shall be represented by a separate Global Security. These General Conditions shall be deemed to apply to each Series separately and references to Securities and related expressions in these General Conditions shall be deemed to be references to the relevant Series.

**(i) Global Security - English law governed Securities**

If the Governing Law is specified in the Product Terms to be English Law the following applies:

On or prior to the issue date of the Securities, the Global Security will be deposited with a depositary (or, if there is more than one Clearing Agent, a common depositary) for the Clearing Agent(s).

If the Securities are specified in the Product Terms to be Certificates, the Global Security will be in non-bearer form.

If the Securities are specified in the Product Terms to be Notes the Global Security will be in bearer form or registered form, as specified in the Product Terms. If the Notes are in registered form, on or prior to the issue date of the Securities the Global Security will be registered in the name of the Clearing Agent or a nominee (or if there is more than one Clearing Agent, a common nominee) of the Clearing Agent(s).

**(ii) Global Security - German law governed Securities**

If the Governing Law is specified in the Product Terms to be German Law on or prior to the issue date of the Securities, the Global Security will be deposited with a Clearing Agent in Germany and will be in bearer form for the purposes of German law.

**(b) Italian Securities**

If the Securities are specified in the Product Terms to be Italian Securities, the Securities will be dematerialised and centralised with Monte Titoli S.p.A., Piazza degli Affari, 6. I-20123 Milan, Italy, pursuant to Italian Legislative Decree dated 24 February 1998, No. 58, as amended and integrated by subsequent implementing provisions. No global security and no definitive securities will be issued in respect of such Securities.

**(c) Portuguese Securities**

If the Securities are specified in the Product Terms to be Portuguese Securities, the Securities will be dematerialised (*forma escritural*) and represented by book entries (*registos em conta*) only and centralised through the CVM managed by Interbolsa, Avenida da Boavista, n.º 3433, 4100-138 Porto, Portugal, in accordance with Portuguese law. In respect of Portuguese Securities, certain further amendments may be made to the General Conditions. Any such further amendments will be specified in the relevant Product Terms. The Portuguese Securities will be freely transferable by way of book entries in the accounts of authorised financial intermediaries entitled to hold securities control accounts with Interbolsa on behalf of their customers ("**Affiliate Members of Interbolsa**", which includes any custodian banks appointed by Euroclear Bank SA/NV and Clearstream Banking, société anonyme for the purpose of holding accounts on behalf of Euroclear Bank SA/NV and Clearstream Banking, société anonyme) and each Portuguese Security having the same ISIN shall have the same denomination or unit size (as applicable) and, if admitted to trading on the Euronext Lisbon regulated market ("**Euronext Lisbon**"), such Portuguese Securities shall be transferrable in lots at least equal to such denomination or unit multiples thereof. No global security and no definitive securities will be issued in respect of the Portuguese Securities.

**(d) Spanish Securities****(i) Spanish Securities represented by a Global Security**

In the case of Securities which are specified in the Product Terms to be Spanish Securities (Global Security), the Securities will be represented by a Global Security in bearer form. On or prior to the issue date of the Securities, the Global Security will be deposited with a depositary (or, if there is more than one Clearing Agent, a common depositary) for the Clearing Agent(s).

**(ii) Spanish Listed Securities**

If the Securities are specified in the Product Terms to be Spanish Listed Securities, the Securities will be issued in uncertificated, dematerialised book-entry form. They will be registered with and cleared through Iberclear, Palacio de la Bolsa Plaza de la Lealtad, 1 ES-28014 Madrid, Spain, as managing entity of the central registry. Such book-entry securities will be constituted as such by virtue of their entry in the corresponding accounting book of Iberclear.

**(e) Swedish Securities**

If the Securities are specified in the Product Terms to be Swedish Securities, the Securities will be cleared through Euroclear Sweden AB (formerly known as VPC AB), P.O. Box 191, Klarabergviadukten 63, 101 23 Stockholm, Sweden and issued in registered form in accordance with the Swedish Financial Instruments Account Act (SFS 1998:1479; *Lag (1998:1479) om kontoföring av finansiella instrument*). The Securities will be issued in uncertificated book-entry form, as more fully described in the Product Terms. No global security and no definitive securities will be issued in respect of the Securities.

**(f) Finnish Securities**

If the Securities are specified in the Product Terms to be Finnish Securities, the Securities will be issued in the Finnish book-entry securities system maintained by

Euroclear Finland Ltd. (formerly known as Suomen Arvopaperikeskus Oy), P.O. Box 1110, FI-00101 Helsinki, Finland, as more fully described in the Product Terms. No global security and no definitive securities will be issued in respect of the Securities.

(g) **Norwegian Securities**

If the Securities are specified in the Product Terms to be Norwegian Securities, the Securities will be registered in, and cleared through the Norwegian Central Securities Depository Verdipapirsentralen ASA, P.O. Box 4, 0051 Oslo, Norway, and issued in registered form in accordance with the Norwegian Securities Registry Act, 2002 (*No: Lov om registrering av finansielle instrumenter av 5. juli 2002 nr 64*). The Securities will be issued in dematerialized and uncertificated book-entry form, as more fully described in the Product Terms. No global security and no definitive securities will be issued in respect of the Securities.

(h) **French Securities**

If the Securities are specified in the Product Terms to be French Securities, the Securities will be in dematerialised bearer form (*au porteur*) inscribed in the books of Euroclear France (acting as central depository), 115 rue Réaumur, 75081 Paris Cedex 02, France, which shall credit the accounts of the Account Holders. For the purpose of these Conditions, "**Account Holder**" means any authorised financial intermediary institution entitled to hold securities accounts, directly or indirectly, with Euroclear France, and includes Euroclear and the depository bank for Clearstream. Title to the French Securities will be evidenced in accordance with Articles L.211-3 et seq. and R.211-1 et seq. of the French Monetary and Financial Code (*Code monétaire et financier*) by book entries (*inscriptions en compte*). No physical document of title (*including certificats représentatifs* pursuant to Article R.211-7 of the French Monetary and Financial Code (*Code monétaire et financier*)) will be issued in respect of the French Securities.

(i) **Uncertificated SIS Securities**

If the Securities are specified in the Product Terms to be Uncertificated SIS Securities, the Securities are issued in uncertificated form as uncertificated securities (*Wertrechte*) in accordance with article 973c of the Swiss Code of Obligations.

In the case of Uncertificated SIS Securities, the form of Securities will be governed by and applicable laws and regulations will be construed by Swiss law exclusively.

The uncertificated securities (*Wertrechte*) will be created by the Issuer by means of a registration in its register of uncertificated securities (*Wertrechtbuch*). Such uncertificated securities will then be entered into the main register (*Hauptregister*) of SIX SIS AG, Baslerstrasse 100, CH-4601 Olten, Switzerland, or any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange Ltd (SIX SIS AG or any such other intermediary, the "**Intermediary**"). Once the uncertificated securities are registered in the main register (*Hauptregister*) of the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Uncertificated SIS Securities will constitute intermediated securities ("**Bucheffekten**") in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*).



As long as Uncertificated SIS Securities are considered to be intermediated securities (*Bucheffekten*), they are transferrable only by entry of the transferred Uncertificated SIS Securities into a securities account of the transferee.

Neither the Issuer nor the holders nor any third party shall at any time have the right to effect or demand the conversion of the uncertificated securities (*Wertrechte*) into, or the delivery of, a Global Security (*Globalurkunde*) or definitive Securities (*Wertpapiere*).

(2) **Transferability**

(a) **General**

Unless sub-paragraphs (b) and (c) below apply, 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. If the Governing Law is specified in the Product Terms to be German Law the Issuer does not accept a cession of its obligations under the Securities.

(b) **Italian Securities**

If the Securities are specified in the Product Terms to be Italian Securities each Security will be freely transferable by way of book entry in the accounts registered on the settlement system of Monte Titoli S.p.A. and, if admitted to trading on Borsa Italiana S.p.A., they shall be transferred in lots at least equal to the Minimum Trade Size (as defined by the Listing Rules of the market organised and managed by Borsa Italiana S.p.A. ("**Regolamento di Borsa**")), or multiples thereof, as determined by Borsa Italiana S.p.A. and indicated in the applicable Final Terms.

(c) **French Securities**

Title to French Securities shall pass upon, and transfer of such French Securities may only be effected through, registration of the transfer in the accounts of the Account Holders in accordance with the French Monetary and Financial Code (Code monétaire et financier). Except as ordered by a court of competent jurisdiction or as required by law, the holder of any French Security shall be deemed to be and may be treated as its owner for all purposes, whether or not it is overdue and regardless of any notice of ownership, or an interest in it, and no person shall be liable for so treating the holder.

(3) **Status**

The obligations under the Securities constitute direct, unsecured and unsubordinated contractual obligations of the Issuer ranking *pari passu* among themselves and *pari passu* with all other unsecured and unsubordinated obligations of the Issuer except for any obligations preferred by law.

(4) **Securityholders**

(a) **Global Security - English law governed Securities**

In respect of Securities represented by a Global Security, if the Governing Law is specified, in the Product Terms, to be English Law, each person (other than another Clearing Agent) who is for the time being shown in the records of the relevant Clearing Agent as the holder of a particular amount of the Securities (in which

regard any certificate or other document issued by the relevant Clearing Agent as to the amount of Securities standing to the account of any person shall be conclusive and binding for all purposes except in the case of manifest error) shall be treated by the Issuer and the Agents as the holder of such amount of the Securities (and the term "**Securityholder**" shall be construed accordingly) for all purposes other than, in the case of Notes represented by a Global Security, with respect to payments or delivery obligations in respect of such Notes, for which purpose (i) in the case of Notes in bearer form, the bearer of the Global Security and (ii) in the case of Notes in registered form, the person shown on the Register as the holder of such Notes (being the relevant Clearing Agent, or nominee or common nominee (as applicable) of the Clearing Agent(s)), in each case shall be treated by such Issuer and any Agent as the holder of such Notes in accordance with and subject to the terms of the Global Security.

(b) **Global Security - German law governed Securities**

In respect of Securities represented by a Global Security, if the Governing Law is specified, in the Product Terms, to be German Law, the terms "**Securityholder**" and "**Holder of Securities**" will be construed to mean those persons recognised as the legal owner of the Securities pursuant to German law.

(c) **Italian Securities**

If the Securities are specified in the Product Terms to be Italian Securities, the person who is for the time being shown in the records of Monte Titoli S.p.A. as the holder of a particular amount of Securities (in which regard any certificate, record or other document issued by Monte Titoli S.p.A. as to the amount of Securities standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall (except as otherwise required by law) be treated for all purposes by the Issuer, the Agent in Italy and all other persons dealing with such person as the holder thereof and as the person entitled to exercise the rights represented thereby notwithstanding any notice to the contrary (and the terms "**Securityholder**" and "**Holder of Securities**" shall be construed accordingly).

(d) **Portuguese Securities**

If the Securities are specified in the Product Terms to be Portuguese Securities each person who is for the time being shown in the records of an Affiliate Member of Interbolsa as the holder of a particular amount of Portuguese Securities (in which regard any certificate or other document issued by the relevant Affiliate Member of Interbolsa as to the amount of Securities standing to the account of any person shall be conclusive and binding for all purposes except in the case of manifest error) shall be deemed to be the holder of title of such Portuguese Securities and (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein) and the terms "**Securityholder**" and "**Holder of Securities**" shall be construed accordingly.

No Securityholder will be able to transfer Securities, or any interest therein, except in accordance with Portuguese law and regulations and through the relevant Affiliate Members of Interbolsa.

(e) **Spanish Securities**

(i) General provisions applicable to Spanish Securities

If the Securities are specified in the Product Terms to be Spanish Securities, the person (other than another Clearing Agent) who is for the time being shown in the records of the relevant Clearing Agent, in accordance with the relevant regulations applicable to the relevant Clearing Agent, as the holder of a particular amount of the Securities (in which regard any certificate or other document issued by the relevant Clearing Agent as to the amount of Securities standing to the account of any person shall be conclusive and binding for all purposes except in the case of manifest error) shall be treated by the Issuer and the Agents as the holder of such amount of the Securities (and the terms "**Securityholder**" and "**Holder of Securities**" shall be construed accordingly).

(ii) Specific provisions applicable to Spanish Listed Securities

If the Securities are specified in the Product Terms to be Spanish Listed Securities, the Securities will be issued in uncertificated, dematerialised book-entry form ("**Book-Entry Securities**"). The Book-Entry Securities will be constituted as such by virtue of their entry in the corresponding accounting book of Iberclear pursuant to Article 6 of the Spanish Law 24/1988, of 28 July, on the Securities Market and related provisions. The holders of Book-Entry Securities which are admitted to trading on any of the Spanish Stock Exchanges and AIAF will be identified as such (on their own account or for the account of third parties) as appears from the accounting book maintained by Iberclear or the relevant member (*entidad adherida*) of Iberclear (each an "**Iberclear Member**"), as the case may be. Therefore, the title to the Book-Entry Securities will be evidenced by book entries and each person shown in the registries maintained by any relevant Iberclear Members as having an interest in the Book-Entry Securities shall be considered, by the Issuer and the Agents, as the holder of the principal amount of Book-Entry Securities recorded therein, and the terms "**Securityholder**" and "**Holder of Securities**" shall be construed accordingly.

(f) **French Securities**

If the Securities are specified in the Product Terms to be French Securities, the terms "**Securityholder**" or "**Holder of Securities**" shall mean the individual or entity whose name appears in the account of the relevant Account Holder as being entitled to such Security.

**§8 Agents**

- (1) The Issuer reserves the right at any time to vary or terminate the appointment of any Agent and to appoint additional Agents, including Agents for specific countries which as of the Issue Date for an issue of Securities shall be specified in the section "Further Information on the Offering of the Securities" of the applicable Final Terms, provided that no termination of appointment of the Principal Agent shall become effective until a replacement Principal Agent shall have been appointed and provided that, if and to the extent that the Securities are listed on any stock exchange or publicly offered in any jurisdiction, there shall be an Agent having a specified office in each country if so required by the rules and regulations of each such stock exchange and/or the securities regulators in each such jurisdiction. Notice of any appointment, or termination of appointment, or any change in the specified office, of any Agent will be given to Securityholders in accordance with §16. Each Agent acts solely as agent of the Issuer and does not assume any obligation or duty to, or any relationship of agency or trust for or with, the Securityholders. Any calculations or determinations in respect of the Securities made by an Agent shall (save in the case of manifest error) be final, conclusive and binding on the Securityholders.
- (2) Definitions in respect of §8 and, if applicable, other Terms and Conditions:
- (a) **"Agent"** means, subject to §8(1) the Principal Agent and, if it is not the Principal Agent in respect of the Securities, each of Deutsche Bank AG, acting through its principal office in Frankfurt am Main, Taunusanlage 12, 60325 Frankfurt am Main, Germany, and through its branch office in London, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom (Deutsche Bank AG London) and in respect of Austria, Deutsche Bank AG, acting through its Vienna branch, Fleischmarkt 1, 1010 Vienna, Austria, in respect of Luxembourg, Deutsche Bank Luxembourg S.A., acting through its Luxembourg branch, 2 Boulevard Konrad Adenauer, L-1115 Luxembourg, Luxembourg, in respect of Italy, Deutsche Bank AG, acting through its Milan branch, Via Filippo Turati 27, 20121 Milan, Italy, in respect of Portugal, Deutsche Bank AG, acting through its Portuguese branch, Rua Castilho, 20, 1250-069 Lisbon, Portugal, in respect of Spain, Deutsche Bank AG, acting through its Spanish branch, Paseo De La Castellana, 18, 28046 Madrid, Spain and for Securities listed on the SIX Swiss Exchange or defined as *Uncertificated SIS Securities* in the Product Terms, Deutsche Bank AG, acting through its Zurich branch, Uraniastrasse 9, Post box 3604, 8021 Zurich, Switzerland, and each other Agent, if any, specified in the section "Further Information on the Offering of the Securities" of the applicable Final Terms.
- (b) **"Principal Agent"** means, subject to §8 para. 1, the Principal Agent specified in the applicable Product Terms or, if no Principal Agent is specified in the Product Terms, Deutsche Bank AG, acting through the office through which the Securities have been issued (as specified in the definition of "Issuer" in the Product Terms).

(3) **Registrar**

If the Securities are specified in the Product Terms to be Notes represented by a Global Security in registered form, the Issuer reserves the right at any time to vary or terminate the appointment of the Registrar or any successor as provided above, provided that no termination of appointment of the Registrar shall become effective until a replacement Registrar shall have been appointed. The Registrar will maintain a register (the "**Register**") on the terms as agreed between the Issuer and the Registrar, such terms to include that the Register shall at all times be physically located outside the United Kingdom. The Registrar acts solely as agent of the Issuer and does not assume any obligation or duty to, or any relationship of agency or trust for or with, the Securityholders. Any calculations or determinations in respect of the Securities made by the Registrar shall (save in the case of manifest error) be final, conclusive and binding on the Securityholders. The "**Registrar**" shall be such entity specified as such in the Product Terms or any successor as provided above.

**§9 Calculation Agent****(1) Role of Calculation Agent, Issuer Determinations and Corrections**

Unless otherwise stipulated in the Terms and Conditions, all calculations and determinations required by the Terms and Conditions shall be made by the calculation agent (the "**Calculation Agent**" which expression shall include any successor calculation agent).

The Issuer shall be the Calculation Agent in respect of the Securities, unless the Issuer decides to appoint a successor Calculation Agent in accordance with the provisions below.

If the Securities are specified in the Product Terms to be Spanish Securities, the Calculation Agent shall, in accordance with the provisions of below, be either the Issuer or the Third Party Calculation Agent as the context requires.

The Issuer reserves the right at any time to appoint another institution as the Calculation Agent, provided that no termination of appointment of the existing Calculation Agent shall become effective until a replacement Calculation Agent shall have been appointed. Notice of any such termination or appointment will be given to the Securityholders in accordance with §16.

The Calculation Agent (except where it is the Issuer or, in the case of Spanish Securities, the Third Party Calculation Agent) acts solely as agent of the Issuer. The Calculation Agent does not assume any obligation or duty to, or any relationship of agency or trust for or with, the Securityholders.

Any calculations or determinations in respect of the Securities made by the Issuer or the Calculation Agent shall be made in good faith and in a commercially reasonable manner and shall (save in the case of manifest error) be final, conclusive and binding on the Securityholders.

Subsequent to any calculation or determination by the Calculation Agent in respect of the Securities, any subsequently published corrections in respect of any value or price of a Reference Item used by the Calculation Agent in respect of such calculation or determination shall, except as otherwise provided in the Product Terms, only be taken into account by the Calculation Agent to the extent that it is published within the Correction Period specified in the Product Terms or, if earlier, on or before the second Business Day preceding the day on which a payment or delivery is to be made, the amount of which is determined in whole or in part by reference to such value or price of the Reference Item.

The Calculation Agent may, with the consent of the Issuer, delegate any of its obligations and functions to a third party as it deems appropriate, provided that, in the case of the Third Party Calculation Agent, such third party is not the Issuer.

**(2) Role of the Third Party Calculation Agent**

If the Securities are specified in the Product Terms to be Spanish Securities, any determination(s) in respect of such Spanish Securities which is to be made in accordance with the terms of §1, §3, §5, §6, §12, §17 and §18 or any other part of the Terms and Conditions where the Issuer or the Calculation Agent, as the case may be, is entitled to make determinations at its own option or which involve the exercise of its own discretion, in each case to amend the Terms and Conditions of the Securities, ("**Relevant Determinations**"), will be made by the Third Party Calculation Agent (being the entity

(which shall not be the Issuer) specified as such in the applicable Product Terms, the "**Third Party Calculation Agent**"). All references to the Issuer or Calculation Agent making any Relevant Determinations, as the case may be, will be construed to refer to such Third Party Calculation Agent making such Relevant Determinations. The Third Party Calculation Agent shall make all such Relevant Determinations to the "best of its knowledge". In making such Relevant Determinations, the Third Party Calculation Agent shall at all times act as a third party service provider and independently of the Issuer. For the purpose of all other determinations specified to be made by the Calculation Agent in respect of Spanish Securities, the Issuer shall be the Calculation Agent. For the avoidance of doubt, Relevant Determinations will not include (i) any exercise by the Issuer of any option or right for any other purpose, including, any right to redeem, cancel or terminate such Securities, (ii) any right to vary or terminate the appointment of any Agent, Registrar or Calculation Agent in accordance with the terms of §8 or §9, as the case may be or (iii) any right to substitute the Issuer or a Branch in accordance with the terms of §13. References to the Issuer or the Calculation Agent, as the case may be, shall be construed accordingly.

For so long as any Spanish Securities are outstanding, the Issuer will procure that a Third Party Calculation Agent is appointed in respect of such Securities and that such Third Party Calculation Agent shall not be the Issuer itself (but may be a subsidiary or Affiliate of the Issuer). The Third Party Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

(3) **Determination by the Calculation Agent**

In the absence of gross negligence or wilful misconduct on its part, none of the Issuer, the Calculation Agent and any Agent shall have any responsibility for any errors or omissions in the calculation of any amount payable hereunder or in any other determination pursuant to the provisions hereof.

**§10 Taxation**

In addition and without prejudice to the provisions of §2(6), the Issuer shall not be liable for or otherwise obliged to pay any tax, duty, charge, withholding or other payment which may arise as a result of the ownership, transfer, presentation and surrender for payment, or enforcement of the Securities. All payments made by the Issuer shall be made subject to any tax, duty, charge, withholding or other payment which may be required to be made, paid, withheld or deducted.

If the Securities are specified in the Product terms to be Notes and Portuguese Securities the Issuer shall not be liable for any failure by a non-resident holder of any such Notes that are Portuguese Securities to comply with any debt instruments withholding tax exemption certification procedures pursuant to Decree-Law 193/2005 of 13 November 2005 (as amended).



**§11 Presentation Period and Limitation**

In the case of Securities represented by a Global Security, any payments will, subject to as provided below, be made in the manner provided in §3 and otherwise in the manner specified in the Global Security, if applicable. For all other Securities, any payments will be made in the manner provided in §3.

Where the Securities are specified in the Product Terms to be Notes represented by a Global Security in bearer form, payments of all amounts shall be made against presentation or surrender, as the case may be, of the Global Security, if applicable, at the specified office of any Agent. A record of each payment made will be made on the Global Security by the relevant Agent, if applicable and such record shall be prima facie evidence that the payment in question has been made.

Where the Securities are specified in the Product Terms to be Notes represented by a Global Security in registered form, payments of all amounts shall be made to the person shown on the Register at the close of business on the business day before the due date for payment (being the relevant Clearing Agent, or nominee or common nominee (as applicable) of the Clearing Agent(s)) as the holder of such Notes, and if no further payment falls to be made on the Notes, on surrender of the Global Security to or to the order of the Registrar. A record of each payment made will be made in the Register by the relevant Agent and such record shall be prima facie evidence that the payment in question has been made. For the purpose of this paragraph, "**business day**" means a day on which the relevant Clearing Agent(s) is (or are, if applicable) open for business.

Each of the persons shown in the records of a Clearing Agent as the holder of a particular number or nominal amount of the Securities must look solely to the relevant Clearing Agent for his share of each such payment so made by the Issuer to, or to the order of, the holder of the Global Security or the relevant Clearing Agent, as applicable.

**(1) English law governed Securities**

If the Governing Law is specified in the Product Terms to be English Law, any claim to receive payments under the Securities, will become void unless the Global Security has been presented or the claim otherwise made in accordance with these Terms and Conditions within a period of five years (in relation to the payment of any Coupon Amount) and ten years (in relation to the payment of any other amount), in each case, after the Relevant Date therefor. As used herein, the "**Relevant Date**" means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been duly received by the relevant Agent on or prior to such due date, it means the date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Securityholders in accordance with §16.

(2) **German law governed Securities**

If the Governing Law is specified in the Product Terms to be German Law, the presentation of the Global Security, if applicable, takes place by way of surrender of the respective co-ownership units of the Global Security to the account of the Issuer at the Clearing Agent. The time limit for presentation pursuant to §801 para. 1 sentence 1 of the German Civil Code relating to securities being payable has been reduced to 1 year. Any claim to receive payments under the Securities, which has been presented within the period, will become time-barred after a period of two years starting at the end of the time period for presentation and four years in relation to the payment of Coupon Amounts starting at the end of the relevant time period for presentation.

(3) **Italian law governed Securities**

If the Governing Law is specified in the Product Terms to be Italian Law, the right to receive payment of interest lapses five years after the date on which such interest becomes payable. The right to receive the repayment of the principal amount lapses ten years after the date on which the principal amount of the Securities became payable. The limitation on the right to receive the payment of interest and the repayment of the principal amount is for the benefit of the Issuer.

(4) **Spanish law governed Securities**

If the Governing Law is specified in the Product Terms to be Spanish Law, the right to receive payment of any Coupon Amounts which are payable yearly or in shorter periods lapses five years after the date on which such Coupon Amount becomes payable and the right to receive payment of any other Coupon Amounts or any amount(s) payable in respect of principal lapses fifteen years after the date on which any relevant amount becomes payable. The limitation on the right to receive such payments is for the benefit of the Issuer.

(5) **Portuguese law governed Securities**

If the Governing Law is specified in the Product Terms to be Portuguese Law, the right to receive payment of any Coupon Amount lapses five years after the date on which such Coupon Amount becomes payable. The right to receive payment of any amount(s) payable in respect of principal lapses twenty years after the date on which any relevant amount becomes payable. The limitation on the right to receive such payments is for the benefit of the Issuer.

**§12 Events of Default****(1) *Events of Default.***

If any of the events set out in (a) – (d) below occurs, each Securityholder shall be entitled to declare his Securities due:

- (a) the Issuer fails to make any payment or perform any delivery obligation in respect of the Securities within thirty (30) days of the relevant due date after the Principal Agent has received notice thereof from a Securityholder; or
- (b) the Issuer fails duly to perform any other obligation arising from the Securities, if such failure continues for more than sixty (60) days after the Principal Agent has received notice thereof from a Securityholder; or
- (c) the Issuer announces its inability to meet its financial obligations or ceases its payments; or
- (d) a court in Germany opens insolvency proceedings against the Issuer, or the Issuer applies for or institutes such proceedings or offers or makes an arrangement for the benefit of its creditors generally.

The right to declare Securities due shall terminate if the situation giving rise to it has been cured before the right is exercised.

If the Securities are declared due each Securityholder shall be entitled to demand immediate payment of an amount in respect of each Security held by such Securityholder equal to the Market Value of a Security less a Security's proportionate share of the direct and indirect cost to the Issuer of unwinding any underlying related Hedging Arrangements, all as determined by the Calculation Agent in its reasonable discretion.

If the Securities are specified in the Product Terms to be Italian Securities which are Notes intended to be listed and admitted to trading on an Italian regulated market or Italian multilateral trading facility so requiring, such amount paid as a result of the occurrence of an Event of Default shall be at least equal to the Nominal Amount in respect of each Security.

**(2) *Quorum.***

In the events specified in para. **(1)(b) above**, any notice declaring Securities due shall, unless at the time such notice is received any of the events specified in para. **(1)(a), (c) or (d)** entitling Securityholders to declare their Securities due has occurred, become effective only when the Issuer has received such notices from the Securityholders accounting for at least 10 per cent of the total number or nominal amount of Securities of the relevant series then outstanding.

**(3) *Form of Notice.***

Any notice, including any notice declaring Securities due, in accordance with para. (1) above shall be made by means of a written declaration delivered by hand or registered mail to the Principal Agent at its principal office.

**§13 Substitution of Issuer and Branch****(1) Substitution of Issuer**

The Issuer, or any previous substituted company, may at any time, without the consent of the Securityholders substitute for itself as principal obligor under the Securities any company (the "**Substitute**"), being any subsidiary or Affiliate, subject to:

- (a) the obligations of the Substitute under the Securities being irrevocably and unconditionally guaranteed by Deutsche Bank AG (unless it is the Substitute);
- (b) all actions, conditions and steps required to be taken, fulfilled and done (including the obtaining of any necessary consents) to ensure that the Securities represent legal, valid and binding obligations of the Substitute having been taken, fulfilled and done and being in full force and effect;
- (c) the Issuer shall have given at least 30 days' prior notice of the date of such substitution to the Securityholders in accordance with §16.

In the event of any substitution of the Issuer, any reference in the Terms and Conditions to the Issuer shall from the time of effective substitution be construed as a reference to the Substitute.

**(2) Substitution of Branch**

The Issuer shall have the right upon notice to Securityholders in accordance with §16 to change the office through which it is acting for the purpose of the Securities, the date of such change to be specified in such notice provided that no change can take place prior to the giving of such notice.

**§14 Purchases of Securities**

The Issuer may, but is not obliged to, at any time purchase Securities at any price in the open market or by tender or private agreement. Any Securities so purchased may be held or resold or surrendered for cancellation.

**§15 Further Issuances of Securities**

The Issuer shall be at liberty from time to time without the consent of Securityholders or any of them to create and issue further securities so as to be consolidated and form a single series with the Securities.

**§16 Notices****(1) Delivery/Publication**

Notices to the Securityholders will be valid if:

- (a) delivered to the Clearing Agent(s) for communication by the Clearing Agent(s) to the Securityholders; and/or
- (b) subject to it not being specified otherwise in the relevant Final Terms, published on the internet page [www.xmarkets.db.com](http://www.xmarkets.db.com) or on any substitute page or service notified to Securityholders by publication on such internet page.

If the Securities are specified in the Product Terms to be Portuguese Securities any reference to Clearing Agent in the sub-paragraph (a) above shall instead be read as reference to the relevant Affiliate Member of Interbolsa.

**(2) Effective Date**

Notices referred to above will become effective:

- (a) if delivered pursuant to para.(1)(a) above, on the Business Day after such delivery to the Clearing Agent or all the Clearing Agents (if more than one);
- (b) if published pursuant to para.(1)(a) above, on the date of such publication; or
- (c) if delivered pursuant to para. (1)(a) and published pursuant to para. (1)(b), on the earlier of (i) the Business Day after such delivery to the Clearing Agent or all the Clearing Agents (if more than one) (as described in (1)(a) above, and/or (ii) the date of such publication as described in (1)(b) above.

If the Securities are specified in the Product Terms to be Portuguese Securities any reference to Clearing Agent in the sub-paragraphs (a) and (c) above shall instead be read as reference to the relevant Affiliate Member of Interbolsa. Furthermore, in the case of Portuguese Securities, no such notice shall become effective prior to it being disclosed through the website of the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*) ([www.cmvm.pt](http://www.cmvm.pt)), if such disclosure is required.

**(3) Luxembourg Stock Exchange publication**

If and for so long as the Securities are listed on the official list of the Luxembourg Stock Exchange and the rules of the exchange so require, notices to the Securityholders will be published on the Luxembourg Stock Exchange's website, [www.bourse.lu](http://www.bourse.lu).

(4) **Borsa Italiana Publication**

If and for so long as the Securities are listed on the Borsa Italiana and the rules of the exchange so require, notices to the Securityholders will be published on the Borsa Italiana's website, [www.borsaitaliana.it](http://www.borsaitaliana.it).

(5) **Euronext Lisbon Publication**

If and for so long as the Portuguese Securities are listed on the Euronext Lisbon regulated market, any notices shall be published through the website of the Portuguese Securities Market Commission ([www.cmvm.pt](http://www.cmvm.pt)), and comply with any additional Euronext Lisbon rules.

(6) **Spanish Stock Exchanges and AIAF**

If and for so long as the Spanish Securities are listed on any Spanish regulated market and the rules of the exchange or market so require, notices to the Securityholders will be published on the website of the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) at [www.cnmv.es](http://www.cnmv.es) and, if required, the website of the relevant regulated market.

(7) **SIX Swiss Exchange Publication**

If and for so long as the Securities are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all notices in respect of the *Securities* will be validly given without cost to the holders of such Securities either (i) by means of electronic publication on the internet website of the SIX Swiss Exchange ([www.six-swiss-exchange.com](http://www.six-swiss-exchange.com), where notices are currently published under the address [www.six-swiss-exchange.com/news/official\\_notices/search\\_en.html](http://www.six-swiss-exchange.com/news/official_notices/search_en.html)), or (ii) otherwise in accordance with the regulations of the SIX Swiss Exchange. Any notices so given will be deemed to have been validly given on the date of such publication or if published more than once, on the first date of such publication.



**§17 Redenomination****(1) Redenomination***Redenomination in Euro*

The Issuer may, without the consent of the Securityholders, on giving notice to the Securityholders in accordance with §16, elect that, with effect from the Adjustment Date specified in the notice, the Securities shall be redenominated in euro.

The election will have effect as follows:

- (a) where the Settlement Currency is the National Currency Unit of a country which is participating in the third stage of European Economic and Monetary Union, such Settlement Currency shall be deemed to be an amount of euro converted from the original Settlement Currency into euro at the Established Rate, subject to such provisions (if any) as to rounding as the Issuer may decide and as may be specified in the notice, and after the Adjustment Date, all payments in respect of the Securities will be made solely in euro as though references in the Terms and Conditions to the Settlement Currency were to euro;
- (b) where the Terms and Conditions contain an exchange rate or any of the Terms and Conditions are expressed in a currency (the "**Original Currency**") of a country which is participating in the third stage of European Economic and Monetary Union, such exchange rate and/or any other currency terms of the Terms and Conditions shall be deemed to be expressed in or, in the case of an exchange rate, converted for or, as the case may be into, euro at the Established Rate; and
- (c) such other changes shall be made to the Terms and Conditions as the Issuer may decide to conform them to conventions then applicable to instruments expressed in euro.

**(2) Adjustment**

The Issuer may, without the consent of the Securityholders, on giving notice to the Securityholders in accordance with §16, make such adjustments to the Terms and Conditions as the Issuer may determine to be appropriate to account for the effect on the Terms and Conditions of the third stage of European Economic and Monetary Union pursuant to the Treaty.

**(3) Associated Costs**

Notwithstanding the provisions of para. (1) and (2) above, none of the Issuer, the Calculation Agent and any Agent shall be liable to any Securityholder or other person for any commissions, costs, losses or expenses in relation to or resulting from the transfer of euro or any currency conversion or rounding effected in connection therewith.

**(4) Definitions in respect of §17 and, if applicable, other Terms and Conditions:***Redenomination*

- (a) "**Adjustment Date**" means a date specified by the Issuer in the notice given to the Securityholders pursuant to this Condition which falls, if the currency is that of a

country not initially participating in the third stage of European Economic and Monetary Union pursuant to the Treaty, on or after such later date as such country does so participate.

- (b) "**Established Rate**" means the exchange rate for the conversion of the Original Currency (including compliance with rules relating to rounding in accordance with applicable European Union regulations) into euro established by the Council of the European Union pursuant to Article 140 para. 4 (formerly 109 I (4)) of the Treaty.
- (c) "**National Currency Unit**" means the unit of the currency of a country, as those units are defined on the day before the start of the third stage of European Economic and Monetary Union or, in connection with the expansion of such third stage, to any country which has not initially participated in such third stage.
- (d) "**Settlement Currency**" is as defined in the Product Terms.
- (e) "**Treaty**" means the treaty on the Functioning of the European Union.

**§18 Modifications****(1) German law governed Securities**

If Governing Law is specified in the Product terms to be German law the following applies:

**(a) Issuer's Right of Rescission**

Obvious spelling and calculation errors in the Product Terms, including those where the information provided clearly cannot be reconciled with the Issue Price or value-determining factors of the Security, give rise to a right of rescission on the part of the Issuer. Immediate notice of such rescission must be given in accordance with §16 (1) as soon as the Issuer has become aware of the error concerned. The publication must make reference to §18 of this Document and indicate the information in the Product Terms affected by the error. The term of the Securities ends with immediate effect as a result of the rescission.

**(b) Issuer's Right of Correction and Securityholders' Right of Redemption**

If the Issuer does not make use of its right of rescission, it may correct obvious errors within the meaning of para. (a) by correcting the Product Terms. A correction of the Product Terms is to be notified immediately in accordance with §16(1) and with reference to §18 of this Document as soon as the Issuer becomes aware of the error concerned. In this event, however, each Securityholder is entitled to redeem his/her holdings of Securities before the correction takes effect. Such a redemption must be made by notifying the Principal Agent within four weeks of the publication of the correction. It shall take effect upon receipt by the Issuer of the notice of redemption. A redemption has the same effect as a rescission in accordance with para. (a).

The Issuer determines the content of the correction on the basis of the information that would have been provided if the error had not occurred. The correction must be reasonable for the Securityholders taking into account the economic purpose of the Securities. This is only the case if, as a result of the correction, the economic value of the Securities is adjusted to their Issue Price at the time of issue. The correction takes effect four weeks after the day of notification and the publication must make reference to this four-week deadline and the Securityholders' Redemption Right.

**(c) Cash Amount in the Event of a Rescission or Redemption**

In the event of a rescission by the Issuer in accordance with para. (a) or a redemption by Securityholders in accordance with para. (b), the affected Securityholders will receive an amount equal to the market price of the Securities on the next Business Day after the rescission or redemption takes effect; the resulting payment is due on the fifth Business Day after this date. If a Securityholder proves that the market price is lower than the amount he/she paid to acquire the Securities, less any payments already made by the Issuer, he/she will be entitled to the corresponding amount. This does not affect the Securityholder's right to claim damages for any loss incurred as a result of negative interest (*Vertrauensschaden*) in accordance with §122 para. 1 of the German Civil Code.

For Securities listed in the regulated market or for trading over-the-counter at a stock exchange (referred to in the following as "**Listing**") the market price within the meaning of para. (a) and para. (b) shall be the closing price published by the stock

exchange on the relevant date. In the case of multiple stock exchanges this shall be the closing price at the stock exchange where the largest turnover of the Securities took place at last. If a closing price was not published on this date or if a Market Disruption occurred, the provisions of §5 shall apply provided that the Reference Item for the purpose of these provisions shall be the Security itself. In the case of Securities without a Listing, the market price shall be determined by the Calculation Agent in its reasonable discretion (§315 of the German Civil Code) and in consultation with an expert.

(d) **Contradictory or Incomplete Information**

Notwithstanding Article 16 of the Prospectus Directive and if information in the Product Terms is recognisably in contradiction with other information, or if the Product Terms are recognisably incomplete, the Issuer may correct or amend the Product Terms immediately by publication in accordance with §16. Such correction or amendment takes place either, if the interpretation of the terms alone leads to a specific content becoming applicable, on the basis of this content, and otherwise on the basis of the information that would have applied if the error on the part of the Issuer had not occurred.

(e) **Major Increase in Market Price Caused by Immediately Recognisable Error**

If the erroneous content of any of the terms of the Securities, and its correct content, are clearly apparent to an expert investor for the relevant Security, and if the difference between the erroneous and correct content gives rise to a market price of the Security, based on the erroneous content, which is more than 30 per cent. higher at the time of the initial issue, the correct content shall apply in place of the erroneous content. The Issuer may also invoke the unlawful application of an erroneous term against individual Securityholders where this is appropriate to the circumstances of individual cases.

(2) **Securities not governed by German law**

If Governing Law is specified in the Product terms to be any other law than German law the following applies:

The Issuer may, to the extent permitted by applicable law and subject to as provided below, modify the Terms and Conditions and/or the applicable Final Terms without the consent of the Securityholders or any of them in any manner which the Issuer may deem reasonably necessary (i) in order to maintain or preserve the intended commercial purpose of the Terms and Conditions and/or the applicable Final Terms; or (ii) if such modification does not materially adversely affect the interests of the Securityholders or is of a formal, minor or technical nature or intended to correct a manifest or proven error or to cure, correct or supplement any defective provision contained therein. Notice of any such modification will be given to the Securityholders in accordance with §16 but failure to give, or non-receipt of, such notice will not affect the validity of any such modification.

The Issuer may exercise the above discretion for the reasons or in the circumstances described above (i.e. in order to maintain or preserve the intended commercial purpose of the Terms and Conditions and/or the applicable Final Terms or if such modification does not materially adversely affect the interests of the *Securityholders* or is of a formal, minor or technical nature or is intended to correct any errors or defective provisions in the Terms and Conditions and/or the applicable Final Terms). In each of these cases the Issuer will first satisfy itself that the exercise of the discretion is reasonable and necessary and it will consider if there is any reasonable alternative which would not entail additional material

costs for the Issuer and/or its Affiliates. Following any modification pursuant to this §18, the Issuer may in its discretion amend and restate the applicable Final Terms.

(3) **Securities with proprietary indices as Reference Items**

If the Underlying or a Relevant Reference Item is an index and such index represents a Proprietary Index, the relevant index description for such index is deemed to be part of the Product Terms in respect to amendments effected by the Index Sponsor. Amendments to the index description effected by the Index Sponsor shall be treated, if such amendments fulfil the preconditions for amendments, corrections and supplements of the Product Terms as set out in the General Conditions, as if the respective amendments, corrections and supplements have been effected by the Issuer or the Calculation Agent effective with regard to the Underlying (including all Relevant Reference Items included in the index). If an amendment to the index description effected by the Index Sponsor does not fulfil the preconditions as set out in the General Conditions, such amendment will not be considered in applying the Terms and Conditions. In such case, the Calculation Agent will calculate the level of the index, to the extent necessary, on basis of the index description effective immediately prior to the relevant amendment to the index description.

**"Proprietary Index"** means an index in respect of which the Issuer or its subsidiary is the Index Sponsor.

**§19 Severability**

If any of the provisions of the Terms and Conditions is or becomes invalid or unenforceable in whole or in part, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired thereby. The invalid or unenforceable provision shall be replaced by a valid provision, which, to the extent legally possible, serves the economic purposes of the invalid or unenforceable provision. The same applies to any gaps in the Terms and Conditions.

**§20 Governing Law, Place of Jurisdiction and Place of Performance****(1) English law governed Securities**

Subject to as provided under (6) below, if the Governing Law is specified in the Product Terms to be English Law, the Securities and any non-contractual obligations arising out of or in connection with the Securities are governed by, and shall be construed in accordance with, English law. No person shall have any right to enforce any term or condition of the Securities under the Contracts (Rights of Third Parties) Act 1999, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

The courts of England are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Securities (including a dispute relating to any non-contractual obligations arising out of or in connection with the Securities).

**(2) German law governed Securities**

Subject to as provided under (6) below, if the Governing Law is specified in the Product Terms to be German Law, the Securities are governed by, and shall be construed in accordance with, German law. The place of jurisdiction for all proceedings arising from matters provided for in the Terms and Conditions shall, to the extent legally permitted, be Frankfurt am Main. The place of performance of any obligation of the Issuer under the Terms and Conditions is Frankfurt am Main.

**(3) Italian law governed Securities**

Subject to as provided under (6) below, if the Governing Law is specified in the Product Terms to be Italian Law, the Securities are governed by, and shall be construed in accordance with, Italian law. The exclusive place of jurisdiction for all proceedings arising from or relating to matters provided for in the Terms and Conditions, including non-contractual matters and tort liabilities shall, to the extent legally permitted, be Milan. Obligations of Deutsche Bank AG under the Securities will be performed only through Deutsche Bank AG, Milan Branch and the place of performance of any obligation of the Issuer under the Terms and Conditions is Milan. In the event that, for reasons outside of its control, the Issuer is unable to perform any of its obligations in Milan (whether as a result of a change in law, regulation or otherwise), an investor is not entitled to require performance of such obligation(s) in any other jurisdiction or place.

**(4) Portuguese law governed Securities**

Subject to as provided under (6) below, if the Governing Law is specified in the Product Terms to be Portuguese Law, the Securities and any non-contractual obligations in connection therewith, are governed by, and shall be construed in accordance with, Portuguese law. The exclusive place of jurisdiction for all proceedings arising from matters provided for in the Terms and Conditions shall be Portugal and within the Portuguese jurisdiction, to the extent legally permitted, any such proceedings shall be held before the courts of Lisbon. Obligations of Deutsche Bank AG under the Securities will be performed only through Deutsche Bank AG, Sucursal em Portugal and the place of performance of any obligation of the Issuer under the Terms and Conditions is Lisbon. In the event that, for reasons outside of its control, the Issuer is unable to perform any of its obligations in Lisbon (whether as a result of a change in law, regulation or otherwise), an investor is not entitled to require performance of such obligation(s) in any other jurisdiction or place.

(5) **Spanish law governed Securities**

Subject to as provided under (6) below, if the Governing Law is specified in the Product Terms to be Spanish Law, the Securities are governed by, and shall be construed in accordance with, Spanish law. The exclusive place of jurisdiction for all proceedings arising from matters provided for in the Terms and Conditions shall, to the extent legally permitted, be, and any such legal proceedings shall be held before the courts of, Madrid. All the obligations of the Issuer under the Terms and Conditions are to be performed exclusively from Madrid through Deutsche Bank AG, Sucursal en España and all payments are to be originated in Madrid for all purposes. As a consequence, in the event that, for reasons outside of its control, the Issuer is unable to perform its obligations from Madrid through Deutsche Bank AG, Sucursal en España or originate its payments from Deutsche Bank AG, Sucursal en España in Spain (whether as a result of a change in law, regulation, by administrative decision, force majeure or otherwise), an investor may not require that such obligations are performed from or originated by the Issuer acting through another branch or in any jurisdiction other than Spain.

(6) **Exemptions**

The provisions of §7(1)(b), (c), (d), (e), (f), (g), (h) or (i) apply without prejudice to the provisions of this §20.



**§21 Portuguese Securities**

This §21 only applies to Portuguese Securities.

**(1) Meetings of Securityholders**

Subject to the provisions of the applicable Product Terms, Securityholders of a given series of Portuguese Securities have the right to hold meetings to consider any matter affecting their interests, including the modification or abrogation of any of the Terms and Conditions of the relevant series of Portuguese Securities and to appoint a common representative (which must be a firm of lawyers, a firm of certified auditors or a natural person) as representative of their interests, under the terms of articles 355 to 359 of the Portuguese Companies Code, enacted by Decree-Law 262/86, of 2 September 1986 (as amended) and article 15 of Decree-Law 172/99 of 22 May 1999 (as amended).

A meeting of holders of Portuguese Securities of a given series may be convened by (A) the common representative, at any time, or if (i) the common representative refuses to convene such a meeting or (ii) the meeting fails to be convened because a common representative has not been appointed, (B) the management of Deutsche Bank AG, Sucursal em Portugal. A meeting must in any case be convened by the common representative or the management of Deutsche Bank AG, Sucursal em Portugal if so requested by holders of Portuguese Securities holding not less than five per cent. of the aggregate nominal amount of the Portuguese Securities of the relevant series. Every meeting of holders of Portuguese Securities shall be held on the date, and at the time and place, approved by the common representative or the management of Deutsche Bank AG, Sucursal em Portugal, as the case may be, as specified in the notice for such meeting of holders of Portuguese Securities. For the purposes of convening any such meeting, a call notice shall be disseminated at least 30 calendar days prior to the date of the meeting, (i) in accordance with all laws and regulations applicable to such dissemination (including any rules and regulations of Interbolsa, the CMVM and of any stock exchange where the Portuguese Securities are admitted to trading), and (ii) through the website of the CMVM ([www.cmvm.pt](http://www.cmvm.pt)).

**(2) Provisions of information to Interbolsa**

For any series of Portuguese Securities, the Principal Agent shall provide information to Interbolsa regarding the amounts payable to the holders of such Portuguese Securities by the fifth Business Day prior to the date on which such amounts will be paid to the relevant Securityholders or such later date as may be accepted by Interbolsa in respect of the relevant Securities. The Issuer will provide the Principal Agent, on request, and no later than such fifth Business Day (or, in respect of any later date acceptable to Interbolsa, no later than that later date) with any such information relating to these amounts payable as Interbolsa may require.

**Annex 1**

**FORM OF EXERCISE NOTICE**

**DEUTSCHE BANK AG**

[Up to] [ ] [Form of Security] relating to [Underlying] (the "**Securities**")

*Any capitalised terms not defined herein shall bear the same meaning as that in the base prospectus for the Securities as modified or replaced by the relevant Product Terms.*

*This form is not applicable in respect of Uncertificated SIS Securities. The form for Uncertificated SIS Securities may be obtained on request to the Principal Agent.*

*When completed this notice should be sent by the Securityholder to the Principal Agent and copied to the relevant Clearing Agent, or in the case of Portuguese Securities, the relevant Affiliate Member of Interbolsa, and in the case of French Securities, the relevant Account Holder. The most recent form of this notice may be obtained on request to the Principal Agent.*

**To:** Deutsche Bank AG [London  
Winchester House  
1 Great Winchester Street  
London  
EC2N 2EQ

Attention: [ ] EIMG  
Fax: [ ] +44 (0)113 336 1979  
E-Mail: transaction-mngt.group@db.com]  
[OR INSERT ALTERNATIVE ADDRESS DETAILS FOR ISSUER]

**cc:** [Clearing Agent/Affiliate Member of Interbolsa/Account Holder Details] [Euroclear Bank SA/NV]  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]

Clearstream Banking S.A.  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]

[If other clearing system, insert details]

[Subject to as set out below, if this notice is determined to be incomplete or not in proper form (in the determination of the Principal Agent), or is not copied to the Clearing Agent, or in the case of Portuguese Securities, copied to the relevant Affiliate Member of Interbolsa, and in the case of French Securities, copied to the relevant Account Holder, immediately after being delivered or sent to the Principal Agent, it shall be void.

If this notice is subsequently corrected to the satisfaction of the Principal Agent, it shall be deemed to be a new notice submitted at the time such correction is

#### IV. GENERAL CONDITIONS

delivered to the Principal Agent and copied to the Clearing Agent, or in the case of Portuguese Securities, copied to the relevant Affiliate Member of Interbolsa, *and in the case of French Securities, copied to the relevant Account Holder.*

**PLEASE USE BLOCK CAPITALS**

**1. Number of the Securities**

The number of the Securities being exercised is as follows:

**2. Account details:**

[I/We\*] hereby irrevocably instruct and authorise the [Clearing Agent/Affiliate Member of Interbolsa/Account Holder] to debit on or before the Settlement Date the account specified below with the number of the Securities being exercised and [I/we\*] hereby authorise the Principal Agent to so direct the [Clearing Agent/Affiliate Member of Interbolsa/Account Holder] on [my/our\*] behalf.

Account details:  
[\*delete as appropriate]

*[If cash settled, insert below and renumber paragraphs accordingly:]*

**3. Cash amounts**

The account with the [Clearing Agent/Affiliate Member of Interbolsa/Account Holder] to be credited with any Cash Amount(s), Disruption Settlement Amount, Adjustment Amount and any other cash amounts payable to [me/us\*] is as follows:

Account details:        ]  
[\*delete as appropriate]

*[If not physically settled, delete (4) below and renumber paragraphs accordingly:]*

**4. Physical Delivery Amount**

The account with *[insert relevant Physical Delivery Clearing System(s)]* to be credited with the Physical Delivery Amount(s) is as follows:

Account details:

**5. Securityholder Expenses**

[I/We\*] hereby undertake to pay all Securityholder Expenses and the aggregate Strike and any other cash amounts, if applicable, payable in connection with the exercise and settlement of the relevant Securities and [I/we\*] hereby irrevocably instruct the [Clearing Agent/Affiliate Member of Interbolsa/Account Holder] to deduct an amount or amounts in respect thereof from any cash amount due to [me/us\*] as referred to under 3 above and/or to debit [my/our\*] account with the [Clearing Agent/Affiliate Member of Interbolsa/Account Holder] specified below with an amount or amounts in respect thereof, in each case on or after the Exercise Date and [I/we\*] hereby authorise the Principal Agent to so direct the [Clearing Agent/Affiliate Member of Interbolsa/Account Holder] on [my/our\*] behalf.

Account details:  
[\*delete as appropriate]

**6. Certification of non-U.S. beneficial ownership**

The undersigned hereby [certify/ies\*] that, as of the date hereof, neither the person exercising the Securities that are the subject of this notice nor any person on whose behalf the Securities are being exercised is a U.S. person or a person within the United States and that no cash amounts, and in the case of a physical delivery of an Underlying, no securities or other property have been or will be transferred in the United States or to, or for the account or benefit of, a U.S. person in connection with any exercise thereof. As used herein "United States" means the United States of America (including the States and the District of Columbia and its possessions), and "U.S. person" means (i) an individual who is a resident of the United States; (ii) a corporation, partnership or other entity organised in or under the laws of the United States or any political subdivision thereof or which has its principal place of business in the United States; (iii) any estate or trust which is subject to United States federal income taxation regardless of the source of its income; (iv) any trust if a court within the United States is able to exercise primary supervision over the administration of the trust and if one or more United States trustees have the authority to control all substantial decisions of the trust; (v) a pension plan for the employees, officers or principals of a corporation, partnership or other entity described in (ii) above; (vi) any entity organised principally for passive investment, 10 per cent. or more of the beneficial interests in which are held by persons described in (i) to (v) above if such entity was formed principally for the purpose of investment by such persons in a commodity pool the operator of which is exempt from certain requirements of Part 4 of the United States Commodity Futures Trading Commission's regulations by virtue of its participants being non-U.S. persons; or (vii) any other "U.S. person" as such term may be defined in Regulation S under the United States Securities Act of 1933, as amended, or a person who does not come within the definition of a non-United States person under Rule 4.7 of the United States Commodity Exchange Act, as amended.

[\*delete as appropriate]

**7. Use of Exercise Notice**

[I/We\*] authorise the production of this notice in any applicable administrative or legal proceedings.

[\*delete as appropriate]

**Names(s) of Securityholder(s):**

Signed/By:

Dated:

**Annex 2**

**FORM OF DELIVERY NOTICE**

**DEUTSCHE BANK AG**

[Up to] [ ] [*Form of Security*] relating to [*Underlying*] (the "**Securities**")

*Any capitalised terms not defined herein shall bear the same meaning as that in the base prospectus for the Securities as modified or replaced by the relevant Product Terms.*

*When completed this notice should be sent by the Securityholder to the Principal Agent and copied to the relevant Clearing Agent and, in the case of French Securities, the relevant Account Holder. The most recent form of this notice may be obtained on request to the Principal Agent.*

**To:** Deutsche Bank AG [London  
Winchester House  
1 Great Winchester Street  
London  
EC2N 2EQ  
  
Attention: EIMG  
Fax: +44 (0)113 336 1979  
E-mail: transaction-mngt.group@db.com]  
[OR INSERT ALTERNATIVE ADDRESS DETAILS FOR ISSUER]

**cc:** [*Clearing Agent/Account Holder Details*] [Euroclear Bank SA/NV]  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]  
  
Clearstream Banking S.A.  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]

[*If other clearing system, insert details*]

Subject to as set out below, if this notice is determined to be incomplete or not in proper form (in the determination of the Principal Agent and, in the case of French Securities, the relevant Account Holder), or is not copied to the Clearing Agent immediately after being delivered or sent to the Principal Agent, it shall be void.

If this notice is subsequently corrected to the satisfaction of the Principal Agent, it shall be deemed to be a new notice submitted at the time such correction is delivered to the Principal Agent and copied to the Clearing Agent.

**PLEASE USE BLOCK CAPITALS****1. Number of the Securities**

The aggregate nominal amount or number of the Securities in respect of which this notice shall apply is as follows:

**2. Account details:**

[I/We\*] hereby irrevocably instruct and authorise the [Clearing Agent/Account Holder] to debit on or before the Settlement Date the account specified below with the aggregate nominal amount or number of the Securities which are the subject of this notice and [I/we\*] hereby authorise the Principal Agent to so direct the [Clearing Agent/Account Holder] on [my/our\*] behalf.

Account details:  
[\*delete as appropriate]

**3. Physical Delivery Amount**

The account with [*insert relevant Physical Delivery Clearing System(s)*] to be credited with the Physical Delivery Amount is as follows:

Account details:

**4. Cash amounts**

The account with the [Clearing Agent/Account Holder] to be credited with any Disruption Settlement Amount, Adjustment Amount and any other cash amounts payable to [me/us\*] is as follows:

Account details:        ]  
[\*delete as appropriate]

**5./6. Securityholder Expenses**

[I/We\*] hereby undertake to pay all Securityholder Expenses and any other cash amounts, if applicable, payable in connection with the exercise and/or settlement of the relevant Securities and [I/we\*] hereby irrevocably instruct the [Clearing Agent/Account Holder] to deduct an amount or amounts in respect thereof from any cash amount due to [me/us\*] as referred to in **4 above** and/or to debit [my/our\*] account with the [Clearing Agent/Account Holder] specified below with an amount or amounts in respect thereof, in each case on or after the Exercise Date or Cut-off Date, as applicable, and [I/we\*] hereby authorise the Principal Agent to so direct the [Clearing Agent/Account Holder] on [my/our\*] behalf.

Account details:  
[\*delete as appropriate]

**6./7. Certification of non-U.S. beneficial ownership**

The undersigned hereby [certify/ies\*] that, as of the date hereof, neither the person exercising or holding the Securities that are the subject of this notice nor any person on whose behalf the Securities are being exercised or redeemed is a U.S. person or a person within the United States and that no cash amounts, and in the case of a physical delivery of an Underlying, no securities or other property have been or will be transferred in the United

States or to, or for the account or benefit of, a U.S. person in connection with any exercise or redemption thereof. As used herein "United States" means the United States of America (including the States and the District of Columbia and its possessions), and "U.S. person" means (i) an individual who is a resident of the United States; (ii) a corporation, partnership or other entity organised in or under the laws of the United States or any political subdivision thereof or which has its principal place of business in the United States; (iii) any estate or trust which is subject to United States federal income taxation regardless of the source of its income; (iv) any trust if a court within the United States is able to exercise primary supervision over the administration of the trust and if one or more United States trustees have the authority to control all substantial decisions of the trust; (v) a pension plan for the employees, officers or principals of a corporation, partnership or other entity described in (ii) above; (vi) any entity organised principally for passive investment, 10 per cent. or more of the beneficial interests in which are held by persons described in (i) to (v) above if such entity was formed principally for the purpose of investment by such persons in a commodity pool the operator of which is exempt from certain requirements of Part 4 of the United States Commodity Futures Trading Commission's regulations by virtue of its participants being non-U.S. persons; or (vii) any other "U.S. person" as such term may be defined in Regulation S under the United States Securities Act of 1933, as amended, or a person who does not come within the definition of a non-United States person under Rule 4.7 of the United States Commodity Exchange Act, as amended.

[\*delete as appropriate]

**[7./8.] Use of Delivery Notice**

[I/We\*] authorise the production of this notice in any applicable administrative or legal proceedings.

[\*delete as appropriate]

**Names(s) of Securityholder(s):**

Signed/By:

Dated:



Annex 3 A

**FORM OF RENOUNCEMENT NOTICE**

*(to be used if the Governing Law is specified to be English Law, in the Product Terms)*

**DEUTSCHE BANK AG**

[Up to] [ ] [Form of Security] relating to [Underlying] (the "**Securities**")

*Any capitalised terms not defined herein shall bear the same meaning as that in the base prospectus for the Securities as modified or replaced by the relevant Product Terms.*

*When completed this notice should be sent by the Securityholder to the Agent in Italy. The most recent form of this notice may be obtained on request to the Agent in Italy.*

To: [Deutsche Bank S.p.A.,  
Direzione Generale - Ufficio Titoli  
Piazza del Calendario, 3  
20126 Milan (Italy)

Attention: Andrea Moioli  
Phone no. +39 02 4024 3864  
Fax no. +39 02 4024 2790]

cc: [Issuer Details]  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]

[Subject to as set out below, if this notice is determined to be incomplete or not in proper form (in the determination of the Agent in Italy), or is not copied to the Issuer immediately after being delivered or sent to the Agent in Italy, it shall be void.

If this notice is subsequently corrected to the satisfaction of the Agent in Italy, it shall be deemed to be a new notice submitted at the time such correction is delivered to the Agent in Italy.

**PLEASE USE BLOCK CAPITALS**

We/I the undersigned Holder(s) of the Securities

\_\_\_\_\_

hereby communicate that we are renouncing the automatic exercise on the Exercise Date of the rights granted by the Securities in accordance with the Terms and Conditions of the Securities. We understand that as a result we shall have no right to receive any amounts in respect of the Securities we hold.

Series No. of the Securities:

\_\_\_\_\_

Number of Securities the subject of this notice:

\_\_\_\_\_

The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Terms and Conditions or is determined to be incomplete or not in proper form (in the determination of the Agent in Italy), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Agent in Italy, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Agent in Italy.

Expressions defined in the Terms and Conditions shall bear the same meanings in this Renouncement Notice.

Place and date:

\_\_\_\_\_

Signature of the Securityholder

Name of beneficial owner of the Securities

\_\_\_\_\_

\_\_\_\_\_

Signature

Annex 3 B

**FORM OF RENOUNCEMENT NOTICE**

*(to be used if the Governing Law is specified to be German Law in the Product Terms)*

**DEUTSCHE BANK AG**

[Up to] [ ] [*Form of Security*] relating to [*Underlying*] (the "**Securities**")

Any capitalised terms not defined herein shall bear the same meaning as that in the base prospectus for the Securities as modified or replaced by the relevant Product Terms.

When completed this notice should be sent by the Securityholder to the Agent in Italy and copied to his/her financial intermediary, accountholder at Monte Titoli. The most recent form of this notice may be obtained on request to the Agent in Italy.

To: [Deutsche Bank S.p.A.,  
Direzione Generale - Ufficio Titoli  
Piazza del Calendario, 3  
20126 Milan (Italy)

Attention: Andrea Moioli  
Phone no. +39 02 4024 3864  
Fax no. +39 02 4024 2790]

cc: Financial Intermediary accountholder at Monte Titoli

[●]

(the "**Financial Intermediary**")

cc: [*Issuer Details*]  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]

[Subject to as set out below, if this notice is determined to be incomplete or not in proper form (in the determination of the Agent in Italy), or is not copied to the Issuer and the Financial Intermediary immediately after being delivered or sent to the Agent in Italy, it shall be void.

If this notice is subsequently corrected to the satisfaction of the Agent in Italy, it shall be deemed to be a new notice submitted at the time such correction is delivered to the Agent in Italy.

**PLEASE USE BLOCK CAPITALS**

We/I the undersigned Holder(s) of the Securities

\_\_\_\_\_

hereby communicate that we hold the securities through the Financial Intermediary indicated above and we are hereby renouncing the automatic exercise on the Exercise Date of the rights granted by the Securities in accordance with the Terms and Conditions of the Securities. We understand that as a result we shall have no right to receive any amounts in respect of the Securities we hold.

Series No. of the Securities:

\_\_\_\_\_

Number of Securities the subject of this notice:

\_\_\_\_\_

The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Terms and Conditions or is determined to be incomplete or not in proper form (in the determination of the Agent in Italy), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Agent in Italy, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Agent in Italy.

Expressions defined in the Terms and Conditions shall bear the same meanings in this Renouncement Notice.

Place and date:

\_\_\_\_\_

Signature of the Securityholder

## Annex 3 C

**FORM OF RENOUNCEMENT NOTICE**

*(to be used if the Governing Law is specified to be Italian Law, in the Product Terms)*

**DEUTSCHE BANK AG**

[Up to] [ ] [Form of Security] relating to [Underlying] (the "**Securities**")

*Any capitalised terms not defined herein shall bear the same meaning as that in the base prospectus for the Securities as modified or replaced by the relevant Product Terms.*

*When completed this notice should be sent by the Securityholder to the Agent in Italy. The most recent form of this notice may be obtained on request to the Agent in Italy.*

To: [Deutsche Bank S.p.A.,  
Direzione Generale - Ufficio Titoli  
Piazza del Calendario, 3  
20126 Milan (Italy)

Attention: Andrea Moioli  
Phone no. +39 02 4024 3864  
Fax no. +39 02 4024 2790]

cc: [Issuer Details]  
[address]  
Attention: [ ]  
Fax: [ ]  
Phone: [ ]

[Subject to as set out below, if this notice is determined to be incomplete or not in proper form (in the determination of the Agent in Italy), or is not copied to the Issuer immediately after being delivered or sent to the Agent in Italy, it shall be void.

If this notice is subsequently corrected to the satisfaction of the Agent in Italy, it shall be deemed to be a new notice submitted at the time such correction is delivered to the Agent in Italy.

**PLEASE USE BLOCK CAPITALS**

We/I the undersigned Holder(s) of the Securities

---

hereby communicate that we are renouncing the automatic exercise on the Exercise Date of the rights granted by the Securities in accordance with the Terms and Conditions of the Securities. We understand that as a result we shall have no right to receive any amounts in respect of the Securities we hold.

Series No. of the Securities:

---

Number of Securities the subject of this notice:

---

The undersigned understands that if this Renouncement Notice is not completed and delivered as provided in the Terms and Conditions or is determined to be incomplete or not in proper form (in the determination of the Agent in Italy), it will be treated as null and void.

If this Renouncement Notice is subsequently corrected to the satisfaction of the Agent in Italy, it will be deemed to be a new Renouncement Notice submitted at the time such correction was delivered to the Agent in Italy.

Expressions defined in the Terms and Conditions shall bear the same meanings in this Renouncement Notice.

Place and date:

---

Signature of the Securityholder

Name of beneficial owner of the Securities

---

---

Signature

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## V. PRODUCT TERMS

[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. A version of these Product Terms as amended and completed for the specific issuance will be contained in the applicable Final Terms.]

[The following information describes the content of the relevant "**Product Terms**" of the Securities, which completes and puts in concrete terms the General Conditions for the relevant series of Securities for the purposes of such series of Securities. A version of the description of these Product Terms as amended and completed for the specific issuance will be contained in the applicable Final Terms.]

**[insert if applicable]**: Product Terms and General Conditions together constitute the "**Terms and Conditions**" of the relevant Securities.]

**[The following Product Terms start with a general part applicable to all products, followed by general definitions for all Certificates, Notes and Credit Certificates, each then followed by product-specific definitions which should be inserted in place of the more general prompts, if applicable, and end with an additional general part applicable to all products. The following Product Terms, hence, comprise, as applicable, the sections**

- **"General Definitions applicable to the Securities"**,
- **"General Definitions applicable to Certificates" supported, where applicable, by the product-specific definitions,**
- **"General Definitions applicable to Notes" supported, where applicable, by the product-specific definitions,**
- **"General Definitions applicable to Credit Certificates" supported, where applicable, by the product-specific definitions, and,**
- **"Further Definitions applicable to the 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.

<b>General Definitions applicable to the Securities</b>
---

Security Type	[Certificate] [Note][Credit Certificate]  <b>[insert marketing name of product if applicable]</b>  [Type: <b>[insert product type]</b> ]
ISIN	[ ]
[WKN	[ ]]

[Valoren	[ ]]
[Common Code	[ ]]
Issuer	[Deutsche Bank AG, Frankfurt am Main] [Deutsche Bank AG, London Branch] [Deutsche Bank AG, Milan Branch] [Deutsche Bank AG, Sucursal em Portugal] [Deutsche Bank AG, Sucursal en España]
Number of the Securities	[up to] [insert number] [insert amount] [insert type] [Securities] [Certificates] [Notes] [Credit Certificates] [insert marketing name of product if applicable] [at [insert amount] each] with an aggregate nominal amount of [up to] [insert amount]
Issue Price	[insert amount] [per [Certificate] [Note][Security] [Credit Certificate]] [The Issue Price [per [insert type] [Certificate] [Note][Security][Credit Certificate] [(plus subscription surcharge of [insert amount][insert percentage] of the [Issue Price] [initial Issue Price] [Nominal Amount])] will first be determined on the Issue Date and then be reset continuously.]  [Initially] [insert amount] [per [insert type] [Certificate] [Note] [Security][Credit Certificate]] [(plus subscription surcharge of [insert amount][insert percentage] of the [Issue Price] [initial Issue Price] [Nominal Amount])]. [Following issuance of the Securities, the [Issue Price] [price of the Securities] will be reset continuously.]
[Initial Issue Price]	[[insert amount] [per [Certificate] [Note][Security][Credit Certificate]] [(plus subscription surcharge of [insert amount][insert percentage])]]
Issue Date	[insert date]
Value Date	[insert date]
[Nominal Amount	[insert amount] [per Security]]
Underlying <i>[If the Securities relate to an Underlying A and an Underlying B insert: A and repeat for Underlying B]</i>	<i>[Insert where single Underlying:</i> Type: [Share] [Index] [Other Security] [Commodity] [Rate of Exchange] [Futures Contract] [Fund Share] [Interest Rate] <i>[if the Underlying according to §5(4) (c) of the General Conditions is to be deemed an Emerging Market Underlying, insert:</i> Emerging Market Underlying (§5(4) (c) General Conditions)  Name: [ ]  [The price for [ ] on the Reference Source] [(price index)] [(performance index)] [(monthly futures contract [ ])] [RIC: [ ]]

, which is replaced on the Replacement Date by the relevant Successor Future if a Replacement Event occurs.

If a replacement is made, all references to the future as Underlying in the Product Terms shall be deemed to apply for the Successor Future. [Also with effect on the Replacement Date, the Calculation Agent shall make adjustments, if any, to one or more of the conditions as the Calculation Agent deems appropriate to account of the Replacement Event. The adjustments will be made to preserve the economic position of the Securityholder before the replacement, and will reflect the difference, if any, between the last price of the future and of the Successor Future before the replacement became effective.]

If the Calculation Agent determines in its reasonable discretion that a Successor Future is not available, the Issuer will cancel the Securities as provided in §6 (4) (c) of the General Conditions.]

Sponsor or issuer: [ ]

[Reference Source: [ ] [page [ ] of the information provider Thomson Reuters] [page [ ] of the information provider Bloomberg]]

[Barrier Reference Source: [ ] [page [ ] of the information provider Thomson Reuters] [page [ ] of the information provider Bloomberg]]

[Multi-Exchange Index: [applicable][not applicable]]

[Related Exchange: [ ]]

[Reference Currency: [ ]]

[Currency Exchange: Currency Exchange [applies][is not applicable].]

[Base Currency: [ ]]

[Foreign Currency: [ ]]

[Fund Business Day: [applicable][not applicable]]

[ISIN: [ ]]

**[If there is no Underlying insert: None]**

*[Insert where Basket:*

A Basket of assets comprised as follows: **[insert details of respective type or types of the Underlying – Shares, Indices, Other Securities, Commodities, Rates of Exchange, Futures Contracts, Fund Units or Shares and/or Interest Rates:]**



V. PRODUCT TERMS

Type of Basket Constituent	[if the Underlying according to §5(4) (c) of the General Conditions is to be deemed an Emerging Market Underlying, insert: Emerging Market Underlying (§5(4) (c) General Conditions)]	Name of Basket Constituent	Sponsor or issuer of Basket Constituent	Reference Source	Security Code / ISIN of Basket Constituent	
[Share] [Index] [Multi-Exchange Index] [Other Security] [Commodity] [Rate of Exchange] [Futures Contract] [Fund Share] [Interest Rate]	[Specify for each Basket Constituent, if applicable:] [Yes][No]	[Insert name]	[Insert details]	[Insert Reference Source]	[Insert WKN/ISIN, if applicable]	

V. PRODUCT TERMS

<b>Name of Basket Constituent</b>	<b>[Fund Business Day]</b>	<b>[Basket Constituent Percentage Weight]</b>	<b>[Basket Constituent Weight]</b>	<b>[Basket Constituent Currency]</b>	<b>[Basket Constituent Relevant Exchange Time and Basket Constituent Relevant Exchange Date]</b>	
[ ]	[applicable] [not applicable]	[ ]	[ ]	[ ]	[ ]	
<b>Name of Basket Constituent</b>	<b>[Redemption Threshold]</b>	<b>Relevant Basket Constituent Value</b>	<b>[Coupon Threshold]</b>	<b>[Related Exchange]</b>	<b>[Basket Currency Exchange]</b>	
[ ]	[ ]  (a) In respect of the First Observation Date, <b>[insert value]</b> [ ] per cent. of the Initial Reference Level]  (b) In respect of the [ ] Observation Date, <b>[insert value]</b> [ ] per cent. of the Initial Reference Level]  (c) In respect of the Last Observation Date, <b>[insert value]</b> [ ] per cent. of the Initial Reference Level]]	[ ]	[ ]  (a) In respect of the First Observation Date, <b>[insert value]</b> [ ] per cent. of the Initial Reference Level]  (b) In respect of the [ ] Observation Date, <b>[insert value]</b> [ ] per cent. of the Initial Reference Level]  (c)	[ ]	[Applicable]  [Not applicable]	

V. PRODUCT TERMS

				In respect of the Last Observation Date, [insert value] [%] per cent. of the Initial Reference Level]]			
--	--	--	--	--	--	--	--

[Include the following as required for specific terms below:]

Name of Basket Constituent	[Upper] [Barrier]	Multiplier	Barrier Determination Amount determination	Initial Reference Level	Barrier Percentage Level	Basket Constituent Barrier	Basket Constituent Determination Percentage Level	[Strike]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]

[Include the following where the underlying relates to separate portfolios:]

Name of Basket Constituent		Basket Constituent Percentage Weight for the Portfolio A ("Portfolio A")	Basket Constituent Percentage Weight for the Portfolio B ("Portfolio B")	Basket Constituent Percentage Weight for the Portfolio C ("Portfolio C")	Basket Constituent Percentage Weight for the Portfolio [ ] ("Portfolio [ ]")	
[ ]		[ ]	[ ]	[ ]	[ ]	

**[If the Underlying is a future, which is continuously replaced, and the Rollover Factor is determined on the basis of the Initial Reference Level or the level of the Successor Future insert:**

Rollover Factor

(a) for the period commencing on (and including) the Issue Date and ending on the first Rollover Replacement Time, 1 and

(b) in respect of each subsequent period which commences with a Rollover Replacement Time and ends on the subsequent Rollover Replacement Time, the product of (i) and (ii), where:

(i) is the Rollover Factor applicable to the immediately preceding period and

(ii) is the quotient of:

(aa) the Reference Level of the Underlying immediately preceding the Rollover Replacement Time at the commencement of this period minus the Rollover Fees (as numerator) and

(bb) the sum of the Reference Level of the Successor Future immediately following the Rollover Replacement Time at the commencement of this period and the Rollover Fees (as denominator)

subject to any adjustment in accordance with §6 of the General Conditions.] [ ]

[Rollover Replacement Time

[in each case [ ] [ ] [a.m.] [p.m.] on the *Replacement Date*], unless the Calculation Agent considers a Market Disruption to have occurred at this time. If a Market Disruption has occurred at such time, the Rollover Replacement Time is the time, as soon as the **Market Disruption** ceases and the price for the Underlying can be determined. If, due to the Market Disruption, the Reference Level for the Underlying or Successor Future, as the case may be, cannot be determined [by] [ ], the Calculation Agent determines the Reference Level for this Rollover Replacement Time in its reasonable discretion taking prevailing market conditions at such time, the most recently reported, published or listed level or price of the Underlying or Successor Future, as the case may be, and other factors it considers relevant into account.] [ ]

[Rollover Fees

the product of the Reference Level of the Successor Future at the Rollover Replacement Time and [ ] per cent.]

**[If Rolling Costs are taken into account, insert:** Rolling Costs

In respect of a Replacement Event, the product of the last price of the Successor Future [published on the relevant Reference Source] prior to [the replacement taking effect] [the Replacement Date] and [ ] per cent.]

*[If the Underlying is a future that is regularly rolled, insert:*  
 Replacement Event [means [the future as Underlying has a remaining term of *[insert number]* Trading Days] [options contracts on the future as Underlying cease (or will cease) to be listed, traded or publicly quoted on the Reference Source for any reason and are not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Calculation Agent].]

*[If the Underlying is a future that is regularly rolled, insert:*  
 Replacement Date [a] [the] Trading Day [determined by the Calculation Agent following a Replacement Event] [following the day on which the Replacement Event occurs].]

*[If the Underlying is a future that is regularly rolled, insert:*  
 Successor Future The futures contract listed on the Reference Source, which is the same underlying concept as the future as Underlying and the shortest remaining term at the time the Replacement Event occurs, provided that the term is not less than [ .]

*[If the Underlying is a future that is regularly rolled, insert:* Price Differential means, in respect of a day, the difference between the last Reference Level of the Underlying [to be replaced] and of the determined Successor Future published by the Reference Source prior to the immediately preceding Replacement Date.]

Settlement [Cash Settlement]

[Physical Delivery]

*[Insert where physical delivery or cash settlement can apply:*

1. [If the Issuer has selected [in its [full] discretion] Physical Delivery, and has given notice of this to the Securityholders in accordance with §16 not less than *[insert notice period]* prior to the Settlement Date,] [provided that such selection shall only be possible if:

[[on *[insert date]* [during *[insert time period]* [the Observation Period]], the Barrier Determination Amount has not been [equal to or] above the [Strike][[Upper] Barrier],]

[[on *[insert date]*][[at any time] [at all times] during *[insert time period]* [the Observation Period]], the Barrier Determination Amount has been below [or equal to] the [Strike][[Upper] Barrier],]

[the Final Reference Level is [above] [below] than the [Strike][[Upper] Barrier],]

[If the Securityholder, in [an Exercise][a Delivery] Notice according to §2, has requested Physical Delivery,]

[If the Final Reference Level [of [at least one] [a] Basket Constituent]] is below [or equal to] the [[Upper] Barrier][Determination Level][Strike][Cap],]

[If:

[(A) the Final Reference Level [of any Basket Constituent] is below the [[Upper][Lower] Barrier][Determination Level][Strike] [for such Basket Constituent], [and]

(B) [[at any time][at all times][during [ ] [the Observation Period]] [ ]], the Barrier Determination Amount [of any Basket Constituent] has not been above or equal to the [Strike][[Upper] Barrier] [for such Basket Constituent,] [[at any time][at all times] [during [ ] [the Observation Period]] [ ]], the Barrier Determination Amount [of any Basket Constituent] has been below or equal to the [Strike][[Upper] Barrier] [for such Basket Constituent,] [the Final Reference Level is above [or equal to] the [Strike][[Upper] Barrier,]] [and]

(C) the Final Reference Level of any of the Basket Constituents is not equal to or above than the [[Upper][Lower] Barrier][Determination Level][Strike] for such Basket Constituent]

[If [[at no point] [ ] during [ ] [the Observation Period]] [on the [Valuation Date] [ ]]] [ ] the Barrier Determination Amount [has [not] been] [is [not]] below [or equal to] the [Strike] [[Upper][Lower] Barrier][Determination Level]]

Physical Delivery,

2. otherwise, Cash Settlement]]

[Physical Delivery Amount

[Physical Delivery Units x Multiplier]

[An amount of the following assets: *the relevant Underlying or another asset permitted as Underlying*]

Asset	Number of units of such asset
[ ]	[ ]

[A number of units of the [Underlying] [ [ ] (ISIN: [ ] )], equal to the quotient of (a) [the Nominal Amount] [ [ ] (as numerator) and (b) the [Strike] [Barrier] [Determination Level] (as denominator), multiplied by [ ]].]

*[state number] units of the [Underlying] [ [ ] (ISIN: [ ] )]*

[Aggregation does not apply]

[Adjustment Amount: [an amount in the Settlement Currency, which is the product of the remaining fraction [ , *state relevant Multiplication*

**Factor]** and the relevant Final Reference Level]

[an amount equal to the product of the remaining fraction [, *state relevant Multiplication Factor*] and the applicable Final Reference Level converted to the Settlement Currency at the Exchange Rate on the first Business Day following the Valuation Date.]

[an amount equal to the product of the remaining fraction [, *state relevant Multiplication Factor*] and the applicable Final Reference Level converted to the Settlement Currency at the Exchange Rate on the Valuation Date.]]

[Physical Delivery Clearing System: [ ]]

[Delivery Notice does not apply]

**[Insert if the Security is a Note and Physical Delivery is applicable:**

Cut-off Date: [ ]]

[Physical Delivery  
Units

[[ ] unit[s] of the [basket constituting the] Underlying][*where the intention is to deliver a basket, insert details of the relevant Basket Constituents*]

[[ ] unit[s] of [ ] [certificate[s]] [ ] relating to [ ] [the Underlying]]

[A number of [certificates relating to] [ ] [Basket Constituent[s]] equal to [ ]]

**[consideration should be given to appropriate disclosure in respect of the terms of any certificates to be delivered]**

[A number of units of each Basket Constituent equal to the Basket Constituent Weight for the relevant Basket Constituent[, in each case rounded down to the nearest whole number of units]]

[ ]

**[Delete line item where Cash Settlement only or where Physical Delivery Amount stated above and definition not required. Where Physical Delivery Units are included, insert Multiplier below where relevant]**

[Multiplier

**[Insert Multiplier]**

[The quotient of the [Nominal Amount] [100] [*insert number*] (as numerator) and the [Initial Reference Level] [Strike] [multiplied by [ ]] (as denominator)]

[The product of (i) the quotient of the [Nominal Amount] [100] [ ] (as numerator) and the Strike (as denominator) and (ii) the Exchange Rate on the [Valuation Date] [on the first Business Day following the Valuation Date]]

**[If the securities are European style insert:** The quotient of:

(a) [ ] [*if there is a management (or similar) fee insert:* [ ] x [100 per cent. – [ ] [Redemption Years] x [*insert level of management (or*

**similar fee**] per cent. (as numerator); and

(b) the Initial Reference Level (as denominator)]

**If the securities are American or Bermudan style or the periodic accrual is to be reflected insert:**

[On the Issue Date [ ] and]

(a) [In] [in] relation to the first Multiplier Adjustment Date, [[ ] [100 per cent. – **insert level of management (or similar) fee**] per cent.]] **if the multiplier is based on the Initial Reference Level insert:** the quotient of:

(i) [ ] [[ [ ] x] 100 per cent. – [insert level of management (or similar) fee] per cent.] (as numerator); and

(ii) the Initial Reference Level (as denominator)]

[the product of:

(i) the Multiplier on the Issue Date and

(ii) [ ] [100 per cent - **insert level of management (or similar) fee**] per cent]]

(b) in relation to each subsequent Multiplier Adjustment Date, the product of:

(i) the Multiplier on the immediately preceding Multiplier Adjustment Date; and

(ii) [ ] [100 per cent. – **insert level of management (or similar) fee**] per cent.]]

[in relation to a Basket Constituent [the **insert amount**] **insert value**] **insert percentage**] determined for such Basket Constituent in the column "Multiplier" in Underlying above] [a number equal to the quotient of:

(a) **insert value**] (as numerator) and

(b) the Initial Reference Level for this Basket Constituent (as denominator).]]

[is **insert the most unfavourable value for the investor**]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[.][and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to **insert the most favourable value for the investor**. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in



	accordance with §16 of the General Conditions.]]
[Multiplier Adjustment Date]	[ ][Each Exercise Date]]
[Redemption Years]	[ ][The quotient of: (a) the number of calendar days from and including [the Value Date] up to and including the [Termination Date] (as numerator); and (b) 365 (as denominator).]]
[Initial Reference Level]	<b><i>[If the Initial Reference Level is determined by reference to a Portfolio insert: For each Portfolio]</i></b>  <b><i>[If defined before issuance, insert level]</i></b>  [TheReference Level on the Initial Valuation Date] [The arithmetic average of the Reference Levels on all Initial Valuation Dates] [ ]  <b><i>[if the Underlying is specified to be a Basket insert: In relation to a Basket Constituent the [Initial Reference Level specified for this Basket Constituent in the above definition of Underlying][Reference Level of this Basket Constituent on the Initial Valuation Date]]]</i></b>
[Final Reference Level]	<b><i>[If the Final Reference Level is determined by reference to a Portfolio insert: For each Portfolio]</i></b>  [The Reference Level on the Valuation Date] [The arithmetic average of the Reference Levels on all Valuation Dates]  <b><i>[if the Underlying is specified to be a Basket insert: In relation to a Basket Constituent, the Reference Level of such Basket Constituent on the Valuation Date]</i></b>
[Reference Level]	[In respect of [any Series] [and] [any [relevant] day] an][An] amount (which shall be deemed to be a monetary value in the [Reference Currency][Settlement Currency]) equal to:  <b><i>[if the Underlying is not specified to be a Basket insert:</i></b>  <b><i>[where the Initial Reference Level and the Final Reference Level are not determined in the same manner insert:</i></b>  (a) in respect of [a][an][the] [Initial Valuation Date][Valuation Date]:]  <b><i>[if the Settlement Currency is not the same as the Reference Currency and if the Security is not a quanto product insert if applicable: the quotient of (i)]</i></b>  <b><i>[where the Initial Reference Level and the Final Reference Level are not determined in the same manner, insert: an amount determined in the same manner as the sponsor would calculate the Relevant Reference Level Value on such day except that, in</i></b>

making such calculation the Calculation Agent shall substitute [ ] for [ ]]

**[otherwise insert:** the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified in the information on the Underlying]

**[insert method of determination]**

**[where the Settlement Currency is not the same as the Reference Currency insert if applicable:** (as numerator) and (ii) the Exchange Rate on such day (as denominator)]]

**[If the Underlying is not specified to be a Basket and is a Rate of Exchange insert:** [the Exchange Rate][the Relevant Value of the Underlying as the Exchange Rate] [[at **[insert time]**] [at the relevant Exchange Time] (or at such time approximate thereto as the Calculation Agent determines to be practicable)] on such day between **[insert first currency]** and **[insert second currency]** (expressed as the number of units of **[insert second currency]** or a fraction thereof required to buy one unit of **[insert first currency]**) as [quoted by] [published on] the Reference Source [, based on the EUR/**[insert second currency]** and EUR/**[insert first currency]** exchange rates published by the Reference Source on such day [at **[insert time]**] [at the relevant Exchange Time] (or at such time approximate thereto as the Calculation Agent determines to be practicable).]

**[where the Initial Reference Level and the Final Reference Level are not determined in the same manner insert:**

(b) in respect of any other day: **[insert method as above]**

**[if the Underlying is specified to be a Basket insert:**

the sum of the products for each Basket Constituent [of each portfolio] of:

- (a) the Basket Constituent Level of the relevant Basket Constituent [of the relevant Portfolio] on the relevant day; and
- (b) **[if Basket Currency Exchange is not specified to apply insert:** the Basket Constituent Weight of such Basket Constituent [of the relevant Portfolio] on such day.

As a formula:

$$\text{Reference Level}_t = \sum_i^n P_{i,t} \times \text{BCW}_{i,t}$$

- (b) **[if Basket Currency Exchange is specified to apply, insert:** the quotient of
  - (i) the Basket Constituent Weight of such Basket Constituent [of the relevant Portfolio] on such day (as numerator); and
  - (ii) the Exchange Rate for converting the Basket Constituent Currency of such Basket Constituent [of the relevant Portfolio] into the [Settlement Currency][Reference

Currency] on such day (as denominator).

As a formula:

$$\text{Reference Level}_t = \sum_i^n P_{i,t} \times \frac{BCW_{i,t}}{ER_{i,t}}$$

where:

n = number of Basket Constituents in the [Basket][Portfolio]

P<sub>i,t</sub> = the Basket Constituent Level i on day t

BCW<sub>i,t</sub> = Basket Constituent Weight i on day t

**[if Basket Currency Exchange is specified to apply insert:**

ER<sub>i,t</sub> = Exchange Rate i on day t.]]

**[OR if the Underlying is specified to be a Basket and the Reference Level is calculated as a reference separately for each Basket Constituent insert:** in respect of each Basket Constituent, the price or level of that Basket Constituent on that day as determined in the manner described in the column "Relevant Basket Constituent Value" in relation to such Basket Constituent under "Underlying" above.]

**[Insert where applicable:** Such amount shall be converted [1:1] into the Settlement Currency [at the Exchange Rate] on [specify date] [the Business Day following the Valuation Date] [the Valuation Date] [or if this day is not a Business Day, the immediately [succeeding] [preceding] Business Day].]]

[Barrier Determination Amount

[An amount (which shall be deemed to be a monetary value in the [Reference Currency][Settlement Currency]) equal to the] [[The] [official closing] [value] [price] [level] [of the Underlying] [Relevant Reference Level Value] [quoted by] [or] [published on] [the Reference Source] [the Barrier Reference Source] [at any time] [between 9 a.m. and 5 p.m. local time in Frankfurt am Main (including the values from the XETRA® closing auction)] [insert time] [on an Observation Date] [during the Observation Period] [on the Reference Page [ ] [or [ ]]] [of the information provider Thomson Reuters] [of the information provider Bloomberg] [ ] [under [the [<Latest>] [ ]]] column[ ]]] [[and] in the row [ ] [under the column [ ]]] [(where the [higher][lower] of both values is relevant))] [(as calculated and published on a continuous basis[ exclusive of the level calculated on the basis of a midday auction or any other intraday auctions])] [, irrespective of any corrections published later [by] [at] the Reference Source in this regard]]

**[In the event of an Additional Barrier Determination X-DAX® Index insert:**

The level of the Underlying (as calculated and published on a continuous basis exclusive of the level calculated on the basis of a midday auction or any other intraday auctions) quoted by the Reference Source between 9 a.m. and around 5.30 p.m. (when Securities are issued) local time in Frankfurt am Main (including the values from the XETRA® closing auction) on an Observation Date, and the level of the X-DAX® Index (ISIN: DE000A0C4CA0) [(as calculated and published on a continuous

basis)] quoted between the first determination of the X-DAX® Index (when Securities are issued 8 a.m.) and the time of publication of the opening level of the Underlying, and between around 5.45 p.m.(when Securities are issued) local time in Frankfurt am Main and the final determination of the X-DAX® Index (when Securities are issued 10.15 p.m., local time in Frankfurt am Main) on an Observation Date[, irrespective of any corrections published later [by] [at] the Reference Source in this regard].]

**[if the Underlying is not specified to be a Basket and the Barrier Observation is not European style insert:** [At any time on any day during the Observation Period, an amount equal to the value quoted by or published on the Reference Source at such time on such day[, irrespective of any corrections published later [by] [at] the Reference Source in this regard].] [On any day during the Observation Period, an amount equal to the Relevant Reference Level Value quoted by or published on the Reference Source at such time on such day[, irrespective of any corrections published later [by] [at] the Reference Source in this regard].]

**[if the Underlying is specified to be a Basket insert:**

In relation to a Basket Constituent and [any time on] any Observation Date, an amount (which shall be deemed to be a monetary value in the [Reference Currency][Settlement Currency]) [equal to [the sum of the products for each Basket Constituent of:

- (a) [the Basket Constituent Level of the relevant Basket Constituent][**insert mode for determination**] on such Observation Date]; and]
- (b) **[if Basket Currency Exchange is not specified to apply insert:** the Basket Constituent Weight of such Basket Constituent on such Observation Date.

As a formula:

$$\text{Barrier Determination Amount}_t = \sum_i^n P_{i,t} \times BCW_{i,t}$$

- (b) **[if Basket Currency Exchange is specified to apply, insert:** the quotient of
  - (i) the Basket Constituent Weight of such Basket Constituent on such Observation Date (as numerator); and
  - (ii) the Exchange Rate for converting the Basket Constituent Currency of such Basket Constituent into [the Reference Currency] on such Observation Date (as denominator)

As a formula:

$$\text{Barrier Determination Amount}_t = \sum_i^n P_{i,t} \times \frac{BCW_{i,t}}{ER_{i,t}}$$

where:

$n$  = number of Basket Constituents in the *Basket*

$P_{i,t}$  = the Basket Constituent Level  $i$  on day  $t$

$BCW_{i,t}$  = Basket Constituent Weight  $i$  on day  $t$

**[if Basket Currency Exchange is specified to apply insert:**

$ER_{i,t}$  = Exchange Rate  $i$  on day  $t$ .]

[equal to [[the Reference Level][ ] of the *Basket*][the Basket Constituent Level of such Basket Constituent] [at such time] on such Observation Date]]

**[if the Underlying is specified to be a Basket insert:** In respect of each Basket Constituent, [the Relevant Reference Level Value of such Basket Constituent on [any [Coupon] [Observation] [Determination] Date] **[insert date]**] quoted by the Reference Source][an amount equal to the price or level of such Basket Constituent determined in the manner specified in the column "**Barrier Determination Amount determination**" in relation to such Basket Constituent in the definition of Underlying above on [any [Coupon] [Observation] [Determination] Date] [and any Coupon Period Reference Date] **[insert date]**.] [an amount [(which shall be deemed to be a monetary value in the [Reference Currency][Settlement Currency])] equal to the [official closing] [value] [price] [level] [of the Underlying][Basket Constituent] [Relevant Reference Level Value] [quoted by] [or] [published on] [the Reference Source] [the Barrier Reference Source] [at any time] [between 9 a.m. and 5 p.m. local time in Frankfurt am Main (including the values from the XETRA<sup>®</sup> closing auction)] **[insert time]** [on an Observation Date] [during the Observation Period] [on any relevant day] [on the Reference Page [ ] [or [ ]]] [of the information provider Thomson Reuters] [of the information provider Bloomberg] [ ] [under [the [<Latest>] [ ]]] column][ ] [[and] in the row [ ] [under the column [ ]]] [(where the [higher][lower] of both values is relevant))] [(as calculated and published on a continuous basis[ exclusive of the level calculated on the basis of a midday auction or any other intraday auctions))] [, irrespective of any corrections published later [by] [at] the Reference Source in this regard]].

[If a Market Disruption has occurred and is continuing at such time on such Observation Date, no Barrier Determination Amount shall be calculated for such time.]

[Relevant Reference Level Value

The [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices" [ ]] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ]] fixing at **[insert time]** [, as calculated on the basis of the EUR/**[insert second currency]** and EUR/**[insert first currency]** exchange rates determined by the Calculation Agent[, irrespective of any corrections published later [by] [at] the Reference Source in this regard].]

[Initial Valuation  
Date[s]

**[insert date[s]]**

[In the case of an early closing of the Subscription Period of the Securities (a) due to reaching the total subscription volume stated under "Early Closing of the Subscription Period of the Securities" in the section "Further information about the Offering of the Securities" or (b) if, at a time during the Subscription Period, the Issuer determines in its reasonable discretion that, taking into account the current market conditions at this time, particularly the current interest rate[,] [and] the volatility of the [Underlying][relevant Basket Constituent] [and the dividend expectations in relation to the [Underlying][relevant Basket Constituent]], it would be impossible for it to establish Hedging Arrangements for subscriptions received in relation to the Securities at a later date without the Issuer incurring increased costs which are not taken into account in the price of the Securities or the conditions of the Securities, the Issuer may, in its reasonable discretion, bring forward the Initial Valuation Date to an earlier point in time.

If the Issuer brings forward the Initial Valuation Date, the bringing forward and the new date of the Initial Valuation Date will be announced immediately after the Issuer has determined the existence of the events described above under (a) and (b) in accordance with §16 of the General Conditions.]

[The **[insert number]** [Trading Day[s] **[insert for basket underlying:** for all the Basket Constituents]] [calendar day[s]] [after **[insert date]]** [of each [week][month][calendar quarter][calendar year] from and including **[insert date]** to and including **[insert date]]]**

**[Include all Initial Valuation Dates if more than one]**

**[If the Initial Reference Level is to be determined on several consecutive days consider whether Averaging should be applicable]**

[Valuation Date

**[insert date[s]]**

[The **[insert number]** [Trading Day[s] **[insert for basket underlying:** for all the Basket Constituents]] [calendar day[s]] [after **[insert date]]** [of each [week][month][calendar quarter][calendar year] from and including **[insert date]** to and including **[insert date]]]**

[The Termination Date] [The Exercise Date] [The first Trading Day following the Exercise Date] [If no Barrier Event has occurred, the next Trading Day following the relevant Termination Date] [If no Redemption Event has occurred, the relevant Termination Date] [and if such day is not a Trading Day, the next following Trading Day]

**[Include all Valuation Dates if more than one]**

**[If the Final Reference Level is to be determined on several consecutive days consider whether Averaging should be applicable]**

[Maximum Amount]	<p><i>[Insert amount]</i> [per Security] [[ ] per cent. of the Initial Reference Level [multiplied by the Multiplier]]</p> <p>[is <i>[insert the most unfavourable value for the investor]</i>. The Issuer can in its reasonable discretion increase this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to <i>[insert the most favourable value for the investor]</i>. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]</p>
[Minimum Amount]	<p><i>[Insert amount]</i> [per Security] [[ ] per cent. of the Initial Reference Level [multiplied by the Multiplier]]</p> <p>[is <i>[insert the most unfavourable value for the investor]</i>. The Issuer can in its reasonable discretion increase this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to <i>[insert the most favourable value for the investor]</i>. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]</p>
[Cap]	<p><i>[Insert value]</i> [[ ] per cent. of the Initial Reference Level]</p> <p>[is <i>[insert the most unfavourable value for the investor]</i>. The Issuer can in its reasonable discretion increase this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to <i>[insert the most favourable value for the investor]</i>. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]</p>
[Participation Factor]	<p>[[ ] per cent.] <i>[Insert value]</i></p> <p>[is <i>[insert the most unfavourable value for the investor]</i>. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer</p>

expects to [decrease] [increase] this value at maximum to **[insert the most favourable value for the investor]**. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[Settlement Date

**[insert date]**

[ ] [In respect of [the earlier of] the Exercise Date [and the Termination Date], the [third][**insert number**] Business Day following [(a) if a Barrier Event occurs, the [relevant Observation Date][Termination Date][ ] or (b) otherwise] the [relevant][last occurring] Valuation Date [or, if there is more than one Valuation Date, the last occurring Valuation Date.] [(a) in the event of a Redemption Event, [relevant Observation Date][Termination Date] or (b) otherwise] [relevant][last occurring] Valuation Date [or, if there is more than one Valuation Date, the last occurring Valuation Date[, probably **insert date**].]

[The **insert number**][third][fifth][immediately succeeding] Business Day following [the Termination Date][the Valuation Date] **[if there is more than one Valuation Date insert: the last occurring Valuation Date]** [, probably **insert date**]]

**[If a Barrier Event could occur, insert:**

(a) if a Barrier Event has occurred, the relevant Termination Date or

(b) if a Barrier Event has not occurred, the relevant Valuation Date [, probably **insert date**].]

**[If a Knock-In Event could occur, insert:**

(a) if a Knock In Event has occurred, the relevant Termination Date or

(b) if a Knock In Event has not occurred, the relevant Valuation Date [, probably **insert date**].]

**[If a Redemption Event could occur, insert:**

(a) if a Redemption Event has occurred, the relevant Termination Date or

(b) if a Redemption Event has not occurred, the relevant Valuation Date [, probably **insert date**].]

[The [third][fifth][**insert number**] [Business Day][Payment Day] following the [the earlier of: (a) the relevant Observation Date on which a [Barrier Event] [Redemption Event] occurs and (b)] [last occurring] [Valuation Date][Reset Date] [The last occurring Valuation Date] [The Coupon Payment Date scheduled to fall in [ ] ], probably **insert date**].]

[The later of (a) **insert date**] and (b) **insert number**] Business Day[s] after **[If Separate Reference Item Determination is applicable, insert:** the



Latest Reference Date in respect of] the [last occurring] Valuation Date.]

**[insert date]** or, if such day is not a Business Day the Settlement Date is postponed to the next day which is a Business Day.]

**[insert if redemption right applies]**: provided, however, that if a Redemption Notice is delivered by the Issuer pursuant to the Redemption Right, the Settlement Date shall be the Redemption Date specified in such Redemption Notice.]

[Observation Period

**[insert period]**

[[In relation to a Basket Constituent, the][The] period from [and including][but excluding] [the Issue Date] [the Initial Valuation Date] **[insert date]** **[insert time]** to [but excluding][and including] [the Valuation Date] **[insert date]** **[insert time]** at [the relevant time for determination of the [official] [closing level] [closing price] of the *Underlying* on the *Reference Source* on the *Exercise Date*] [the relevant time for determination of the Final Reference Level on the Valuation Date] [the relevant time for determination of the Barrier Determination Amount on the Termination Date] at **[insert time]** on the Valuation Date] [the latest relevant time for the determination of the Final Reference Level for that Basket Constituent on the relevant Valuation Date]].]

**[If the Underlying is specified to be a Basket, insert if applicable]**: There shall be a separate Observation Period for each Basket Constituent.]]

[Observation Date

[Each [Trading Day][day] during the Observation Period [and the Valuation Date].]

**[insert date]**, **[insert date]** and **[insert date]**]]

**[insert date]** (the "First Observation Date"), **[insert date]** (the "[ ] Observation Date") **[repeat if necessary]** and **[insert date]** (the "Last Observation Date")]]

**[If the Barrier is different in respect of each Observation Date define dates as "First Observation Date", "[ ] Observation Date" and "Last Observation Date"]**

[If a Market Disruption has occurred in respect of [one or more Basket Constituents] [the Underlying] on any such day, no Barrier Determination Amount shall be calculated for such day.]]

[Strike

**[Insert value]**[[ ] per cent. of the Initial Reference Level]

**[if the Underlying is specified to be a Basket insert]**: In respect of each Basket Constituent, [[ ] per cent. of the Initial Reference Level of such Basket Constituent] [the amount set forth in the column "Strike" in relation to such Basket Constituent under "Underlying" above]]

[is [in respect of a Basket Constituent] **[insert the most unfavourable value for the investor]** [the amount set forth in the column "Strike" in relation to such Basket Constituent under "Underlying" above]. The Issuer can in its reasonable discretion [decrease][increase] this value on

the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,]and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to **[insert the most favourable value for the investor]** [the amount set forth in the column "Strike" in relation to such Basket Constituent under "Underlying" above]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[[Upper] Barrier

[ **[insert value]**][[ ] per cent. of the Initial Reference Level]

**[If the Underlying is a basket, insert:** In relation to a Basket Constituent, [ ]the product of the Barrier Percentage Level for such Basket Constituent and the Basket Constituent Level for such Basket Constituent on the Initial Valuation Date]]

[is [in respect of a Basket Constituent] **[insert the most unfavourable value for the investor]** [the amount set forth in the column "[Upper] Barrier" in relation to such Basket Constituent under "Underlying" above]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,]and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to **[insert the most favourable value for the investor]** [the amount set forth in the column "[Upper] Barrier" in relation to such Basket Constituent under "Underlying" above]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

**[If the Barrier is different for one or more Observation Dates insert:**

**[If the Underlying is a basket insert:** In relation to a Basket Constituent:]

- (a) [in][In] respect of the First Observation Date, [ ][[ ] per cent. of the Initial Reference Level] **[If the Underlying is a basket insert:** [the product of the Barrier Percentage Level for such Basket Constituent and the Basket Constituent Level for such Basket Constituent on the Initial Valuation Date];
- (b) in respect of the [ ] Observation Date, [ ][[ ] per cent. of the Initial Reference Level] **[If the Underlying is a basket insert:** [the product of the Barrier Percentage Level for such Basket Constituent and the Basket Constituent Level for such Basket Constituent on [ ]]; and
- (c) in respect of the Last Observation Date, [ ][[ ] per cent. of the Initial Reference Level] **[If the Underlying is a basket insert:** [the product of the Barrier Percentage Level for such Basket

Constituent and the Basket Constituent Level for such Basket Constituent on [ ].]

**[if the Underlying is specified to be a Basket insert:** In respect of each Basket Constituent, [ ] per cent. of the Initial Reference Level of such Basket Constituent] [the amount set forth in the column "[Upper] Barrier" in relation to such Basket Constituent under "Underlying" above].]

[Barrier Percentage Level

[In relation to a *Basket Constituent*, the percentage rate specified for such Basket Constituent in the column "**Barrier Percentage Level**" in "Underlying" above.]]

[Basket Constituent Level

[In respect of a Basket Constituent [and any day], an amount (which shall be deemed to be a monetary value in the [Reference Currency][Settlement Currency]) equal to:

**[insert if definition not the same as in General Condition 1(3)(g)]**

**[where the Initial Reference Level and the Final Reference Level are not determined in the same manner insert:**

- (a) in respect of [a[n]/the] [Initial Valuation Date][Valuation Date][ ], an amount calculated [in the same manner] as the sponsor or issuer of the Basket Constituent, as specified under the definition of Underlying above, would calculate the [ ][Relevant Reference Level Value] of such Basket Constituent on such day, except that in making such calculation the Calculation Agent shall substitute [ ] for [ ] [to be equal to the [ ] [Relevant Reference Level Value] of such Basket Constituent [[quoted by] [published on] the Reference Source] [ ] on such day ]]; and
- (b) [any other day] [ ],] the price or level of such Basket Constituent [on such day] determined in the manner specified in the column "Relevant Basket Constituent Value" in the definition of Underlying above.]]

[Lowest Basket Constituent

In relation to the Valuation Date, the Basket Constituent with the lowest Performance Factor, provided that if two or more Basket Constituents have the same Performance Factor (the "**Equal Basket Constituents**") the Basket Constituent of these Equal Basket Constituents that appears first in the definition of Underlying above.]

[Performance Factor

[In relation to each Basket Constituent, a percentage equal to (a) minus (b) where:

- (a) is equal to the quotient of (i) (as a numerator) and (ii) (as a denominator) where:

- (i) is equal to the *Reference Level* for such Basket Constituent on the Valuation Date; and
- (ii) is equal to the Initial Reference Level for such Basket Constituent; and

(b) is 1.]

[ ]]

[Redemption  
Determination Amount

The [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices"] [ ] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ] fixing at [insert time]] [ ], as calculated on the basis of the EUR/[insert second currency] and EUR/[insert first currency] exchange rates determined by the Calculation Agent[, irrespective of any corrections published later [by] [at] the Reference Source in this regard].]

[Redemption  
Threshold

**[Insert if Redemption Thresholds the same: [insert value] [[ ] per cent. of the Initial Reference Level]]**

**[Insert if Redemption Thresholds different:**

- (a) In respect of the First Observation Date, [insert value] [[ ] per cent. of the Initial Reference Level]
- (b) In respect of the [ ] Observation Date, [insert value] [[ ] per cent. of the Initial Reference Level]
- (c) In respect of the Last Observation Date, [insert value] [[ ] per cent. of the Initial Reference Level]]

**[if the Underlying is specified to be a Basket and the Redemption Threshold may be different for each Basket Constituent, insert:** In respect of each Basket Constituent, [[ ] per cent. of the Initial Reference Level of such Basket Constituent] [the amount set forth in the column "Redemption Threshold" in relation to such Basket Constituent under "Underlying" above [for the relevant date]]]

[is [in respect of a Basket Constituent] [insert the most unfavourable value for the investor] [the amount set forth in the column "Redemption Threshold" in relation to such Basket Constituent under "Underlying" above]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[.][and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to [insert the most favourable value for the investor] [the amount set forth in the column "Redemption Threshold" in relation to such Basket Constituent under "Underlying" above]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue

Date in accordance with §16 of the General Conditions.]]

*[delete if otherwise defined in Specific Definitions applicable to Certificates]*

[Redemption Right

Redemption Right of the Issuer applies]

*[If the Issuer's right to redeem securities can only be exercised on specific dates, specify, for example: Notwithstanding §2(4), the Redemption Date specified in any Redemption Notice must be a Coupon Payment Date falling on or after [ ].]*

*[If not applicable, delete line item]*

*[If Redemption Right has been specified as applicable and the Cash Amount payable on such redemption is different than that above insert:*

[Notwithstanding the above, if the Securities are redeemed [on a [Redemption Date]][pursuant to the exercise by the Issuer of the Redemption Right], the Cash Amount shall be [the amount set out below in respect of [the immediately preceding][such] Redemption Date:

<i>Redemption Date</i>	<i>Cash Amount</i>
[ ]	[ ]
[ ]	[ ]
[ ]	[ ]

][ ]]

*[Insert where applicable:* Such amount shall be converted [1:1] into the Settlement Currency [at the Exchange Rate] on [*specify date*] [the Business Day following the Valuation Date] [the Valuation Date] [or if this day is not a Business Day, the immediately [succeeding] [preceding] Business Day].]]

[Redemption Period

The period from [but excluding][and including] [the Issue Date] *[insert date]* [to [but excluding][ and including] *[insert date]*], or if any such day is not a Business Day, the next following Business Day]]

[Redemption Notice Time Span

[ ]]

[Coupon Payment

[Coupon Payment applies.] [Coupon Payment does not apply.]

*[if Coupon Payments are conditional, insert:*

[In respect of each Basket Constituent:]

- (a) [If] [if] [at any time][at all times] [on at least one day] [ ] [during the Coupon Observation Period] [on a Coupon Observation Date [ ] [the Final Reference Level] [the Relevant Reference Level Value of [the Underlying] [each Basket Constituent]] [ ] is [above] [below] [or equal to] [[the] [its] Coupon Threshold] [ ], the Coupon Payment will be made on the next Coupon Payment Date, or

- (b) if [at no point] [on no day] [ ] [during the Coupon Observation Period] [on no Coupon Observation Date] [ ] [the Final Reference Level] [ ] [the Relevant Reference Level Value of [the Underlying] [[each] [one or more] Basket Constituent[s]]] [is [above] [below] [or equal to] [[the] [its] Coupon Threshold] [ ]], no Coupon Payment will be made [on the next Coupon Payment Date.]

[In this case the Coupon Payment will be made at a later date if the Underlying [closes at or above the Coupon Threshold on at least one day in a later Coupon Observation Period] [ ].]

[If a Coupon Amount becomes due on any Coupon Payment Date falling on a Settlement Date, the Coupon Amount will be paid together with the Cash Amount falling due on that Settlement Date.]]

***[If not applicable, delete line item]***

[Type of Coupon] [Fixed Coupon] [Floating Coupon] [Conditional Coupon] [Memory Coupon]]

[Coupon Barrier Event] ***[if the Underlying is specified to be a Basket and Coupon Payment depends on no Coupon Barrier Event occurring on a Coupon Observation Date, insert:*** in respect of a Basket Constituent and a Coupon Observation Date, the [Reference Level] [Barrier Determination Amount] of such Basket Constituent on such Coupon Observation Date is [above] [below] [or equal to] the Coupon Threshold in respect of such Basket Constituent]

***[if the Underlying is specified to be a Basket and Coupon Payment depends on no Coupon Barrier Event occurring at any time during a Coupon Observation Period, insert:*** in respect of a Basket Constituent, each Coupon Observation Date falling in a Coupon Observation Period and the Coupon Period Reference Date corresponding to such Coupon Observation Period, the [Reference Level] [Barrier Determination Amount] of such Basket Constituent at any time on such Coupon Observation Date or at any time on such Coupon Period Reference Date is [above] [below] [or equal to] the Coupon Threshold in respect of such Basket Constituent]

***[if the Underlying is specified to be a Basket and Coupon Payment depends on no Coupon Barrier Event occurring on any day during a Coupon Observation Period, insert:*** in respect of a Basket Constituent, each Coupon Observation Date falling in a Coupon Observation Period and the Coupon Period Reference Date corresponding to such Coupon Observation Period, the [Reference Level] [Barrier Determination Amount] of such Basket Constituent on such Coupon Observation Date or on such Coupon Period Reference Date is [above] [below] [or equal to] the Coupon Threshold in respect of such Basket Constituent]

[Coupon Period Reference Date] In respect of a Coupon Observation Period and the Coupon Observation Period End Date of such Coupon Observation Period specified in the column "Coupon Observation Period End Date" in the table below, the date set forth in the column "Coupon Period Reference Date" in the row corresponding to such Observation Period End Date]

[Coupon Observation Period] [ ] [The] [Each] [period from [but excluding][and including] [the Issue Date] [the Coupon Observation Period Start Date] *[insert date]* [to [but excluding][ and including] *[insert date]* [the Valuation Date] [the Coupon Observation Period End Date]].]

*If the Underlying is specified to be a Basket, insert:* There shall be a separate Coupon Observation Period for each Basket Constituent in respect of each Coupon Period Reference Date.]

*[Insert if applicable:* The official [closing price] [or] [closing level] [(in respect of *[insert Underlying]*) [repeat as necessary] [of] [a Basket Constituent] [the Underlying] on or in respect of any relevant day shall be deemed to be the [Barrier Determination Amount] [Reference Level] in respect of a Coupon Observation Date for [that Basket Constituent] [the Underlying] falling on such relevant day.]

[In respect of the first Coupon Payment Date, the period from [and including][but excluding] [the Issue Date] [] to [and including][but excluding] [the first Coupon Payment Date] [] and in respect of each subsequent Coupon Payment Date, the period from [and including][but excluding] [the previous Coupon Payment Date] [insert date] to [and including][but excluding] [such Coupon Payment Date] *[insert date]*.]

[Coupon Observation Period End Date] Each date set forth in the column "Coupon Observation Period End Date" in the table below, which shall be the last day of the relevant Coupon Observation Period and such date shall be included or excluded from the Coupon Observation Period as specified in the table below against such date]

[Coupon Observation Period Start Date] Each date set forth in the column "Coupon Observation Period Start Date" in the table below, which shall be the first day of the relevant Coupon Observation Period and such date shall be included or excluded from the Coupon Observation Period as specified in the table below against such date]

Coupon Observation Period Start Date	Coupon Observation Period End Date	Coupon Period Reference Date
<i>[insert date(s)]</i> [included][excluded ] <i>[repeat as required]</i>	<i>[insert date(s)]</i> [included][excluded ] <i>[repeat as required]</i>	<i>[insert date(s)]</i> <i>[repeat as required]</i>

[Coupon Observation Date] [Each of] *[insert date(s)]* [*[insert date]*] (the "First Coupon Observation Date"), *[insert date]* (the "Second Coupon Observation Date") *[insert date]* (the "[ ] Coupon Observation Date"), and *[insert date]* (the "Last

**Coupon Observation Date")) [and] [the Valuation Date].]**

[In respect of a Coupon Observation Period, each [Trading Day][day] during such Coupon Observation Period.]

[In respect of a Coupon Observation Period, the following dates falling in such Coupon Observation Period: *insert date(s)*.]

[If a Market Disruption has occurred in respect of [one or more Basket Constituents] [the Underlying] on any such day, no [Reference Level] [Barrier Determination Amount] shall be calculated or determined for such day.]]

[Coupon Threshold

*if the Underlying is not specified to be a Basket insert:* [ ] per cent. of the Initial Reference Level]]

*if the Underlying is specified to be a Basket insert:* In respect of each Basket Constituent, [ ] per cent. of the Initial Reference Level of this Basket Constituent [being] [the amount set forth in the column "Coupon Threshold" in relation to such Basket Constituent under "Underlying" above]]

[is [in respect of a Basket Constituent] *insert the most unfavourable value for the investor*] [the amount set forth in the column "Coupon Threshold" in relation to such Basket Constituent under "Underlying" above]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to *insert the most favourable value for the investor*] [the amount set forth in the column "Coupon Threshold" in relation to such Basket Constituent under "Underlying" above]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]

[[In respect of a Coupon Observation Date the [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices"] [ ] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ] fixing at *insert time*] [, as calculated on the basis of the EUR/*insert second currency*] and EUR/*insert first currency*] exchange rates determined by the Calculation Agent] [, irrespective of any corrections published later [by] [at] the Reference Source in this regard]] and in respect of the first Coupon Observation Date [the Initial Reference Level] [ ] per cent of the Initial Reference Level]

[In respect of the First Coupon Observation Date: *insert amount*][ ] per cent. of the Initial Reference Level];



In respect of the Second Coupon Observation Date: *[insert amount]* [the [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices"] [ ] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ] fixing at *[insert time]*] [, as calculated on the basis of the EUR/*[insert second currency]* and EUR/*[insert first currency]* exchange rates determined by the Calculation Agent] [, irrespective of any corrections published later [by] [at] the Reference Source in this regard]]

[In respect of the [ ] Coupon Observation Date: *[insert amount]* [the [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices"] [ ] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ] fixing at *[insert time]*] [, as calculated on the basis of the EUR/*[insert second currency]* and EUR/*[insert first currency]* exchange rates determined by the Calculation Agent] [, irrespective of any corrections published later [by] [at] the Reference Source in this regard]]] *[repeat if necessary]* [and]

In respect of the Final Coupon Observation Date: *[insert amount]* [the [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices"] [ ] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ] fixing at *[insert time]*] [, as calculated on the basis of the EUR/*[insert second currency]* and EUR/*[insert first currency]* exchange rates determined by the Calculation Agent] [, irrespective of any corrections published later [by] [at] the Reference Source in this regard]]]

[Bonus Coupon Threshold

[ ]]

Coupon Amount

[in relation to each Nominal Amount,] [[ ] per cent. of the Instalment Reference Amount] [[ ] per cent. of the Instalment Cash Amount] [in relation to the total outstanding Nominal Amount,] [as specified in [§4(4)(e)] [ ] *[insert amount]* [[ ] per cent. of the Nominal Amount] *[for basket linked callable securities or where otherwise relevant insert: provided that, if [the Issuer has exercised its Redemption Right] [a Redemption Event has occurred], no Coupon Amount shall be payable [for the [final][remaining] Coupon Period[s]] [for any Coupon Payment Dates falling [on or] after [the Settlement Date] [determined in accordance with the Coupon provisions below][if not applicable, delete line item]*

[in relation to each Nominal Amount], the difference between:

- (a) the Reference Amount multiplied by the Coupon Value multiplied by the number of Coupon Observation Dates preceding the relevant Coupon Payment Date, minus
- (b) the Aggregate Preceding Coupon Amounts.]

*[if the Underlying is specified to be a Basket and the Coupon Amount depends on no Coupon Barrier Event occurring on a Coupon Observation Date, insert:*

- (a) If no Coupon Barrier Event has occurred in respect of a Coupon Observation Date, the Coupon Amount will be payable (Coupon Payment) on each Security on the Coupon Payment Date immediately following such Coupon Observation Date, which shall be an amount equal to [ ] per cent. of the Nominal Amount; or
- (b) if Coupon Barrier Event has occurred in respect of a Coupon Observation Date, the Coupon Amount will be zero and no Coupon Payment will be made,]

*[if the Underlying is specified to be a Basket and the Coupon Amount depends on no Coupon Barrier Event occurring at any time during a Coupon Observation Period, insert:*

In respect of a Coupon Observation Period and the Coupon Period Reference Date corresponding to such Coupon Observation Period:

- (a) if no Coupon Barrier Event has occurred, the Coupon Amount will be payable (Coupon Payment) on each Security on the Coupon Payment Date immediately following such Coupon Period Reference Date, which shall be an amount equal to [ ] per cent. of the Nominal Amount,
- (b) if a Coupon Barrier Event has occurred, the Coupon Amount will be zero and no Coupon Payment will be made]

*[where relevant insert:* provided that, if [the Securities have been redeemed pursuant to the Issuer's exercise of the Redemption Right] [a Redemption Event has occurred], no Coupon Amount shall be payable on any Coupon Payment Dates falling [on or] after the Settlement Date].

[If any Coupon Amount will be payable on the Coupon Payment Date falling on the Settlement Date, such Coupon Amount will be payable together with, if applicable, any Cash Amount payable on the Settlement Date.]]

[Reference Amount *[insert amount]* [Nominal Amount]]

[Coupon Value *[insert amount]*]

[Aggregate Preceding Coupon Amounts in respect of a Coupon Payment Date, an amount equal to the aggregate amount of all Coupon Amounts (if any) paid in respect of all Coupon Payment Dates (if any) preceding such Coupon Payment Date, provided that if there are no preceding Coupon Payment Dates and/or no Coupon Amount has been paid prior to such Coupon Payment Date, then the Aggregate Preceding Coupon Amounts for such Coupon Payment Date shall be zero]

[Coupon *[Insert for floating rate securities:* [The [EURIBOR Rate] *[insert Reference Rate]* [[value] [price] [level] [Relevant Reference Level Value] of the Underlying] [multiplied by the Multiplication Factor] on the relevant Coupon Determination Date [plus][minus] the Margin.]

[In respect of a Coupon Payment Date a percentage equal to the difference of (a) and (b) [multiplied with the Leverage Factor] where:

(a) is equal to the quotient of (i) (as a numerator) and (ii) (as a denominator) where:

(i) is the [the [official] [closing value] [closing price] [closing level] [net asset value] [price] [price published under "Settlement Prices"] [ ] of [the Underlying][a Basket Constituent] [on the Reference Source] [by London [Silver] [ ] fixing at [insert time]] [ ], as calculated on the basis of the EUR/[insert second currency] and EUR/[insert first currency] exchange rates determined by the Calculation Agent] [ ], irrespective of any corrections published later [by] [at] the Reference Source in this regard]] and

(ii) is the Coupon Threshold for this Coupon Observation Date; and

(b) is 1

[subject to a minimum of the Minimum Coupon [.] [and] [a maximum of the Maximum Coupon.]]

**[Insert for Fixed Rate Securities which have a single coupon:** [ ] per cent. per annum.][**Insert for Fixed Rate Securities which have a step-up coupon:** For each Coupon Period, the rate set out opposite the relevant Coupon Period below:

<b>Coupon Period</b>	<b>Coupon</b>
First Coupon Period	[ ] per cent. per annum
Second Coupon Period	[ ] per cent. per annum
Third Coupon Period	[ ] per cent. per annum

][**repeat as necessary**]

[is [**insert the most unfavourable value for the investor**] and the Issuer can in its reasonable discretion increase this value to [**insert the most favourable value for the investor**] on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

**[Insert for Fixed/Floating Rate Securities:** [ ] per cent. per annum in respect of each Coupon Period to and including the Coupon Period ending on [insert Reset Date] and thereafter [the [EURIBOR Rate] [**insert Reference Rate**] [[value] [price] [level] [Relevant Reference Level Value]

of the Underlying] on the relevant Coupon Determination Date [plus][minus] the Margin].]

[ ] [subject to a minimum of the Minimum Coupon [.] ] [and] [a maximum of the Maximum Coupon.]

***[Insert for Fixed Rate Securities which have a Minimum Coupon and a Bonus Coupon:***

If the Underlying is [ ] [above] [below] [or equal to] [the Bonus Coupon Threshold] [the Coupon Threshold] [ ] [on a [Coupon Observation Date] [during the Coupon Observation Period], [ ] per cent. p.a., [subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon]]

[If the Underlying is [above] [below] [or equal to] [the Bonus Coupon Threshold] [the Coupon Threshold] [on a Coupon Observation Date] [during the Coupon Observation Period], [the Coupon Amount] [[ ] per cent. p.a.], [subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon][, otherwise the Minimum Coupon.]]

***[Insert for Floating/Fixed Rate Securities with lock in feature:*** [[ ] times the [value] [price] [level] [Relevant Reference Level Value]] of the Underlying fixed [on the relevant Coupon Determination Date] [ ] [[the EURIBOR Rate] [ ] [multiplied by the Multiplication Factor] on the relevant Coupon Determination Date] in respect of each Coupon Period until but excluding the Coupon Period, in respect of which [[ ] times the [value] [price] [level] [Relevant Reference Level Value] of the Underlying] [[the EURIBOR Rate] [ ] [multiplied by the Multiplication Factor]] amounts to [[ ] per cent. p.a.] on the Coupon Determination Date, and for this and every following Coupon Period [ ] per cent. p.a. [[plus][minus] the Margin].]

***[Insert for Securities which have a mixture of fixed and conditional coupons:*** For each Coupon Period the rate set out opposite the relevant Coupon Period below:

Coupon Period	Fixed/Conditional	Coupon
First Coupon Period	[Fixed][Conditional]	[[ ] per cent. per annum][Not Applicable]
Second Coupon Period	[Fixed][Conditional]	[[ ] per cent. per annum][Not Applicable]
Third Coupon Period	[Fixed][Conditional]	[[ ] per cent. per annum][Not Applicable]

***[repeat as necessary]***

[Leverage Factor ***[insert amount]*** [[ ] [per cent]]

[Maximum Coupon [ ] [per cent.] [per annum]

[is ***[insert the most unfavourable value for the investor]***. The Issuer can in its reasonable discretion increase this value on the Issue Date or the

Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,]and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to *[insert the most favourable value for the investor]*. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[Minimum Coupon

[ ] [per cent.] [per annum]

[is *[insert the most unfavourable value for the investor]*. The Issuer can in its reasonable discretion increase this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,]and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to *[insert the most favourable value for the investor]*. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[Margin

[[ ] per cent. per annum.][*if variable Margin, amend as applicable*]]

[Day Count Fraction

[As defined under no. [ ] within §4 (4) (g)]

[Actual/Actual or Actual/Actual (ISDA)]

[Actual/Actual (ICMA Rule 251)]

[Actual/365 (Fixed)]

[Actual/360]

[30/360 Bond Basis]

[360/360 Bond Basis]

[30E/360 or Eurobond Basis]

[30E/360 (ISDA)]

[Coupon Period

[As specified in §4 (4) (h)] *[insert period] [Clarify if Coupon commences on a day other than the Value Date or the Business Day following the Issue Date]*

[The period commencing on (and including) the Value 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.]

[The period commencing on (and including) the Value Date to (but excluding) the Coupon Payment Date.]

[Adjusted Coupon Period]	[Applicable][Not applicable]]
[Unadjusted Coupon Period]	[Applicable][Not applicable]]
[Coupon Calculation Period]	<i>[insert period]</i>
[Coupon Determination Date]	<i>[insert date]</i>
	[The [second last] [ ] <i>TARGET Settlement Day</i> before the commencement of the relevant <i>Coupon Period</i> .]
	[the <i>[insert date]</i> [ <i>[insert number]</i> [Trading Day] [calendar day] of every [month][quarter][year] from and including <i>[insert date]</i> up to and including <i>[insert date]</i> (the " <b>Final Coupon Determination Date</b> ") [ <i>[insert date]</i> (the " <b>First Coupon Determination Date</b> "), the <i>[insert date]</i> (the " <b>Second Coupon Determination Date</b> "), [ <i>[insert date]</i> (the " <b>•</b> Coupon Determination Date")]] and the <i>[insert date]</i> (the " <b>Final Coupon Determination Date</b> ") [or, if such day is not a Trading Day, the next following Trading Day]]
[TARGET Settlement Day]	Any day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System is open.]
[Designated Maturity]	[ ] [months][years]]
[Coupon Payment Date]	<p>[ ] [or, if such day is not a Business Day <i>[insert where using the Following Business Day Convention: the Coupon Payment Date is postponed to the next day which is a Business Day.] [where using the Modified Following Business Day Convention insert: the Coupon Payment Date is postponed to the next day which is a Business Day unless it would then fall in the following calendar month, in which case the Coupon Payment Date is brought forward to the immediately preceding Business Day.] [where using the Preceding Business Day Convention insert: the Coupon Payment Date is brought forward to the immediately preceding Business Day.] [where using the FRN Business Day Convention insert: the Coupon Payment Date is postponed to the next following Business Day unless that would then fall in the next calendar month, in this case (i) the Coupon Payment Date is brought forward to the immediately preceding Business Day and (ii) every subsequent Coupon Payment Date is in each case the last Business Day of the month [insert number] [months] [insert other fixed period] after the preceding applicable Coupon Payment Date.]] [and the Settlement Date]</i></p>
	<p>[In respect of each Coupon Observation Date [(other than the Coupon Observation Date falling on the Valuation Date)], [<i>[insert number]</i> Business Day[s] following [<i>If Separate Reference Item Determination is applicable, insert: the Latest Reference Date in respect of]</i> such Coupon Observation Date] [<i>[insert number]</i> Business Day[s] following [<i>If Separate Reference Item Determination is applicable, insert: the Latest Reference Date in respect of]</i> the Coupon Period Reference Date immediately following such Coupon Observation Date] [each of the following dates,</p>

	[ <i>insert dates</i> ], or, in each case, if later, the [ <i>insert number</i> ] Business Day[s] following [ <i>If Separate Reference Item Determination is applicable, insert:</i> the Latest Reference Date in respect of] such Coupon Observation Date] [and the Settlement Date.]
[Business Day Convention]	[Following Business Day Convention]
	[Modified Following Business Day Convention]
	[Preceding Business Day Convention]
	[FRN Business Day Convention]
[Coupon Period End Date]	[ <i>insert date(s)</i> ]
	[ <i>For adjusted Coupon Periods insert:</i> If there is no numerical counterpart to this day in a calendar month in which a Coupon Period End Date should fall or a Coupon Period End Date would otherwise fall on a day which is not a Business Day, [ <i>where using the Following Business Day Convention insert:</i> the Coupon Period End Date is postponed to the next day which is a Business Day.] [ <i>where using the Modified Following Business Day Convention insert:</i> the Coupon Period End Date is postponed to the next day which is a Business Day unless it would then fall in the following calendar month, in which case the Coupon Period End Date is brought forward to the immediately preceding Business Day.] [ <i>where using the Preceding Business Day Convention insert:</i> the Coupon Period End Date is brought forward to the immediately preceding Business Day.] [ <i>where using the FRN Business Day Convention insert:</i> the Coupon Period End Date is postponed to the next following Business Day unless that would then fall in the next calendar month, in this case (i) the Coupon Period End Date is brought forward to the immediately preceding Business Day and (ii) every subsequent Coupon Period End Date is in each case the last Business Day of the month [ <i>insert number</i> ] [months] [ <i>insert other fixed period</i> ] after the preceding applicable Coupon Period End Date.]]
[Coupon Cessation Date]	[ ] [the last][ ] [day[s] before [the Settlement Date][ ] [The Settlement Date] [ <i>if there is only one Coupon Payment Date insert:</i> The Coupon Payment Date]
[ <i>Insert following line items if Coupon is determined by reference to EURIBOR. Otherwise insert relevant items for any other interest rate:</i> EURIBOR Rate]	The rate for deposits in EUR for a period of the <i>Designated Maturity</i> which appears on [[Bloomberg [EUR003M][EUR006M] <Index>]/[the Reuters Screen EURIBOR01 Page]] (or any EURIBOR Successor Source) as of 11:00 a.m., Brussels time, on the relevant Coupon Determination Date. If such rate does not appear on [[Bloomberg [EUR003M][EUR006M] <Index>]/[the Reuters Screen EURIBOR01 Page]] (or such EURIBOR Successor Source as aforesaid), the EURIBOR Rate for that Coupon Determination Date will be determined on the basis of the rates at which deposits in EUR are offered by the Reference Banks at approximately 11:00 a.m., Brussels time, on that Coupon Determination Date to prime banks in the Euro-zone interbank market for a period of the <i>Designated Maturity</i> commencing on that Coupon Determination Date and in an amount (a " <b>EURIBOR Representative Amount</b> ") that is representative of a single transaction in that market at the relevant time assuming calculations are based on

the actual number of days in such period divided by 360. The Calculation Agent will request the principal Euro-zone office of each of the Reference Banks to provide a quotation of its rate. If at least two quotations are provided as requested, the EURIBOR Rate for that Coupon Determination Date will be the arithmetic mean of the quotations. If fewer than two quotations are provided as requested, the EURIBOR Rate for that Coupon Determination Date will be the arithmetic mean of the rates quoted by major banks in the Euro-zone, selected by the Calculation Agent, at approximately 11:00 a.m., Brussels time, on that Coupon Determination Date for loans in EUR to leading European banks for a period of the Designated Maturity commencing on that Coupon Determination Date and in a EURIBOR Representative Amount.]

- [EURIBOR Successor Source
- (a) The successor display page, other published source, information vendor or provider that has been officially designated by the sponsor of [[Bloomberg [EUR003M][EUR006M] <Index>][Reuters Screen EURIBOR01 Page]]; or
  - (b) if the sponsor has not officially designated a successor display page, other published source, service or provider (as the case may be), the successor display page, other published source, service or provider, if any, designated by the relevant information vendor or provider (if different from the sponsor).]
- [Reset Date
- [ ][each of ][ ] (the "**First Reset Date**"), [ ] (the "**Second Reset Date**") and [ ] (the "**Third Reset Date**") *repeat for each Reset Date*]]



<b>General Definitions applicable to Certificates</b>
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**[Insert following provisions for all certificates as applicable, except where these include a corresponding product-specific prompt below. Where product-specific prompts are applicable, such product-specific prompts should be inserted in place of (and in the same order as) the corresponding prompt set out below (immediately followed by all related prompts which do not correspond to a prompt below).]**

**Delete for credit certificates and notes.]**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

$$\text{Multiplier} \left[ \frac{\text{Final Reference Level} \times [\text{insert number}]}{\text{Initial Reference Level}} \right] \times [\text{Multiplier}]$$

[provided that the Cash Amount will not be [above the Maximum Amount] [and will not be] [less than the Minimum Amount].]

**[Insert where applicable:** Such amount shall be converted [1:1] into the Settlement Currency [at the Exchange Rate] on **[specify date]** [the Business Day following the Valuation Date] [the Valuation Date] [or if this day is not a Business Day, the immediately [succeeding] [preceding] Business Day].]

**[Insert where applicable:** [provided that the Cash Amount will not be [above the Maximum Amount] [and will not be] [less than the Minimum Amount].] [The Cash Amount will be [equal to] at least **[insert amount]** [the Minimum Amount].]

**[For Italian Securities where the Minimum Exercise Amount is greater than 1 Security insert:** The amount payable in respect of each Minimum Exercise Amount shall be the product of (i) the Cash Amount for each Security (determined as provided above) and (ii) the Minimum Exercise Amount.]

Termination Date **[insert date]**[(a)] If the Securityholder has exercised the Security, or if the Security is deemed to be exercised, the relevant Exercise Date [] and (b)] if the Issuer has elected to redeem the Security in accordance with §2(4) **[if applicable, insert other number]** of the General Conditions, the relevant Redemption Date] [If a Barrier Event occurs, the [first] relevant Observation Date [on which such Barrier Event occurs]]. [If a Redemption Event occurs, the [first] relevant Observation Date [on which such Redemption Event occurs]]

[Quanto Factor [ ]

[Determination Level **[Insert value]**[[ ] per cent. of the Initial Reference Level]]

[is **[insert the most unfavourable value for the investor]**. The Issuer

can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to **insert the most favourable value for the investor**. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[Lower Barrier Determination Amount

[At any time on][On] any relevant Trading Day an amount (which shall be deemed to be a monetary value in the [Reference Currency][Settlement 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 **insert method of determination**. [If a Market Disruption has occurred and is continuing at such time on such day, no Lower Barrier Determination Amount shall be calculated for such [time][day]].]

[ ]

[Lower Barrier

**Insert value**[[ ] per cent. of the Initial Reference Level]

[is **insert the most unfavourable value for the investor**]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to **insert the most favourable value for the investor**. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[Lower Observation Period

The period from [and including] [ ] to [and including] [ ] [the relevant time for the determination of the Final Reference Level on the [last occurring] Valuation Date]]

[Specified Reference Level

**Insert value**[[ ] per cent. of the Initial Reference Level] [[ ] per cent. of the Initial Issue Price] [multiplied by the Multiplier]]

[is **insert the most unfavourable value for the investor**]. The Issuer can in its reasonable discretion increase this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to **insert the most**

*favourable value for the investor*. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[Bonus Amount *[Insert value]* [ ] per cent. of the Initial Reference Level] [multiplied by the Multiplier]

[is *[insert the most unfavourable value for the investor]*. The Issuer can in its reasonable discretion increase this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to *[insert the most favourable value for the investor]*. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

[First Bonus Amount *[insert amount]* [ ] per cent. of the Initial Reference Level]]

[Second Bonus Amount *[insert amount]* [ ] per cent. of the Initial Reference Level]]

<b>Specific Definitions applicable to Certificates</b>
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<b>Product No. 1: Capital Protection Certificate</b>
--

<b>Product No. 2: Capital Protection Certificate with Maximum Amount</b>
--

*[Insert following provisions for Capital Protection Certificates and Capital Protection Certificates with Maximum Amount:]*

Cash Amount

*[For Italian securities where the Minimum Exercise Amount is one Security insert:]* In respect of each Minimum Exercise Amount,]

- (a) [if][If] the Final Reference Level is less than [or equal to] the Strike, the Capital Protection Amount;
- (b) if the Final Reference Level is above [or equal to] the Strike, [but less than the Cap,] an amount equal to:

[the quotient of:

(A) the product of (x) [EUR 100][the Multiplier][*insert amount*] and (y) the Final Reference Level (as numerator) and

(B) the [Initial Reference Level][Strike] (as denominator)

[multiplied by the Participation Factor]]

[the sum of:

(A) the Specified Reference Level and

(B) the product of (x) the Specified Reference Level and (y) the Participation Factor and (z) the quotient of the difference between the Final Reference Level and the Strike (as numerator) and the Strike (as denominator)] [, and

- (c) if the Final Reference Level is above or equal to the Cap, the Maximum Amount.]

[provided that the Cash Amount will not be greater than the Maximum Amount.]

[Capital Protection Amount

*[Insert value]*[[ ] per cent. of the Initial Reference Level] [[ ] per cent of the Initial Issue Price] [multiplied by the Multiplier]]

]

**Product No. 3: Capital Protection Certificate with Participation in Average Performance and without Maximum Amount**

[Insert the following provisions for Capital Protection Certificates with Participation in Average Performance and without Maximum Amount:

Cash Amount [For Italian securities where the Minimum Exercise Amount is one Security insert: In respect of each Minimum Exercise Amount,]

- (a) [if][If] the Average Performance on the Valuation Date is equal to or below the Minimum Return, the Capital Protection Amount.
- (b) if the Average Performance on the Valuation Date is above the Minimum Return, an amount equal to:

[the quotient of:

- (A) the product of (x) [the Multiplier][insert amount] and (y) the Average Performance (as numerator) and
- (B) the Initial Reference Level (as denominator)

multiplied by the Participation Factor.]

[the sum of:

- (A) the Specified Reference Level and
- (B) the product of (x) the Specified Reference Level and (y) the Participation Factor and (z) the Average Performance]

Minimum Return [ ] per cent.]

Average Performance [The arithmetic average of the Performance<sub>(t)</sub> of the Underlying on all Observation Dates

As a formula:

$$AP = \frac{1}{n} \sum_{t=1}^{t=n} P(t)$$

where:

"AP" is the average performance;

"n" is the number of Observation Dates; and

"P<sub>(t)</sub>" is the performance]

[ ]

Performance<sub>(t)</sub>

[The difference between

1) the quotient of:

(a) the Final Reference Level on the Observation Date<sub>(t)</sub> and

(b) the Initial Reference Level and

2) one.

As a formula:

$$P_{(t)} = \frac{FRL_{(t)}}{IRL} - 1$$

where:

"P<sub>(t)</sub>" is the performance on the Observation Date<sub>(t)</sub>;

"FRL<sub>(t)</sub>" is the Final Reference Level on the Observation Date<sub>(t)</sub>; and

"IRL" is the Initial Reference Level.]

[ ]

[Capital Protection Amount

[*Insert value*][ [ ] per cent. of the Initial Reference Level] [ [ ] per cent of the Initial Issue Price] [multiplied by the Multiplier]

]

**Product No. 4: Partial Capital Protection Certificate without Strike**

**Product No. 5: Partial Capital Protection Certificate with Cap, without Strike**

**Product No. 6: Partial Capital Protection Certificate with Strike**

**Product No. 7: Partial Capital Protection Certificate with Cap and Strike**

**Product No. 8: Coupon Certificate with Partial Capital Protection**

*[Insert following provisions for Partial Capital Protection Certificates without Strike, Partial Capital Protection Certificates with Cap, without Strike, Capital Protection Certificates with Strike, Partial Capital Protection Certificates with Cap and Strike and Coupon Certificates with Partial Capital Protection:*

Cash Amount *[For Italian securities where the Minimum Exercise Amount is one Security insert:* In respect of each Minimum Exercise Amount,]

(a) [if][If] the Final Reference Level is less than [or equal to] the [Initial Reference Level] [Strike], the Partial Capital Protection Amount;

(b) if the Final Reference Level is above [or equal to] the [Initial Reference Level] [Strike], [but below [or equal to] the Cap,] an amount equal to the sum of (i) [EUR 100] *[insert amount]* [the Specified Reference Level] [the Partial Capital Protection Amount] and (ii) the product of [EUR 100][the Multiplier]*[insert amount]* and the difference of (x) and (y) where

(x) is the quotient of:

(A) the Final Reference Level (as numerator) and

(B) the Initial Reference Level (as denominator)

[multiplied by the Participation Factor] and

(y) is 1[;][.]

[(c) if the Final Reference Level is above [or equal to] the Cap, the Maximum Amount[;][.]]

[provided that the Cash Amount will not be greater than the Maximum Amount.]

[Partial Capital Protection Amount *[Insert value]*[[ ] per cent. of the Initial Reference Level] [[ ] per cent of the Initial Issue Price] [multiplied by the Multiplier]]

]

<b>Product No. 13: Performance Certificate</b>
--

**[Insert the following provisions for Performance Certificates:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

Final Reference Level x Multiplier

Multiplier

(a) for a day in the period from the Issue Date until the first occurring Multiplier Adjustment Date (excluding this day): 1.0; and

(b) for the first occurring Multiplier Adjustment Date and each subsequent day an amount equal to the product of (i) and (ii).

where:

(i) equals the Multiplier on the Trading Day preceding the immediately preceding Multiplier Adjustment Date or with respect to the first occurring Multiplier Adjustment Date is equal to 1, and

(ii) equals the quotient of (aa) and (bb),

where:

(aa) equals the Reference Level on the day preceding the immediately preceding Multiplier Adjustment Date (as numerator), and

(bb) equals the difference between (x) and (y) (as denominator),

where:

(x) equals the Reference Level on the day preceding the immediately preceding Multiplier Adjustment Date, and

(y) equals the Reinvested Dividend for the immediately preceding Multiplier Adjustment Date.

As a formula:

$$M_{i,t} = \left[ \frac{L_{i,(t-1)}}{(L_{i,(t-1)} - D_{i,t})} \right] \times M_{i,(t-1)}$$

where:

$M_{i,t}$  = Multiplier of the Underlying i on day t

t = the immediately preceding Multiplier Adjustment Date

$L_{i,(t-1)}$  = Reference Level on day t-1

t-1 = the Trading Day immediately preceding the day t



$D_{i,t}$  = Reinvested Dividend on day t

$M_{i,(t-1)}$  = Multiplier of the Underlying i on day t -1

The Multiplier is rounded to 5 decimal places, 0.000005 being rounded downwards.

**Multiplier Adjustment Date** In respect of a Dividend, the Trading Day on which the Underlying is traded or quoted ex dividend in respect of such Dividend on the Reference Source.

**Reinvested Dividend** In respect of the Multiplier Adjustment Date, the Underlying and a Dividend, the product of (1) the Applicable Percentage and (2) this Dividend.

**Dividend** In respect of the Underlying, an amount equal to each cash Dividend per unit of the Underlying declared and paid by the issuer of the Underlying (the amount payable before withholding tax or other tax deductions made by or for the issuer of the Underlying in respect of the Dividend, but without taking account of any tax credits under the law of the territory of the issuer of the Underlying).

The Dividend shall include any extraordinary or bonus dividend or other cash distribution.

It does not include rights issues, stock dividends or any other form of non-cash dividends or rights.

**Applicable Percentage** The lower of:

- (a) 95 per cent.; or
- (b) 95 per cent. less any percentage calculated by the calculation agent in order to take account of any tax, duty, withholding, deduction or other amounts to be paid. These include any tax, duty, withholding, deduction or other amounts to be paid by Deutsche Bank AG and/or an Affiliate in connection with receiving a Dividend if one of them is or would be the holder of the Underlying.

]

<b>Product No. 14: Performance Certificate on a Basket of Shares</b>
--

**[Insert the following provisions for Performance Certificates:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

Final Reference Level x Multiplier

Basket Constituent Weight (a) in respect of a Basket Constituent and for a day in the period from the Issue Date until the first occurring Basket Constituent Weight Adjustment Date (excluding this day):

**[If the Basket Constituent Weight has been determined, insert:** the value specified for this Basket Constituent in the column "Basket Constituent Weight" in Underlying above]

**[If the Basket Constituent Weight has not been determined and Basket Currency Exchange is not specified to apply insert:** the quotient of

(ii) the Basket Constituent Percentage Weight (as numerator); and

(iii) the Basket Constituent Level on the Initial Valuation Date (as denominator);]

**[If the Basket Constituent Weight has not been determined and Basket Currency Exchange is specified to apply insert:**

the product of the Basket Constituent Percentage Weight and the Exchange Rate for converting the Basket Constituent Currency of this Basket Constituent into the [Reference Currency] [Settlement Currency] (as numerator) on the [business day following the Initial Valuation Date] [Initial Valuation Date] [Relevant Exchange Date for the Basket Constituent] and

the Basket Constituent Level on the Initial Valuation Date (as denominator);]

(b) for the first occurring Basket Constituent Weight Adjustment Date and each subsequent day an amount equal to the product of (i) and (ii),

where:

(i) equals the Basket Constituent Weight on the Trading Day preceding the immediately preceding Basket Constituent Weight Adjustment Date or with respect to

the first occurring Basket Constituent Weight Adjustment Date is equal to 1, and

(ii) equals the quotient of (aa) and (bb),

where:

(aa) equals the Basket Constituent Level on the day preceding the immediately preceding Basket Constituent Weight Adjustment Date (as numerator), and

(bb) equals the difference between (x) and (y) (as denominator),

where:

(x) equals the Basket Constituent Level on the day preceding the immediately preceding the Basket Constituent Weight Adjustment Date, and

(y) equals the Reinvested Dividend<sub>i</sub> for the immediately preceding Basket Constituent Weight Adjustment Date.

As a formula:

$$B_{i,t} = \left[ \frac{P_{i,(t-1)}}{(P_{i,(t-1)} - D_{i,t})} \right] \times B_{i,(t-1)}$$

where:

$B_{i,t}$  = Basket Constituent Weight on day<sub>t</sub>

t = the immediately preceding Basket Constituent Weight Adjustment Date

$P_{i,(t-1)}$  = Basket Constituent Level on day<sub>t-1</sub>

t-1 = the Trading Day immediately preceding the day<sub>t</sub>

$D_{i,t}$  = Reinvested Dividends<sub>i</sub> on day<sub>t</sub>

$B_{i,(t-1)}$  = Basket Constituent Weight on day<sub>t-1</sub>

The Basket Constituent Weight<sub>i</sub> is rounded to 5 decimal places, 0.000005 being rounded downwards.

Basket Constituent Weight Adjustment Date	In respect of a Dividend <sub>i</sub> , the Trading Day on which the relevant Basket Constituent is traded or quoted ex dividend in respect of such Dividend on the Reference Source.
Reinvested Dividend <sub>i</sub>	In respect of the Basket Constituent Weight Adjustment Date, the respective Basket Constituent and a Dividend <sub>i</sub> , the product of (1) the Applicable Percentage, and (2) this Dividend <sub>i</sub> .
Dividend <sub>i</sub>	<p>In respect of a Basket Constituent, an amount equal to each cash Dividend per unit of the Basket Constituent declared and paid by the issuer of the Basket Constituent (the amount payable before withholding tax or other tax deductions made by or for the issuer of the Basket Constituent in respect of the Dividend<sub>i</sub>, but without taking account of any tax credits under the law of the territory of the issuer of the Basket Constituent).</p> <p>The Dividend<sub>i</sub> shall include any extraordinary or bonus dividend or other cash distribution.</p> <p>It does not include rights issues, stock dividends or any other form of non-cash dividends or rights.</p>
Applicable Percentage <sub>i</sub>	<p>The lower of:</p> <p>(a) [95][insert number] per cent.; or</p> <p>(b) [95][insert number] per cent., less any percentage calculated by the Calculation Agent in order to take account of any tax, duty, withholding, deduction or other amounts to be paid. These include any tax, duty, withholding, deduction or other amounts to be paid by Deutsche Bank AG and/or an Affiliate in connection with receiving a Dividend<sub>i</sub> if one of them is or would be the holder of the Basket Constituent.</p>

1

**Product No. 15: Easy Reverse Bonus Certificate**

**Product No. 16: Easy Reverse Bonus Certificate with Cap**

**[Insert following provisions for Easy Reverse Bonus Certificates and Easy Reverse Bonus Certificates with Cap:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [If][if] the Final Reference Level is less than [or equal to] the Barrier, the higher of:
  - (i) the Bonus Amount and
  - (ii) the product of the Multiplier and the sum of the Initial Reference Level and (A), where (A) is the difference between the Initial Reference Level and the Final Reference Level.
- (b) otherwise the product of the Multiplier and the sum of the Initial Reference Level and (A), where (A) is the difference between the Initial Reference Level and the Final Reference Level.

This amount cannot be negative

[, subject to a maximum of the Maximum Amount].

]

<b>Product No. 17: Corridor Bonus Certificate with Cap</b>
--

**[Insert for Corridor Bonus Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [If][if] the Barrier Determination Amount [at any time] [at all times] during the Observation Period has not been less than [or equal to] the Lower Barrier and has not been greater than [or equal to] the Upper Barrier the Bonus Amount,

(b) if the Barrier Determination Amount [at any time] [at all times] during the Observation Period has been less than [or equal to] the Lower Barrier (a “**Lower Barrier Event**”) but the Barrier Determination Amount has not been greater than [or equal to] the Upper Barrier before the occurrence of the Lower Barrier Event,

the product of

(i) the quotient of the Final Reference Level (as numerator) and the Initial Reference Level (as denominator) and

(ii) the Multiplier,

subject to a maximum of the Maximum Amount;

(c) if the Barrier Determination Amount [at any time] [at all times] during the Observation Period has been greater than [or equal to] the Upper Barrier (an “**Upper Barrier Event**”) but the Barrier Determination Amount has not been less than [or equal to] the Lower Barrier before the occurrence of the Upper Barrier Event,

the product of

(i) the difference of (A) 2 and (B) the quotient of the Final Reference Level (as numerator) and the Initial Reference Level (as denominator) and

(ii) the Multiplier;

this amount cannot be negative and is subject to a maximum of the Maximum Amount.

]

**Product No. 18: Outperformance Bonus Certificate**

**Product No. 19: Sprinter Bonus Certificate**

**Product No. 20: Sprinter Bonus One Certificate**

**[Insert for Outperformance Bonus Certificates, Sprinter Bonus Certificates and Sprinter Bonus One Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [If][if] the Barrier Determination Amount [at any time][at all times] during the Observation Period has been greater than [or equal to] the Barrier, the higher of:
    - (i) the Bonus Amount and
    - (ii) the product of (x) and (y), where
      - (x) is the sum of the Strike and the Outperformance Amount, and
      - (y) is the Multiplier

[subject to a maximum of the Maximum Amount]
  - (b) otherwise the product of the Final Reference Level and the Multiplier
- [subject to a maximum of the Maximum Amount].

Outperformance Amount

An amount equal to the product of (a) the difference between (i) the Final Reference Level and (ii) the Strike, and (b) the Participation Factor, subject to a minimum of zero.

]

<b>Product No. 21: Flex Bonus Certificate</b>
---

**[Insert the following provisions for Flex Bonus Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][lf] [[during the Observation Period] [on any Observation Date] the Barrier Determination Amount] [the Final Reference Level] [is not][has not been] lower than [or equal to] the Upper Barrier:
  - (i) the First Bonus Amount or
  - (ii) if greater, the product of the Final Reference Level and the Multiplier, or
- (b) if [[during the Observation Period][on any Observation Date] the Barrier Determination Level] [the Final Reference Level] [is][has been] lower than [or was equal to] the Upper Barrier, but has not been lower than [or [is not] [has not been] equal to] the Lower Barrier:
  - (i) the Second Bonus Amount or
  - (ii) if greater, the product of the Final Reference Level and the Multiplier or
- (c) if [[during the Observation Period][on any Observation Date] the Barrier Determination Level] [the Final Reference Level] [is][has been] lower than [or [is][has been] equal to] the Lower Barrier, the product of the Final Reference Level and the Multiplier.

]



**Product No. 22: Express Certificate with European Barrier Observation (Physical Delivery)**

**Product No. 23: Express Certificate with American Barrier Observation (Physical Delivery)**

**[Insert the following provisions for Express Certificates:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [if][If] on an Observation Date the Redemption Determination Amount has been above [or equal to] the Redemption Threshold (a Redemption Event), the Cash Amount [set out next to the [Observation Date] below, in respect of which the Redemption Event occurs] [in an amount of **insert amount**]]  
or

(b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

(i) if, [at any time] [on the Valuation Date] [during the Observation Period] the [Barrier Determination Amount][Final Reference Level] [has been][is] below [or equal to] the Barrier, an amount equal to:

the quotient of

(A) the product of (x) **insert amount**[the Multiplier] and (y) the Final Reference Level (as numerator) and

(B) the Initial Reference Level (as denominator),

(ii) if the provisions of (i) have not been satisfied,]

the Specified Reference Level

[Observation Date]	[Cash Amount]
[First Observation Date ]	[ ]
[ [ ] Observation Date]	[ ]
[Last Observation Date]	[ ]

]

**Product No. 24: Express Worst of Basket Certificate with American European Observation (Cash Settlement)**

**Product No. 25: Express Worst of Basket Certificate with American Barrier Observation (Cash Settlement)**

**Product No. 26: Express Worst of Basket Certificate with European Barrier Observation (Physical Delivery)**

**Product No. 27: Express Worst of Basket Certificate with American Barrier Observation (Physical Delivery)**

**[Insert the following provisions for Express Worst of Basket Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [if][If] on an Observation Date, the Redemption Determination Amount of each Basket Constituent has been above [or equal to] the relevant Redemption Threshold (a Redemption Event), the Cash Amount [set out next to the [Observation Date] below, in respect of which the Redemption Event occurs] [in an amount of **[insert amount]**] or

(b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

(i) if, [at any time] [on the Valuation Date] [during the Observation Period] the [Barrier Determination Amount][Final Reference Level] of at least one Basket Constituent [has been][is] below [or equal to] the relevant Barrier, an amount equal to:

the quotient of

(A) the product of (x) **[insert amount]**[the Multiplier] and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and

(B) the Initial Reference Level of the Lowest Basket Constituent (as denominator),

(ii) if the provisions of (i) have not been satisfied,]

the Specified Reference Level

[Observation Date]

[Cash Amount]

[First Observation Date ]

[ ]

[ [ ] Observation Date]

[ ]

[Last Observation Date]

[ ]

]

**Product No. 28: Express Certificate without Barrier (Cash Settlement)**

**Product No. 29: Express Certificate without Barrier (Physical Delivery)**

**[Insert the following provisions for Express Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [if][If] on an Observation Date the Redemption Determination Amount has been above [or equal to] the Redemption Threshold (a Redemption Event), the Cash Amount [set out next to the [Observation Date] below, in respect of which the Redemption Event occurs] [in an amount of **[insert amount]**] or

(b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

(i) if, [at any time] [on the Valuation Date] [during the Observation Period] the [Barrier Determination Amount][Final Reference Level] [has been][is] below [or equal to] the Strike, an amount equal to:

the quotient of

(A) the product of (x) **[insert amount]**[the Multiplier] and (y) the Final Reference Level (as numerator) and

(B) the Strike (as denominator),

(ii) if the provisions of (i) have not been satisfied,]

the Specified Reference Level

[Observation Date]

[Cash Amount]

[First Observation Date ]

[ ]

[ [ ] Observation Date]

[ ]

[Last Observation Date]

[ ]

]

**Product No. 30: Express Worst of Basket Certificate without Barrier (Cash Settlement)**

**Product No. 31: Express Worst of Basket Certificate without Barrier (Physical Delivery)**

**[Insert the following provisions for Express Worst of Basket Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][If] on an Observation Date, the Redemption Determination Amount of each Basket Constituent has been above [or equal to] the relevant Redemption Threshold (a Redemption Event), the Cash Amount [set out next to the [Observation Date] below, in respect of which the Redemption Event occurs] [in an amount of **[insert amount]**] or
- (b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

- (i) if, [at any time] [on the Valuation Date] [during the Observation Period] the [Barrier Determination Amount][Final Reference Level] of at least one Basket Constituent [has been][is] below [or equal to] the relevant Strike, an amount equal to:

the quotient of

- (A) the product of (x) **[insert amount]**[the Multiplier] and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and
- (B) the Strike of the Lowest Basket Constituent (as denominator),

- (ii) if the provisions of (i) have not been satisfied,]

the Specified Reference Level

[Observation Date]	[Cash Amount]
[First Observation Date ]	[ ]
[ [ ] Observation Date]	[ ]
[Last Observation Date]	[ ]

]

<b>Product No. 32: Factor Express Certificate</b>
---

**[Insert the following provisions for Factor Express Certificates:**

Cash Amount	<p><b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,]</p> <p>(a) [if][If] on an Observation Date the Redemption Determination Amount has been above [or equal to] the Redemption Threshold (a Redemption Event), the Specified Reference Level or</p> <p>(b) if a Redemption Event has not occurred:</p> <p>(i) if at any time during the Observation Period, the Barrier Determination Amount was below [or equal to] the Barrier, an amount equal to:</p> <p style="padding-left: 40px;">the quotient of</p> <p style="padding-left: 80px;">(A) the product of (x) <b>[insert amount]</b> and (y) the Final Reference Level (as numerator) and</p> <p style="padding-left: 80px;">(B) the Initial Reference Level (as denominator)</p> <p>(ii) if the provisions of (i) have not been satisfied, the Specified Reference Level.</p>
Coupon Payment	<p>Coupon Payment applies.</p> <p>(c) If the price or level of the Underlying is not below [or equal to] the Coupon Threshold [at any time][at all times] during the Coupon Observation Period, and in relation to a Coupon Observation Period after the First Coupon Observation Period, during all preceding Coupon Observation Periods, the Coupon Payment will be made on the next Coupon Payment Date,</p> <p>(d) If the price or level of the Underlying is at any time during the Coupon Observation Period below [or equal to] the Coupon Threshold, no Coupon Payment will be made.</p> <p style="padding-left: 40px;">In such case Coupon Payments will no longer be made on subsequent Coupon Payment Dates either.</p> <p style="padding-left: 40px;">If any Coupon Amount will be payable on the Coupon Payment Date falling on the Settlement Date, such Coupon Amount will be payable together with, if applicable, any Cash Amount payable on the Settlement Date.</p>
Coupon Amount	<p>In relation to 1 Security and a Coupon Payment Date, the product of</p> <p>(a) the Reference Level on the immediately preceding Coupon Determination Date and</p>

(b) the Multiplication Factor.

Multiplication Factor

[insert number]

[is [insert the most unfavourable value for the investor]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and] the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to [insert the most favourable value for the investor]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]]

]

**Product No. 33: PerformancePlus Certificate**

**[Insert following product-specific provisions for PerformancePlus Certificates:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [if][If] on an Observation Date the Redemption Determination Amount has been above or equal to the Redemption Threshold (a Redemption Event), an amount of

the quotient of:

(A) the product of (x) **[insert amount]** [the Multiplier] and (y) the Final Reference Level (as numerator) and

(B) the Initial Reference Level (as denominator),

but a minimum of the Minimum Redemption Amount set out next to the Observation Date below in respect of which the Redemption Event occurs;

(b) if a Redemption Event has not occurred:

(i) if on the Valuation Date the Final Reference Level is lower than the Barrier, an amount equal to

the quotient of:

(A) the product of (x) **[insert amount]** [the Multiplier] and (y) the Final Reference Level (as numerator) and

(B) the Initial Reference Level (as denominator),

(ii) if on the Valuation Date the Final Reference Level is lower than the Redemption Threshold but greater than or equal to the Barrier, an amount equal to the Specified Reference Level.

[Observation Date]

[Minimum Redemption Amount]

[First Observation Date ]

**[insert amount]**

[ [ ] Observation Date]

**[insert amount]**

[Last Observation Date]

**[insert amount]**

]



**Product No. 34: Reverse Express Certificate**

**Product No. 35: Currency Express Certificate**

**[Insert the following provisions for Reverse Express Certificates and Currency Express Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [if][If] [on an Observation Date] [[at any time] on any day during the [respective] Observation Period] the Redemption Determination Amount has been below or equal to the Redemption Threshold (a Redemption Event), the Cash Amount [set out next to the [Observation Date] [Observation Period] below, in respect of which the Redemption Event occurs] [in an amount of **[insert amount]**] or

b) if a Redemption Event has not occurred:

(i) if, [at any time][at all times] [on the Valuation Date] [during the Observation Period] the [Redemption Determination Amount][Final Reference Level] [has been][is] greater than [or equal to] the Barrier, an amount equal to:

[the quotient of:

(A) the product of (x) **[insert amount]** [the Multiplier] and (y) the Initial Reference Level (as numerator) and

(B) the Final Reference Level (as denominator)]

[the product of the Multiplier and the sum of the Initial Reference Level and (A), where (A) is the difference between the Initial Reference Level and the Final Reference Level.]

(ii) if the provisions of (i) have not been satisfied, the Specified Reference Level.

[Observation Date]	[Cash Amount]
[First Observation Date ]	[ ]
[[ ] Observation Date]	[ ]
[Last Observation Date]	[ ]
[Observation Period]	[Cash Amount]
[First Observation Period]	[ ]
[[ ] Observation Period]	[ ]
[Last Observation Period]	[ ]

]

<b>Product No. 36: Reverse Outperformance Certificate</b>
---

**[Insert the following provisions for Reverse Outperformance Certificates:**

Cash Amount	<p><b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,]</p> <p>(a) [if][If] the Final Reference Level is above or equal to the Strike, the product of the sum of (i) the Strike and (ii) the difference between the Strike and the Final Reference Level and the Multiplier and</p> <p>(b) if the Final Reference Level is below the Strike, the product of (i) and (ii), where</p> <p>(i) is the sum of the Strike and the Outperformance Amount, and</p> <p>(ii) is the Multiplier.</p>
Outperformance Amount	An amount equal to the product of (a) the difference between (i) the Strike and (ii) the Final Reference Level, and (b) the Participation Factor, subject to a minimum of zero.

**]**

<b>Product No. 37: Combi Fixed Rate of Interest Certificate</b>
---

**[Insert the following provisions for Combi Fixed Rate of Interest Certificates:**

Cash Amount	<p><b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,]</p> <p>(a) [On] [on] the Partial Redemption Date the Partial Redemption Amount.</p> <p>(b) in addition at maturity:</p> <p>(i) if the Final Reference Level is above [or equal to] the Strike, the Specified Reference Level</p> <p>(ii) if the Final Reference Level is below [or equal to] the Barrier, an amount of :</p> <p>the quotient of:</p> <p>(A) the product of (x) <b>[insert amount]</b> and (y) the Final Reference Level (as numerator) and</p> <p>(B) the Initial Reference Level (as denominator).</p>
Settlement Date	<p>In respect of the Partial Redemption Date the [third] [fifth] [immediately following]<b>[insert number]</b> Business Day following the Partial Redemption Date [, probably <b>[insert date]</b>] and in respect of the Exercise Date the [third] [fifth] [immediately following]<b>[insert number]</b> Business Day following the Exercise Date [, probably <b>[insert date]</b>]</p>
Partial Redemption Amount	<b>[insert amount]</b> [[ ] per cent of the Initial Reference Level]
Partial Redemption Date	<b>[insert date]</b>
Coupon Amount	<p>[in relation to each Nominal Amount] [in relation to the total outstanding Nominal Amount]</p> <p><b>[insert amount]</b> [[ ] per cent per annum of the Partial Redemption Amount] in respect of the [First] [ ] Coupon Payment Date and</p> <p><b>[insert amount]</b> [[ ] per cent per annum of the Specified Reference Level] in respect of all further Coupon Payment Dates.</p>

**Product No. 38: Fixed Rate of Interest Certificate with European Barrier Observation**

**Product No. 39: Fixed Rate of Interest Certificate with American Barrier Observation**

**[Insert the following provisions for Fixed Rate of Interest Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][If] the [Final Reference Level] [Barrier Determination Amount [at any time] [at all times] during the Observation Period] is greater than or equal to the Barrier, the Specified Reference Level and
- (b) if [the Final Reference Level] [on at least one occasion during the Observation Period the Barrier Determination Amount] has been less than the Barrier, an amount equal to:

the quotient of:

- (A) the product of (x) [the Multiplier] **[insert amount]** and (y) the Final Reference Level (as numerator) and
- (B) the Initial Reference Level (as denominator)

]

<b>Product No. 40: Inflation-Linked Fixed Rate of Interest Certificate</b>
--

**[Insert following product specific provisions for Inflation-Linked Fixed Rate of Interest Certificates:]**

Cash Amount	<p><b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,]</p> <p>(a) [if][If] on the Valuation Date the Final Reference Level is greater than or equal to the Barrier, the Specified Reference Level and</p> <p>(b) if the Final Reference Level on the Valuation Date is below the Barrier, an amount equal to:</p> <p style="padding-left: 40px;">the quotient of:</p> <p style="padding-left: 80px;">(A) the product of (x) <b>[insert amount]</b> [the Multiplier] and (y) the Final Reference Level (as numerator) and</p> <p style="padding-left: 80px;">(B) the Initial Reference Level (as denominator)</p>
Fixed Rate of Interest	<b>[insert amount]</b>
Minimum Coupon	<p><b>[insert amount]</b></p> <p>[is <b>[insert the most unfavourable value for the investor]</b>]. The Issuer can in its reasonable discretion increase this value to <b>[insert the most favourable value for the investor]</b> on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to increase this value at maximum to <b>[insert the most favourable value for the investor]</b>. If the Issuer increases this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]</p>
Coupon	<p>[The sum of (A) the product of (x) the performance of the Inflation Index on the respective Coupon Observation Date and (y) the Specified Reference Level and (B) the Fixed Rate of Interest]</p> <p>[The product of (x) the performance of the Inflation Index on the respective Coupon Observation Date and (y) the Specified Reference Level, subject to a minimum of the Minimum Coupon]</p>
Inflation Index	<p>Name: [ ]</p> <p>Sponsor: [ ]</p> <p>Reference Source: [ ]</p> <p>[Reference Currency: [ ]]</p>

Performance of the  
Inflation Index

means, in respect of any Coupon Observation Date and a Security, subject to any adjustments in accordance with the following provisions and §6 of the General Conditions, in which references in §6 to “Index” are to be understood as references to “Inflation Index”, a figure determined by the Calculation Agent and expressed as a percentage, equal to the (a) the quotient of the Reference Level of the Inflation Index on such Coupon Observation Date and the *[if several Coupon Observation Dates apply insert: Reference Level of the Inflation Index on the immediately preceding Coupon Observation Date (or, if the first Coupon Observation Date, the Initial Reference Level of the Inflation Index)] [if a single Coupon Observation Date applies insert: Initial Reference Level of the Inflation Index]* minus (b) one,

as a formula:

$$\frac{\text{Reference Level of the Inflation Index}_{t-1}}{\text{Reference Level of the Inflation Index}_{t-1}} - 1$$

, subject to a minimum of *[insert figure greater than or equal to 0 (zero): [ ]]* per cent. [and a maximum of [ ] per cent.].

Initial Reference Level of  
the Inflation Index

*[insert value]* [The Reference Level of the Inflation Index on the Initial Valuation Date]

Reference Level of the  
Inflation Index

means, in respect of a certain day, subject to any adjustments in accordance with the following provisions and §6 of the General Conditions, in which references in §6 to “Index” are to be understood as references to “Inflation Index”, the level of the Inflation Index quoted by the Reference Source of the Underlying in relation to the 3rd calendar month before the month in which the Reference Level of the Inflation Index was determined on such day by the Calculation Agent. If a Market Disruption occurs on such day, the Calculation Agent determines the Reference Level for the Inflation Index by calculating the Replacement Reference Level for the Inflation Index as defined under Replacement Reference Level of Inflation Index.

Only the first published level of the Inflation Index on the day of publication of the level is used in calculating the level of the Inflation Index in respect of a reference month (preliminary estimates are not taken into account). Later adjustments to the level of the Inflation Index are not taken into account except where they involve correction of an obvious error.

Any revision or change to the Inflation Index after its first publication has no effect on the calculation of the respective Coupon Amount payable, unless it concerns a resetting of the index reference period, i.e. the period which represents 100 in the index (**base year revision**). In such case the Inflation Index subject to a base year revision will be used to calculate the level of the Inflation Index and

the Calculation Agent will adjust the level of the Inflation Index subject to base year revision in order that the level of the Inflation Index reflects the same rate of inflation as the Inflation Index before the base year revision. A base year revision does not affect any previous payments of Coupon Amounts.

If, in the determination of the Calculation Agent, the level of the Inflation Index has been corrected within 30 days of its first publication by the Sponsor, in order to correct an obvious error in the first publication, the Calculation Agent will base the calculation of the Coupon and Coupon Amount on the Inflation Index corrected in such manner. Such correction does not affect any previous payments of Coupon Amounts.

Replacement Reference Level of the Inflation Index if in respect of a certain day, subject to any adjustments in accordance with the following provisions and §6 of the General Conditions, in which references in §6 to "Index" are to be understood as references to "Inflation Index", the value calculated as follows:

Replacement Reference Level of the Inflation Index =

$$\text{Level of Underlying}_{p-15} \times \left( \frac{\text{Level of Underlying}_{p-4}}{\text{Level of Underlying}_{p-16}} \right)$$

where

Level of Underlying<sub>p-15</sub>: is the level of the Inflation Index for the 15th calendar month before the month in which the Replacement Reference Level of the Inflation Index is determined.

Level of Underlying<sub>p-4</sub>: is the level of the Inflation Index for the 4th calendar month before the month in which the Replacement Reference Level of the Inflation Index is determined.

Level of Underlying<sub>p-16</sub>: is the level of the Inflation Index for the 16th calendar month before the month in which the Replacement Reference Level of the Inflation Index is determined.

]

**Product No. 41: Currency Fixed Rate of Interest Certificate**

**[Insert the following provisions for Currency Fixed Rate of Interest Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][lf] the [Final Reference Level] [Barrier Determination Amount at any time during the Observation Period] is less than or equal to the Barrier, the Specified Reference Level and
- (b) if [the Final Reference Level] [on at least one occasion during the Observation Period the Barrier Determination Amount] has been greater than the Barrier, an amount equal to:

the quotient of:

- (A) the product of (x) [the Multiplier][EUR 100][insert amount] and (y) the Initial Reference Level (as numerator) and
- (B) the Final Reference Level (as denominator)

]



**Product No. 42: Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement)**

**Product No. 43: Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement)**

**Product No. 44: Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement)**

**Product No. 45: Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement)**

**Product No. 46: Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Settlement)**

**Product No. 47: Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Physical Settlement)**

**Product No. 48: Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Settlement)**

**Product No. 49: Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Physical Settlement)**

**[Insert following provisions for Coupon Certificates and Currency Certificates with Fixed Coupon:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][If] on an Observation Date the Redemption Determination Amount has been above [or equal to] the Redemption Threshold (a Redemption Event), the Specified Reference Level or
- (b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

- (i) if, [at any time] [on the Valuation Date] [on an Observation Date] [during the Observation Period] the Barrier Determination Amount [has been][is] below [or equal to] the Barrier, an amount equal to:
  - the quotient of
    - (A) the product of (x) [the Multiplier] **[insert amount]** and (y) the Final Reference Level (as numerator) and
    - (B) the Initial Reference Level (as denominator),
- (ii) if the provisions of (i) have not been satisfied,] the Specified Reference Level.

**Product No. 50: Coupon Certificate Worst of Basket with Coupon Observation Dates and with European Barrier Observation (Cash Settlement)**

**Product No. 51: Coupon Certificate Worst of Basket with Coupon Observation Period and with European Barrier Observation (Cash Settlement)**

**Product No. 52: Coupon Certificate Worst of Basket with Coupon Observation Dates and with American Barrier Observation (Cash Settlement)**

**Product No. 53: Coupon Certificate Worst of Basket with Coupon Observation Period and with American Barrier Observation (Cash Settlement)**

**Product No. 54: Coupon Certificate Worst of Basket with Coupon Observation Dates and with European Barrier Observation (Physical Settlement)**

**Product No. 55: Coupon Certificate Worst of Basket with Coupon Observation Period and with European Barrier Observation (Physical Settlement)**

**Product No. 56: Coupon Certificate Worst of Basket with Coupon Observation Dates and with American Barrier Observation (Physical Settlement)**

**Product No. 57: Coupon Certificate Worst of Basket with Coupon Observation Period and with American Barrier Observation (Physical Settlement)**

**[Insert the following provisions for Coupon Worst of Basket Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][If] on an Observation Date the Redemption Determination Amount of each Basket Constituent has been above [or equal to] the relevant Redemption Threshold (a Redemption Event), the Specified Reference Level or
- (b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

- (i) if, [at any time] [on the Valuation Date] [on an Observation Date] [during the Observation Period] the Barrier Determination Amount of at least one Basket Constituent [has been][is] below [or equal to] the relevant Barrier, an amount equal to:

the quotient of

- (A) the product of (x) [the Multiplier] **[insert amount]** and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and

- (B) the Initial Reference Level of the Lowest Basket Constituent (as denominator),
- (ii) if the provisions of (i) have not been satisfied,] the Specified Reference Level.

]

**Product No. 58: Coupon Certificate with Coupon Observation Dates and without Barrier (Cash Settlement)**

**Product No. 59: Coupon Certificate with Coupon Observation Period and without Barrier (Cash Settlement)**

**Product No. 60: Coupon Certificate with Coupon Observation Dates and without Barrier (Physical Delivery)**

**Product No. 61: Coupon Certificate with Coupon Observation Period and without Barrier (Physical Delivery)**

**[Insert the following provisions for Coupon Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][If] on an Observation Date the Redemption Determination Amount has been above [or equal to] the Redemption Threshold (a Redemption Event), the Specified Reference Level or
- (b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

- (i) if, [at any time] [on the Valuation Date] [on an Observation Date] [during the Observation Period] the Barrier Determination Amount [has been][is] below [or equal to] the Strike, an amount equal to:
  - the quotient of
    - (A) the product of (x) [the Multiplier] **[insert amount]** and (y) the Final Reference Level (as numerator) and
    - (B) the Strike (as denominator),
  - (ii) if the provisions of (i) have not been satisfied,] the Specified Reference Level.

]

**Product No. 62: Coupon Worst of Basket Certificate with Coupon Observation Dates and without Barrier (Cash Settlement)**

**Product No. 63: Coupon Worst of Basket Certificate with Coupon Observation Period and without Barrier (Cash Settlement)**

**Product No. 64: Coupon Worst of Basket Certificate with Coupon Observation Dates and without Barrier (Physical Delivery)**

**Product No. 65: Coupon Worst of Basket Certificate with Coupon Observation Period and without Barrier (Physical Delivery)**

**[Insert the following provisions for Coupon Worst of Basket Certificates without Barrier:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- (a) [if][If] on an Observation Date the Redemption Determination Amount of each Basket Constituent has been above [or equal to] the relevant Redemption Threshold (a Redemption Event), the Specified Reference Level or
- (b) if a Redemption Event has not occurred:

**[If settlement may be by cash settlement only, insert:**

- (i) if, [at any time] [on the Valuation Date] [on an Observation Date] [during the Observation Period] the Barrier Determination Amount of at least one Basket Constituent [has been][is] below [or equal to] the relevant Strike, an amount equal to:

the quotient of

- (A) the product of (x) [the Multiplier] **[insert amount]** and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and
- (B) the Strike of the Lowest Basket Constituent (as denominator),

- (ii) if the provisions of (i) have not been satisfied,] the Specified Reference Level.

]

<b>Product No. 66: Currency Certificate with Fixed Coupon</b>
---

**[Insert following provisions for Currency Certificates with Fixed Coupon:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

(a) [if][If] [on an Observation Date] [during the Observation Period] the Redemption Determination Amount [is][has been] [equal to or] [below][above] the Redemption Threshold (a Barrier Event), the Specified Reference Level or

(b) if a Barrier Event has not occurred:

(i) if, [at any time][at all times] [on the Valuation Date] [on an Observation Date] [during the Observation Period] the Barrier Determination Amount [has been][is] [lower][greater] than the Barrier, an amount equal to:

the quotient of:

(A) the product of (x) [the Multiplier] **[insert amount]** and (y) the [Final Reference Level][Initial Reference Level] (as numerator) and

(B) the [Initial Reference Level][Final Reference Level] (as denominator),

(ii) if the provisions of (i) have not been satisfied, the Specified Reference Level.

]

**Product No. 67: Extra Coupon Certificate (Cash Settlement)**

**Product No. 68: Extra Coupon Certificate (Physical Delivery)**

**Product No. 69: Coupon Certificate (Cash Settlement)**

**Product No. 70: Coupon Certificate (Physical Delivery)**

**[Insert the following provisions for Extra Coupon Certificates and Coupon Certificates:**

Cash Amount

**[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

[[the][The] Specified Reference Level]

- (a) [if][If] the Final Reference Level is greater than or equal to the Barrier, the Specified Reference Level and
- (b) if the Final Reference Level is below the Barrier, an amount equal to:

the quotient of:

- (A) the product of (x) [the Multiplier] **[insert amount]** and (y) the Final Reference Level (as numerator) and
- (B) the Initial Reference Level (as denominator)]

]

<b>Product No. 71: Reverse Participation Corridor Certificate</b>
---

**[Insert the following provisions for Reverse Participation Corridor Certificates:**

Cash Amount

- provided that the Interim Reference Level is lower than the Initial Reference Level, the product of:

- EUR 100 and

- the sum of

- 1 and

- the difference between 1 (as minuend) and the quotient of the Interim Reference Level (Interim RL) and Initial Reference Level (Initial RL) (as subtrahend), expressed to the power of the Non-Linear Factor (NLF).

As a formula:

$$\text{EUR } 100 * (1 + (1 - (\text{Interim RL}/\text{Initial RL}))^{\text{NLF}}).$$

The Cash Amount in such case is a maximum of [ ].

- provided that the Interim Reference Level is greater than or equal to the Initial Reference Level, the product of:

- EUR 100 and

- the difference between

- 1 and

- the difference between the quotient of the Interim Reference Level (Interim RL) and Initial Reference Level (Initial RL) (as minuend) and 1 (as subtrahend), expressed to the power of the Non-Linear Factor (NLF).

As a formula:

$$\text{EUR } 100 * (1 - ((\text{Interim RL}/\text{Initial RL}) - 1)^{\text{NLF}}).$$

The Cash Amount in such case is a minimum of [ ].

- Provided that the difference between the quotient of Interim Reference Level and Initial Reference Level (as minuend) and 1 (as subtrahend) is lower than or equal to the Upper Barrier and greater than or equal to the Lower Barrier, the First Bonus Amount will be paid in addition to the amounts determined under 1. or 2, otherwise no additional amount will be paid in accordance with 3.



- 4. Provided that the difference between the quotient of Final Reference Level and Initial Reference Level (as minuend) and 1 (as subtrahend) is lower than or equal to the Upper Barrier and greater than or equal to the Lower Barrier, the Second Bonus Amount will be paid in addition to the amounts determined under 1. or 2. and where applicable 3., otherwise no additional amount will be paid in accordance with 4.

Non-Linear Factor [ ]

Interim Reference Level [The Reference Level on the [Observation Date] [ ] ]

<b>Product No. 72: OneStep Certificate (Cash Settlement)</b>
--

**[Insert the following provisions for OneStep Certificates (Cash Settlement):**

Cash Amount	<b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,
	(a) If the Final Reference Level on the Valuation Date is above or equal to the Strike, the One Step Amount,
	(b) otherwise, the quotient of
	(A) the product of (x) [the Multiplier] <b>[insert amount]</b> and (y) the Final Reference Level (as numerator) and
	(B) the Initial Reference Level (as denominator)
One Step Amount	<b>[Insert currency] [Insert amount]</b> [[ ] per cent. of the Initial Reference Level]
	]

<b>Product No. 73: OneStep Certificate (Physical Settlement)</b>
--

**[Insert the following provisions for OneStep Certificates (Physical Settlement):**

Cash Amount	<b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,
	[the][The] One Step Amount.
One Step Amount	<b>[Insert currency] [Insert amount]</b> [[ ] per cent. of the Initial Reference Level]
	]

<b>Product No. 74: Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption</b>
--

**[Insert following provisions for Certificates with Redemption Threshold and Barrier and without Possibility of Early Redemption:]**

- Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]
- (a) [if][If] the Redemption Determination Amount on the Valuation Date is greater than or equal to the Redemption Threshold (a Redemption Event), the Cash Amount of **[insert amount]** or
  - (b) if a Redemption Event has not occurred
    - (i) if on the Valuation Date the Redemption Determination Amount is lower than the Barrier, an amount equal to  
 the quotient of:
      - (A) the product of (x) **[insert amount]** [the Multiplier] and (y) the Final Reference Level (as numerator) and
      - (B) the Initial Reference Level (as denominator),
    - (ii) if the provisions of (i) have not been satisfied, the Specified Reference Level

1

<b>Product No. 75: Parachute Certificate</b>
--

[Insert the following provisions for Parachute Certificates:

Cash Amount [For Italian securities where the Minimum Exercise Amount is one Security insert: In respect of each Minimum Exercise Amount,]

- (a) [if][If] the Final Reference Level is [equal to or] greater than the Strike:

$\text{Initial Issue Price} \times (\text{Final Reference Level} / \text{Initial Reference Level}) \times \text{Participation Factor}$

- (b) if the Final Reference Level is [equal to or] less than the Strike and at the same time [equal to or] greater than the Parachute Threshold:

*Initial Issue Price*

- (c) If the Final Reference level is [equal to or] below the Parachute Threshold:

$\text{Initial Issue Price} \times \text{Final Reference Level} / \text{Parachute Threshold}$

Parachute Threshold [Insert amount][[ ] per cent. of the Initial Reference Level]

[is [insert the most unfavourable value for the investor]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to [insert the most favourable value for the investor]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]

1

<b>Product No. 76: Parachute Certificate with Cap</b>
---

[Insert the following provisions for Parachute Certificates with Cap:

Cash Amount [For Italian securities where the Minimum Exercise Amount is one Security insert: In respect of each Minimum Exercise Amount,]

- (a) [if][lf] the Final Reference Level is greater than the Cap:  
the Maximum Amount;
- (b) the Final Reference Level is [equal to or] greater than the Strike:  
  
$$\text{Initial Issue Price} \times (\text{Final Reference Level} / \text{Initial Reference Level}) \times \text{Participation Factor}$$
- (c) if the Final Reference Level is [equal to or] less than the Strike and at the same time [equal to or] greater than the Parachute Threshold:  
  
$$\text{Initial Issue Price}$$
- (d) If the Final Reference level is [equal to or] below the Parachute Threshold:  
  
$$\text{Initial Issue Price} \times \text{Final Reference Level} / \text{Parachute Threshold}$$

Parachute Threshold [Insert amount][[ ] per cent. of the Initial Reference Level]

[is [insert the most unfavourable value for the investor]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,] [and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to [insert the most favourable value for the investor]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]

]

<b>General Definitions applicable to Notes</b>
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**[Insert following provisions for all notes, except where these include a corresponding product-specific prompt below. Where product-specific prompts are applicable, such product-specific prompts should be inserted in place of (and in the same order as) the corresponding prompt set out below (immediately followed by all related prompts which do not correspond to a prompt below).]**

**Delete for certificates and credit certificates.]**

Cash Amount **[For Italian Securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

[[the][The] Nominal Amount]

[Nominal Amount +]

$$\left( \text{Nominal Amount} \times \text{Participation Factor} \times \frac{(\text{Final Reference Level} - \text{Initial Reference Level})}{\text{Initial Reference Level}} \right) ]$$

[subject to a minimum of **[insert currency] [insert amount]**] [[and] a maximum of **[insert currency] [insert amount]**]

**[Insert where applicable:** Such amount shall be converted [1:1] into the Settlement Currency [at the Exchange Rate] on **[specify date]** [the Business Day following the Valuation Date] [the Valuation Date] [or if this day is not a Business Day, the immediately [succeeding] [preceding] Business Day].]

**[Insert where applicable:** [subject to a minimum of **[insert currency] [insert amount]**] [[and] a maximum of **[insert currency] [insert amount]**]]

**[For Italian Securities where the Minimum Exercise Amount is greater than 1 Security insert:** The amount payable in respect of each Minimum Exercise Amount shall be the product of (i) the Cash Amount for each Security (determined as provided above) and (ii) the Minimum Exercise Amount.]

]

<b>Specific Definitions applicable to Notes</b>
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<b>Product No. 77: Capital Protection Note</b>
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<b>Product No. 78: Capital Protection Note with Cap</b>
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<b>Product No. 79: Bonus Capital Protection Note with Cap</b>
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***[Insert following provisions for Capital Protection Notes, Capital Protection Notes with Cap and Bonus Capital Protection Notes with Cap:***

Cash Amount

***[For Italian securities where the Minimum Exercise Amount is one Security insert:*** In respect of each Minimum Exercise Amount,]

- (a) [if][If] the Final Reference Level is less than [or equal to] the Strike, the Nominal Amount;
- (b) if the Final Reference Level is greater than [or equal to] the Strike, [but [equal to or] less than the Cap,] [but [equal to or] less than the Bonus Level,] [the Bonus Amount] [an amount equal to:

[the quotient of:

- (A) the product of (x) [the Nominal Amount][***insert amount***] and (y) the Final Reference Level (as numerator) and
- (B) the [Initial Reference Level][Strike] (as denominator)

[multiplied by the Participation Factor]]

[the sum of:

- (A) the Nominal Amount and
- (B) the product of (x) the Nominal Amount and (y) the Participation Factor and (z) the quotient of the difference between the Final Reference Level and the Strike (as numerator) and the Strike (as denominator)]] [,] [and]

- [(c) if the Final Reference Level is [equal to or] greater than Bonus Level, [but [equal to or] below the Cap,] an amount equal to:

[the quotient of:

- (A) the product of (x) [the Nominal Amount][***insert amount***] and (y) the Final Reference Level (as numerator) and

(B) the [Initial Reference Level][Strike] (as denominator)

[multiplied by the Participation Factor]

[the sum of:

(A) the Nominal Amount and

(B) the product of (x) the Nominal Amount and (y) the Participation Factor and (z) the quotient of the difference between the Final Reference Level and the Strike (as numerator) and the Strike (as denominator)] [,] [and]]

[(c)] [(d)] if the Final Reference Level is [equal to or] greater than the Cap, the the Maximum Amount[. ] [;]]

[provided that the Cash Amount will not be greater than the Maximum Amount.]

[Bonus Level]

[*Insert amount*][[ ] per cent. of the Initial Reference Level]

[is [*insert the most unfavourable value for the investor*]]. The Issuer can in its reasonable discretion [decrease][increase] this value on the Issue Date or the Business Day following the Issue Date taking into account the current market conditions, particularly the current interest rate[,][and] the volatility of the [Underlying][Basket Constituent][and the dividend expectation in relation to the [Underlying][Basket Constituent]]. At the time of determining the terms and conditions of the Security the Issuer expects to [decrease] [increase] this value at maximum to [*insert the most favourable value for the investor*]. If the Issuer [decreases][increases] this value, this will be announced immediately on the Issue Date or the Business Day following the Issue Date in accordance with §16 of the General Conditions.]

]



<b>Product No. 80: Barrier Reverse Convertible Worst of Basket Note (Physical Delivery)</b>
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<b>Product No. 81: Barrier Reverse Convertible Worst of Basket Note (Cash Settlement)</b>
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**[Insert following product-specific provisions for Reverse Convertible Notes:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

**[Insert in the event of an early redemption:**

- (a) [if][If] on an Observation Date the Redemption Determination Amount of each Basket Constituent has been above or equal to the [relevant] Redemption Threshold (a Redemption Event), the Nominal Amount or
- (b) if a Redemption Event has not occurred]

**[If the Underlying is specified to be a Basket and settlement may be by cash settlement or physical delivery insert:** [the][The] Nominal Amount.]

**[If the Underlying is specified to be a Basket and settlement may be by cash settlement only insert:**

[(a)][(i)]If (A) the Final Reference Level of at least one Basket Constituent [is less than the Strike for such Basket Constituent and (B) [during the Observation Period][on an Observation Date][on the Valuation Date], the Barrier Determination Amount of at least one Basket Constituent has been [equal to or less][equal to or greater] than the Barrier for such Basket Constituent] [equal to or less than the Barrier], [an amount equal to:

the quotient of:

- (A) the product of (x) [EUR 100][the Multiplier][insert amount] and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and
- (B) the Strike of the Lowest Basket Constituent (as denominator)]

[the product of the Final Reference Level of the Lowest Basket Constituent and the Multiplier], [(b)][(ii)] otherwise the Nominal Amount.]

[An amount equal to the product of (a) Final Reference Level and (b) the Multiplier.]

]

**Product No. 82: Barrier Reverse Convertible Worst of Basket Note with Participation (Physical Delivery)**

**Product No. 83: Barrier Reverse Convertible Worst of Basket Note with Participation (Cash Settlement)**

**[For Barrier Reverse Convertible Worst of Basket Notes with Participation insert the following product-specific provisions:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

[(a) If (A) the Final Reference Level of at least one Basket Constituent is less than the Strike for such Basket Constituent and (B) during the Observation Period, the Barrier Determination Amount of at least one Basket Constituent has been equal to or less than the Barrier for such Basket Constituent, an amount equal to:

the quotient of:

(A) the product of (x) [EUR 100][the Multiplier][**insert amount**] and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and

(B) the Strike of the Lowest Basket Constituent (as denominator),]

[(a)][(b)] If (A) the Final Reference Level of each Basket Constituent is greater than the Strike for such Basket Constituent, but (B) during the Observation Period the Barrier Determination Amount of at least one Basket Constituent has been equal to or less than the Barrier for such Basket Constituent, the Nominal Amount,

[(b)][(c)] if none of the Basket Constituents is less than or equal to its respective Barrier during the Observation Period, an amount equal to the Average Performance of the Basket Constituents, subject to a minimum of the Nominal Amount.

Average Performance The arithmetic average of the Performance<sub>(t)</sub> of all Basket Constituents

Performance <sub>(t)</sub> The difference between

1) the quotient of:

(a) the Final Reference Level and

(b) the Initial Reference Level and

2) one.

]

**Product No. 84: Barrier Pro Reverse Convertible Worst of Basket Note (Physical Delivery)**

**Product No. 85: Barrier Pro Reverse Convertible Worst of Basket Note (Cash Settlement)**

**Product No. 86: Easy Reverse Convertible Worst of Basket Note (Physical Delivery)**

**Product No. 87: Easy Reverse Convertible Worst of Basket Note (Cash Settlement)**

**Insert following product-specific provisions for Reverse Convertible Notes:**

Cash Amount **For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

**Insert in the event of an early redemption:**

- (a) [if][If] on an Observation Date the Redemption Determination Amount of each Basket Constituent has been above or equal to the [relevant] Redemption Threshold (a Redemption Event), the Nominal Amount or
- (b) if a Redemption Event has not occurred]

**If the Underlying is specified to be a Basket and settlement may be by cash settlement or physical delivery insert:** [the][The] Nominal Amount.]

**If the Underlying is specified to be a Basket and settlement may be by cash settlement only insert:**

[(a)][(i)]If (A) the Final Reference Level of at least one Basket Constituent [is less than the Strike for such Basket Constituent and (B) [during the Observation Period][on an Observation Date][on the Valuation Date], the Barrier Determination Amount of at least one Basket Constituent has been [equal to or less][equal to or greater] than the Barrier for such Basket Constituent] [equal to or less than the Barrier], [an amount equal to:

the quotient of:

- (A) the product of (x) [EUR 100][the Multiplier][insert amount] and (y) the Final Reference Level of the Lowest Basket Constituent (as numerator) and
- (B) the Strike of the Lowest Basket Constituent (as denominator)]

[the product of the Final Reference Level of the Lowest Basket Constituent and the Multiplier], [(b)][(ii)] otherwise the Nominal Amount.]

[An amount equal to the product of (a) Final Reference Level and (b) the Multiplier.]

]

<b>Product No. 101: Floater Note</b>
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**[Insert following provisions for Floater Notes:**

Cash Amount                    **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,] [the][The] Nominal Amount

Coupon Amount                **[If one payment of the Coupon Amount is to be made at maturity insert:**

In respect of the Coupon Payment Date, a figure equal to the product of the Multiplication Factor and the Reference Level in respect of such Valuation Date, expressed as a percentage,

as a formula: Coupon = Multiplication Factor x Final Reference Level

[subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon].]

**[If a periodic payment of the Coupon Amount is to be made insert:**

In respect of

**[If the Coupon Amount is determined for one more Valuation Dates or for some Valuation Dates and, for some Valuation Dates, is dependent on the development of the Underlying, insert:**

1. the first Valuation Date [[ ] per cent.] [a figure equal to the product of the Multiplication Factor and the Reference Level in respect of such Valuation Date, expressed as a percentage,

as a formula: Coupon = Multiplication Factor x Reference Level]

[subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon].]

**[Depending on additional Valuation Dates, insert:**

- [2.] the [insert number] Valuation Date [[ ] per cent.] [a figure equal to the product of the Multiplication Factor and the Reference Level in respect of such Valuation Date, expressed as a percentage,

as a formula: Coupon = Multiplication Factor x Reference Level]

[subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon].]

*[If the Coupon is based on the performance of the Underlying on each Valuation Date, insert: a Valuation Date, a figure equal to the product of the Multiplication Factor and the Reference Level in respect of such Valuation Date, expressed as a percentage,*

as a formula: Coupon = Multiplication Factor x Reference Level]

[subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon]]

Multiplication Factor

*[If the Multiplication Factor is not determined on the basis of the Initial Reference Level insert:*

*[insert number]]*

*[If the Multiplication Factor is determined on the basis of the Initial Reference Level insert:*

means a number equal to the quotient of

- a) *[insert number]* (as numerator) and
- b) the Initial Reference Level (as denominator).]

]

**Product No. 102: Inflation-Indexed Note**

**[Insert following provisions for Inflation-Indexed Notes:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,] [the] [The] Nominal Amount.

Coupon [ ] per cent. p. a. in respect of [the first Coupon Payment Date] [ ], and thereafter

[the sum of (a) the Minimum Coupon and (b) the product of the Participation Factor and the Performance in relation to such Coupon Payment Date,

as a formula:

Coupon = Minimum Coupon + Participation Factor x Performance,]

[ ]

[[plus][minus] the Margin.]

[subject to a minimum of the Minimum Coupon] [and] [a maximum of the Maximum Coupon].

Performance means, in respect of any Coupon Determination Date and a Security, subject to any adjustments in accordance with §6 of the General Conditions, a figure determined by the Calculation Agent and expressed as a percentage, equal to (a) the quotient of the Reference Level on such Coupon Determination Date and the **[if several Coupon Determination Dates apply insert:** Reference Level on the immediately preceding Coupon Determination Date (or, if the first Coupon Determination Date, the Initial Reference Level)] **[if a single Coupon Determination Date applies insert:** Initial Reference Level] minus (b) one,

as a formula:

$$\frac{\text{Reference Level}_t}{\text{Reference Level}_{t-1}} - 1$$

, subject to a minimum of **[insert figure greater than or equal to 0 (zero)]** per cent. [and a maximum of **[insert number]**]

Reference Level means, in respect of a certain day, subject to any adjustments in accordance with §6 of the General Conditions, the level of the Underlying quoted by the Reference Source of the Underlying in relation to the 3rd calendar month before the month in which the Reference Level was determined on such day by the Calculation Agent. If a Market Disruption occurs on such day, the Calculation Agent determines the Reference Level for the Underlying by calculating the Replacement Reference Level for the Underlying as defined under Replacement Reference Level.

Replacement Reference Level

means, in respect of any day, subject to any adjustments in accordance with §6 of the General Conditions, the value calculated as follows:

$$\text{Replacement Reference Level} = \text{Level of Underlying}_{p-15} \times \left( \frac{\text{Level of Underlying}_{p-4}}{\text{Level of Underlying}_{p-16}} \right)$$

where

Level of Underlying<sub>p-15</sub>: is the level of the Underlying for the 15th calendar month before the month in which the Replacement Reference Level is determined.

Level of Underlying<sub>p-4</sub>: is the level of the Underlying for the 4th calendar month before the month in which the Replacement Reference Level is determined.

Level of Underlying<sub>p-16</sub>: is the level of the Underlying for the 16th calendar month before the month in which the Replacement Reference Level is determined.

]



<b>Product No. 104: Rolling Lock In plus Note</b>
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**[Insert following provisions for Rolling Lock In plus Notes:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

[The][the] product of A and B, where:

(A) is the Nominal Amount and

(B) is the greater of (x), (y) or (z),

where:

(x) is 100 per cent.,

(y) is the Lock In Step on the final Valuation Date, and

(z) is the Relevant Performance on the final Valuation Date

[subject to a maximum of the Maximum Amount]

Lock In Level (a) in relation to the first Valuation Date, if on such date the Relevant Performance is equal to or greater than the Cap, the Cap, otherwise 1, and

(b) in relation to a subsequent Valuation Date, if on the preceding Valuation Date the Relevant Performance is equal to or greater than a Lock In Step, provided such Lock In Step is higher than the Lock In Level determined on the preceding Valuation Date, the next higher Lock In Step of the series relative to the Lock In Level determined on the immediately preceding Valuation Date, otherwise the Lock In Level for this Valuation Date will equal the Lock In Level determined on the preceding Valuation Date.

Lock In Steps (a) the Cap and in addition (b) the series of absolute percentages where an absolute amount of [10][ ] per cent. is added to the relevant absolute percentage of the series, beginning with and including [110][ ] per cent. For the avoidance of doubt, the series of percentages is [110 per cent., 120 per cent., 130 per cent. and so forth] [ ].

Monthly Performance Percentage which

1) if the value of the Underlying on the Valuation Date exceeds the Initial Reference Level, is equal to the lesser of (A) and (B) in relation to the first Valuation Date, where:

(A) equals the quotient of (x) and (y),

where:

(x) equals the Reference Level on the first Valuation Date; and

(y) equals the Reference Level on the Initial Valuation Date; and

(B) is the Cap,

or;

2) if the value of the Underlying on the Valuation Date is equal to or less than the Initial Reference Level, is equal to the quotient of (x) and (y) in relation to the first Valuation Date,

where:

(x) equals the Reference Level on the first Valuation Date; and

(y) equals the Reference Level on the Initial Valuation Date; and

3) if the value of the Underlying on the preceding Valuation Date exceeds the Initial Reference Level, is equal to the lesser of (A) and (B) in relation to a subsequent Valuation Date,

where:

(A) equals the quotient of (x) and (y),

where:

(x) equals the Reference Level on a Valuation Date; and

(y) equals the Reference Level on the immediately preceding Valuation Date; and

(B) is the Cap;

or

4) if the value of the Underlying on the preceding Valuation Date is equal to or less than the Initial Reference Level, is equal to the quotient of (x) and (y) in relation to a subsequent Valuation Date,

where:

(x) equals the Reference Level on a Valuation Date; and

(y) equals the Reference Level on the immediately preceding Valuation Date.

Relevant Performance

- 1) in relation to the first Valuation Date, is equal to the Monthly Performance on the first Valuation Date and,
- 2) in relation to a subsequent Valuation Date is equal to the product of (A) and (B) where:
  - (A) equals the Monthly Performance on a Valuation Date, and
  - (B) equals the product of all Monthly Performances on the preceding Valuation Date(s).

]

<b>Product No. 105: ZinsPlus Note</b>
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**[Insert following provisions for ZinsPlus Notes:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount, [[the][The] Nominal Amount][ ]

Coupon Amount **[If capped and floored and with a fixed Coupon Amount insert:**

- (a) in relation to the [ ] [first] Coupon Payment Date[s] [[ ] per cent. of the Nominal Amount] [ ] [and]
- (b) in relation to [all] [any] [subsequent] [ ] Coupon Payment Date[s], [except for the [ ] [first] Coupon Payment Date[s]] [ ], an amount equal to the product of the Nominal Amount and the greater of (i) and (ii),

where:

- (i) is **[insert floor]** per cent.; and
- (ii) is equal to the arithmetic mean of the Performance Return of all Basket Constituents in relation to the Valuation Date immediately preceding such Coupon Payment Date[, subject to a Maximum Amount of **[insert cap]** per cent.]

**[If capped and floored and without a fixed Coupon Amount insert:**

- (a) In relation to [all] [any] [ ] Coupon Payment Date(s) [ ], an amount equal to the product of the Nominal Amount and the greater of (i) and (ii),

where:

- (i) is **[insert floor]** per cent.; and
- (ii) is equal to the arithmetic mean of the Performance Return of all Basket Constituents in relation to the Valuation Date immediately preceding such Coupon Payment Date[, subject to a Maximum Amount of **[insert cap]** per cent.]

**[If lock in feature applicable to certain Valuation Dates insert:**

- [(c)][(b)] in relation to [all] [any] [subsequent] [ ] Coupon Payment Date[s], [except for the [ ] [first] Coupon Payment Date[s]] [ ], an amount equal to the greater of (i) and (ii),

where:

- (i) is the Lock In Step [in relation to the Valuation Date immediately preceding such Coupon Payment Date]; and

(ii) means the product of (A) and (B),

where:

(A) is the Nominal Amount and

(B) is equal to the arithmetic mean of the Performance Return of all Basket Constituents in relation to the Valuation Date immediately preceding such Coupon Payment Date[, subject to a Maximum Amount of *[insert cap]* per cent.].]

]

Performance Return

[In relation to a Valuation Date and a Basket Constituent, a percentage equal to:

*[If the Performance Return has a digital feature, insert:*

(a) [ ] per cent. for such Basket Constituent on such Valuation Date if the Share Return is a [ ] [positive percentage]; [otherwise] *[if the Performance Return has a lock-in feature insert:* or

(b) [ ] per cent for such Basket Constituent on such Valuation Date, if on [a][the] Valuation Date [preceding such Valuation Date] [immediately preceding such Valuation Date] the Share Return was a [ ] [positive percentage]]; otherwise]

[(c)][(b)] the Share Return for such Basket Constituent on such Valuation Date *[for ZinsPlus Notes insert:* if the Share Return is [ ] [zero][and/or a negative number];]

[ ]

[subject to a minimum of [ ] per cent.] [ ]].]

*[If the Performance Return refers to the individual Share Return insert:* the Share Return for such Basket Constituent on the relevant Valuation Date[, subject to a maximum of *[insert cap]* per cent. [and] [, subject to a minimum of *[insert floor]* per cent.]

Share Return

In relation to a Valuation Date and a Basket Constituent, a percentage expressed as an amount (which may be positive[, negative] or zero) calculated in accordance with the following formula:

$$\frac{A}{B} - 1$$

where:

A = the Reference Level on such Valuation Date; and

B = the [Initial Reference Level][Reference Level on the immediately preceding [Valuation Date][Coupon Reference Valuation Date]]

Lock In Step

In relation to each Valuation Date [from and including the [third] [ ] Valuation Date],

- (a) in relation to the [first] [third] [ ] Valuation Date, if on such date the Coupon Amount is equal to or greater than the Initial Lock In Amount, such Initial Lock In Amount, otherwise [the respective level of the Coupon Amount] [ ]; and
- (b) in relation to a subsequent Valuation Date, if on such Valuation Date the Coupon Amount is equal to or greater than a Subsequent Lock In Amount, provided such Subsequent Lock In Amount is higher than the Lock In Step determined on the preceding Valuation Date, the next higher Subsequent Lock In Amount of the series compared to the Lock In Step determined on the preceding Valuation Date, otherwise the Lock In Step for such Valuation Date will equal the Lock In Step determined on the preceding Valuation Date.]

Initial Lock In Amount

[ ][ ] per cent. of the Nominal Amount]

Subsequent Lock In Amount

[The series of absolute values, whereby the absolute value of [ ] [ ] per cent. of the Nominal Amount] is added to the relevant absolute value of the series beginning with and including [ ] [ ] per cent. of the Nominal Amount]. For the avoidance of doubt, the series of values is [ ] [ ] per cent. of the Nominal Amount], [ ] [ ] per cent. of the Nominal Amount] and so on.][ ]

Coupon Reference Valuation Date

[The Initial Valuation Date][ ] and [the [ ] Valuation Date[s] following the Initial Valuation Date][ ]

Specified Spot Price

[ ]

***[If the Underlying is a basket of shares and applicable insert:***

- (a) In relation to a Basket Constituent that is affected by an Adjustment/Termination Event under §6 of the General Conditions, as long as such Basket Constituent is not substituted with a Replacement Asset for which (b) below applies, the last official reported price or level for such Basket Constituent on the relevant Reference Source immediately prior to the Adjustment/Termination Event which has affected the relevant Basket Constituent, and

- (b) in relation to a Basket Constituent that is a Replacement Asset, an amount expressed in the currency of quotation of such Basket Constituent equal to the price or level of the Basket Constituent on that day determined in the manner as specified by the Calculation Agent when making the relevant substitution.]

**Product No. 106: Currency Note**

**[Insert following product-specific provisions for Currency Notes:**

Cash Amount	<b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,  [An][an] amount equal to the product of (a) the Nominal Amount and (b) the quotient of (x) the Initial Reference Level (as numerator) and (y) the Final Reference Level (as denominator).
Coupon	[ [ ] per cent. per annum]  [An amount equal to the product of (a) [ ] per cent. p. a. and (b) the quotient of (x) the Initial Reference Level (as numerator) and (y) the Reference Level on the Coupon Observation Date (as denominator).]

**Product No. 107: Annualised Coupon Note**

**[Insert following provisions for Annualised Coupon Notes:**

Cash Amount	<b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount, [[the][The] Nominal Amount][ ]
Coupon	In respect of a Coupon Payment Date, an amount equal to the product of  (a) the Nominal Amount and  (b) the product of  (i) the quotient of 1 (as numerator) and [the number of preceding Coupon Observation Dates including the immediately preceding Coupon Observation Date] <b>[insert dates]</b> (as denominator) and  (ii) the difference between (x) the quotient of the Reference Level on the immediately preceding Coupon Observation Date (as numerator) and the Initial Reference Level (as denominator) and (y) one  subject to a minimum of zero.

As a formula:

Nominal Amount x (MAX(0;(1/t) x (*Reference Level/Initial Reference Level* – 1))

where:

t stands for the number of [preceding Coupon Observation Dates, including the immediately preceding Coupon Observation Date] *insert dates*.

[The Coupon is equal to [a minimum of the Minimum Coupon Rate][.]]  
[and] [a maximum of the Maximum Coupon Rate.]]

]



**General Definitions applicable to Credit Certificates**

**[Insert following provisions for all Credit Certificates as applicable, except where these include a corresponding product-specific prompt below. Where product-specific prompts are applicable, such product-specific prompts should be inserted in place of (and in the same order as) the corresponding prompt set out below (immediately followed by all related prompts which do not correspond to a prompt below).**

**Delete for Certificates and Notes.]**

Reference Entity **[Insert name of the Reference Entity]**

Reference Entity	[Pro Rata Predetermined Cash Amount/Weight]	[Reference Obligation]
<b>[insert name]</b>	<b>[insert currency][insert amount][insert number] per cent.]</b>	<b>[insert name]</b>
<b>[insert name]</b>	<b>[insert currency][insert amount][insert number] per cent.]</b>	<b>[insert name]</b>
<b>[insert name]</b>	<b>[insert currency][insert amount][insert number] per cent.]</b>	<b>[insert name]</b>

]

[Reference Obligation **[Insert name of the Reference Obligation]**

Credit Event[s] [Bankruptcy]  
 [Failure to Pay in relation to Borrowed Money]  
 [Restructuring of Borrowed Money]  
 [Repudiation/Moratorium in relation to Borrowed Money]

Predetermined Cash Amount **[insert amount]**

[Capital Protection Amount] **[insert amount]**

Extension of the Period for Determining a Credit Event [Applicable][Not applicable]  
**[If applicable and for non-capital-protected Credit Certificates insert: 70 calendar days]**  
**[If applicable and for fully or partially capital-protected Credit Certificates insert: 35 calendar days]**

Early Redemption on Satisfaction of the Conditions to Settlement	[Applicable][Not applicable]
Settlement Date	[insert date]
	[insert if redemption right applies: provided, however, that if a Redemption Notice is delivered by the Issuer pursuant to the Redemption Right, the Settlement Date shall be the Redemption Date specified in such Redemption Notice.]
Final Redemption Date	The second business day following [For non-capital-protected Credit Certificates insert: determination of the [Settlement Amount] [Recovery Amount]] [For fully or partially capital-protected Credit Certificates insert: notification by the Issuer pursuant to §1(3)(z)(i) on the determination of the occurrence of a Credit Event], at the latest the second Business Day following [For non-capital-protected Credit Certificates which are not linked to (at least) one country as Reference Entity insert: the 70th calendar day] [For non-capital-protected Credit Certificates which are linked to (at least) one country as Reference Entity insert: the end of a six-month period and 70 calendar days] [For fully or partially capital-protected Credit Certificates insert: the 35th calendar day] after the Settlement Date
Final Cash Amount	<p>[For non-capital-protected Credit Certificates insert:</p> <p>[For Credit Certificates which are linked to a basket of Reference Entities insert: sum of the Settlement Amounts] [For Credit Certificates which are linked to a single Reference Entity insert: Settlement Amount] less the Unwind Costs]</p> <p>[For partially capital-protected Credit Certificates insert:</p> <p>[For Credit Certificates which are linked to a basket of Reference Entities insert: sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of an affected Reference Entity</p> <p>"Recovery Amount" means [insert number] per cent. [For interest-bearing Credit Certificates insert: of the relevant Pro Rata Predetermined Cash Amount of an affected Reference Entity] [For Zero Coupon Credit Certificates insert: of the relevant Pro Rata Accrued Amount of an affected Reference Entity]] [For Credit Certificates which are linked to a single Reference Entity insert: the Cash Amount. The Cash Amount is in this case equal to [insert number] per cent. [For interest-bearing Credit Certificates insert: of the Predetermined Cash Amount] [For Zero Coupon Credit Certificates insert: of the Accrued Amount].]</p> <p>[For capital-protected Credit Certificates insert:</p> <p>[For interest-bearing Credit Certificates which are linked to a single Reference Entity insert: Predetermined Cash Amount] [For Zero Coupon Credit Certificates which are linked to a single Reference</p>

*Entity insert: Accrued Amount]* *[For Credit Certificates which are linked to a basket of Reference Entities insert: sum of the* *[For interest-bearing Credit Certificates insert: Pro Rata Predetermined Cash Amounts of the affected Reference Entities]* *[For Zero Coupon Credit Certificates insert: Pro Rata Accrued Amounts of the affected Reference Entities]]]*

*[For Credit Certificates which are linked to (at least) one country as Reference Entity insert:*

*[For non-capital-protected Credit Certificates insert: [For Credit Certificates which are linked to a basket of Reference Entities insert: sum of the Settlement Amounts]* *[For Credit Certificates which are linked to a single Reference Entity insert: the Settlement Amount]* reduced by the Unwind Costs.]

*[For partially capital-protected Credit Certificates insert: [For Credit Certificates which are linked to a basket of Reference Entities insert: the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of an affected Reference Entity. "Recovery Amount" means [insert number] per cent. [For interest-bearing Credit Certificates insert: of the relevant Pro Rata Predetermined Cash Amount of an affected Reference Entity]* *[For Zero Coupon Credit Certificates insert: of the relevant Pro Rata Accrued Amount of an affected Reference Entity]* *[For Credit Certificates which are linked to a single Reference Entity insert: the Cash Amount. The Cash Amount is in this case equal to [insert number] per cent. [For interest-bearing Credit Certificates insert: of the Predetermined Cash Amount]* *[For Zero Coupon Credit Certificates insert: of the Accrued Amount].]*

*[For capital-protected Credit Certificates insert:*

*For Credit Certificates which are linked to a basket of Reference Entities insert: the sum of the* *[For interest-bearing Credit Certificates insert: Pro Rata Predetermined Cash Amounts of the affected Reference Entities]* *[For Zero Coupon Credit Certificates insert: Pro Rata Accrued Amounts of the affected Reference Entities]* *[For interest-bearing Credit Certificates which are linked to a single Reference Entity insert: the Predetermined Cash Amount]* *[For Zero Coupon Credit Certificates which are linked to a single Reference Entity insert: the Accrued Amount.]*

*[For interest-bearing Credit Certificates insert:*

Interest will only be paid for the period by which redemption is further postponed pursuant to paragraph (d) and for the period of six months by which it is initially postponed beyond the Settlement Date when the occurrence of a Credit Event has not been determined and the Conditions to Settlement are not satisfied. In this case, the Credit Certificates will bear interest from and including the Settlement Date until but excluding the Redemption Date *[For Credit Certificates which are linked to a basket of Reference Entities insert: with respect to the Pro Rata Predetermined Cash Amounts of the affected Reference Entities]* on the basis of the EONIA (Euro

Overnight Index Average) calculated by the European Central Bank (without a margin).]

**[For Zero Coupon Credit Certificates insert:**

There will be no increase in the **[For Credit Certificates which are linked to a single Reference Entity insert:** relevant Pro Rata Accrued Amount above the Pro Rata Predetermined Cash Amount of the affected Reference Entity] **[For Credit Certificates which are linked to a basket of Reference Entities insert:** Accrued Amount above the Predetermined Cash Amount] for the period by which redemption is further postponed pursuant to paragraph (d) and for the period of six months by which it is initially postponed beyond the Settlement Date. If the occurrence of a Credit Event is not determined and the Conditions to Settlement are not satisfied, the Credit Certificates will instead bear interest from and including the Settlement Date until but excluding the Redemption Date **[For Credit Certificates which are linked to a single Reference Entity insert:** based on their Predetermined Cash Amount] **[For Credit Certificates which are linked to a basket of Reference Entities insert:** with respect to the Pro Rata Predetermined Cash Amounts of the affected Reference Entities] on the basis of the EONIA (Euro Overnight Index Average) calculated by the European Central Bank (without a margin).]

The Issuer notifies the Securityholders of such postponements of redemption of the Credit Certificates pursuant to §16 of the General Conditions.]

[Redemption Right

Redemption Right of the Issuer applies]

**[If the Issuer's right to redeem securities can only be exercised on specific dates, specify, for example:** Notwithstanding §2(4), the Redemption Date specified in any Redemption Notice must be a Coupon Payment Date falling on or after **[insert date].]**

**[If not applicable, delete line item]**

Cash Amount on  
Redemption by the Issuer

**[For (i) non-capital-protected or partially capital-protected Credit Certificates which are linked to a single Reference Entity or (ii) capital-protected Credit Certificates insert:** Predetermined Cash Amount]

**[For non-capital-protected Credit Certificates which are linked to a basket of Reference Entities insert:** Predetermined Cash Amount less the Pro Rata Predetermined Cash Amounts of the Reference Entities for which the Conditions to Settlement have been satisfied up to but excluding the time of termination]

**[For partially capital-protected Credit Certificates which are linked to a basket of Reference Entities insert:** the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which the Conditions to Settlement are not satisfied, plus the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which the Conditions to Settlement are satisfied]

*[For non-capital-protected Credit Certificates which are linked to a basket of Reference Entities insert:* In the event of such a redemption, the Credit Certificates will be redeemed, with respect to the Pro Rata Predetermined Cash Amounts of the Reference Entities in relation to which the Conditions to Settlement have been satisfied up to but excluding the time of termination, in an amount equal to the sum of the Settlement Amounts of the affected Reference Entities less the Unwind Costs in respect of every affected Reference Entity on the second Business Day following the determination of the Settlement Amounts, but no later than on the Final Redemption Date.]

[, together with any interest accrued up to but excluding the redemption date]

*[Insert where applicable:* Such amount shall be converted [1:1] into the Settlement Currency [at the Exchange Rate] on *[specify date]* [the Business Day following the Valuation Date] [the Valuation Date] [or if this day is not a Business Day, the immediately [succeeding] [preceding] Business Day].]

[Redemption Period                      The period from [but excluding][and including] [the Issue Date] *[insert date]* [to [but excluding][ and including] *[insert date]*[, or if any such day is not a Business Day, the next following Business Day]]

[Redemption Notice Time Span        [ ]]

[Coupon Amount                            [As specified under §4 (4) (e)] *[For Credit Certificates which are linked to a basket of Reference Entities insert:* the product of (a) the Predetermined Cash Amount less the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has occurred, (b) the Coupon *[For floating rate Credit Certificates insert:* specified for the relevant Coupon Period] and (c) the Day Count Fraction]]

**Product No. 108: Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

**[Insert the following product-specific provisions for Credit Certificates which relate to a single Reference Entity, are not capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of the Reference Entity, the Settlement Amount less any Unwind Costs,
- b) otherwise the Predetermined Cash Amount

Settlement Amount (i) If in the case of a Credit Event, the international derivatives association (International Swaps and Derivatives Association, ISDA) has held an auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auction), the Settlement Amount will be equal to the product of the Predetermined Cash Amount and the final price ultimately determined in the auction (the "Auction Final Price"),

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.

**[In the case of a Credit Event in the form of a Restructuring insert:**

- (ii) If in the case of a Credit Event in the form of a Restructuring, the International Swaps and Derivatives Association (ISDA) has held more than one auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auctions), the Settlement Amount will be equal to the product of the Predetermined Cash Amount and the auction price (the "Auction Final Price") finally determined in the auction held with respect to the Relevant Maturity Bucket End Date,

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day after the Settlement Date.]

[(ii)][(iii)] If the Calculation Agent determines that the conditions of the sub-clause[s] above for calculation of the Settlement Amount are not satisfied and at the time of this determination at least one Reference Obligation is allocated to the Reference Entity, the Calculation Agent will request three banks or securities trading firms (with the exception of the Issuer) to quote firm bid prices for the Reference Obligation. Only quotations of not less than USD 10,000,000 or its equivalent in another currency at the time the bid price is quoted will be taken into account. The Settlement Amount calculated by the Calculation Agent on this basis is equal to the product of the Predetermined Cash Amount and

(A) if only one bank or only one securities trading firm quotes a bid price at such request from the Calculation Agent (A) the firm bid price quoted for the Reference Obligation or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the firm bid prices quoted for each of the Reference Obligations allocated to the Reference Entity, or

(B) if more than one bank or more than one securities trading firm quotes firm bid prices for the Reference Obligation at such request from the Calculation Agent, (A) the weighted mean of the firm bid prices which the market participants quoted for the Reference Obligation [(weighted based on the Predetermined Cash Amount for which bid prices were quoted)] or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the mean values for the Reference Obligations calculated on the basis of (A), or

(C) if none of the banks or securities trading firms asked quote bid prices, the price calculated by the Calculation Agent in its reasonable discretion based on the prices available for bonds of the Reference Entity on the bond market and price sensitive information.

[(iii)][(iv)] If the Calculation Agent determines that the conditions of sub-clause[s] (i) [and (ii)] above for calculation of the Settlement Amount are not satisfied and at the time the Credit Event is determined no Reference Obligation is allocated to the Reference Entity, the Settlement Amount is equal to 30 per cent. of the Predetermined Cash Amount.

**[In the case of a Credit Event in the form of a Restructuring insert:**

An ISDA Credit Derivatives Determinations Committee may decide to hold several auctions for obligations of the Reference Entity if a Credit Event in the form of a Restructuring occurs. Each individual auction only relates to obligations of the Reference Entity having a settlement date which falls within a certain period of time beginning on the date on which the restructuring becomes legally effective (maturity bucket). The latest settlement date for obligations covered by any one auction in each case shall be referred to as the "Maturity Bucket End Date". Thus, several auctions may be held for various Maturity Bucket End Dates. As a general rule, the following periods and, as a result, Maturity Bucket End Dates, apply: 2.5 years, 5 years, 7.5 years, 10 years, 12.5 years, 15 years or 20 years, in each case from the date on which the Restructuring is legally effective. Depending on the maturity of the relevant available obligations of the Reference Entity, each individual Maturity Bucket End Date may be further postponed with respect to a specific Restructuring.

For purposes of calculating the Settlement Amount in the event of a Restructuring, the Calculation Agent shall apply the Auction Final Price determined in the auction held for the Maturity Bucket End Date that falls either on or immediately after the scheduled Settlement Date for these Credit Certificates ("**Relevant Maturity Bucket End Date**"). If no auction is held for this Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next earlier Maturity Bucket End Date shall apply. If no auction is held for an earlier Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next later Maturity Bucket End Date shall apply. Under no circumstances shall the Auction Final Price be determined on the basis of auctions held in relation to credit derivative transactions where protection sellers have demanded settlement, unless no other auction is held.]

## Unwind Costs

The "Unwind Costs" to be deducted from the Settlement Amount for the purpose of calculating the Cash Amount following the Satisfaction of the Conditions to Settlement comprise the following costs incurred or to be incurred by the Issuer based on the ordinary course of events or on the particular circumstances of the individual case:

- [(a)] costs to the Issuer of raising new funds by way of bearer securities following the early redemption of the Credit Certificates[;]



*[For fixed-rate and combined fixed/floating rate Credit Certificates insert:*

and

- (b) costs of unwinding any interest rate hedging arrangements as a result of the early redemption of the Credit Certificates;]

provided that any income generated by the Issuer as a result of the early redemption of the Credit Certificates is to be deducted from these costs.

]

**Product No. 109: Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

**Product No. 110: Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement**

*[Insert the following product-specific provisions for Credit Certificates which relate to a single Reference Entity, are capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement and for Credit Certificates which relate to a single Reference Entity, are capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement:*

Cash Amount

*[For Italian securities where the Minimum Exercise Amount is one Security insert:* In respect of each Minimum Exercise Amount,]

[[the][The] Predetermined Cash Amount

]

**Product No. 111: Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

**Product No. 112: Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement**

*[Insert the following product-specific provisions for Credit Certificates which relate to a single Reference Entity, are partially capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement and for Credit Certificates which relate to a single Reference Entity, are partially capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement:]*

Cash Amount

*[For Italian securities where the Minimum Exercise Amount is one Security insert:* In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of the Reference Entity, the Capital Protection Amount,
- b) otherwise the Predetermined Cash Amount

1

**Product No. 113: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are not capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more, but not all Reference Entities, the Predetermined Cash Amount less the Pro Rata Predetermined Cash Amount in respect of each affected Reference Entity plus the Settlement Amount reduced by the Unwind Costs in respect of each Reference Entity.
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, the sum of the Settlement Amounts less the Unwind Costs (in this case the Credit Certificates are redeemed early);
- c) otherwise the Predetermined Cash Amount

Settlement Amount (i) If in the case of a Credit Event, the international derivatives association (International Swaps and Derivatives Association, ISDA) has held an auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auction), the Settlement Amount will be equal to the product of the Pro Rata Predetermined Cash Amount of the affected Reference Entity and the final price ultimately determined in the auction (the "Auction Final Price"),

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.

**[In the case of a Credit Event in the form of a Restructuring insert:**

- (ii) If in the case of a Credit Event in the form of a Restructuring, the International Swaps and Derivatives Association (ISDA) has held more than one auction for obligations ranking pari passu with the Reference Obligation relating to the respective

Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auctions), the Settlement Amount will be equal to the product of the Pro Rata Predetermined Cash Amount of the affected Reference Entity and the auction price (the "Auction Final Price") finally determined in the auction held with respect to the Relevant Maturity Bucket End Date,

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.]

[(ii)][(iii)] If the Calculation Agent determines that the conditions of the sub-clause[s] (i) [and (ii)] above for calculation of the Settlement Amount are not satisfied and at the time of this determination at least one Reference Obligation is allocated to the respective Reference Entity, the Calculation Agent will ask three banks or securities trading firms (with the exception of the Issuer) to quote firm bid prices for the Reference Obligation. Only quotations of not less than USD 10,000,000 or its equivalent in another currency at the time the bid price is quoted will be taken into account. The Settlement Amount calculated by the Calculation Agent on this basis is equal to the product of the Pro Rata Predetermined Cash Amount of the affected Reference Entity and

(A) if only one bank or only one securities trading firm quotes a bid price at such request from the Calculation Agent (A) the firm bid price quoted for the Reference Obligation or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the firm bid prices quoted for each of the Reference Obligations allocated to the Reference Entity, or

(B) if more than one bank or more than one securities trading firm quotes firm bid prices for the Reference Obligation at such request from the Calculation Agent, (A) the weighted mean of the firm bid prices which the market participants quoted for the Reference Obligation [(weighted based on the Predetermined Cash Amount for which bid prices were quoted)] or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the mean values for the Reference Obligations calculated on the basis of (A), or

(C) if none of the banks or securities trading firms asked quote bid prices, the price calculated by the Calculation Agent in its reasonable discretion based on the prices available for

bonds of the Reference Entity on the bond market and price sensitive information.

[(iii)][(iv)] If the Calculation Agent determines that the conditions of the sub-clause[s] (i) [and (ii)] above for calculation of the Settlement Amount are not satisfied and at the time the Credit Event is determined no Reference Obligation is allocated to the respective Reference Entity, the Settlement Amount is equal to 30 per cent. of the Pro Rata Predetermined Cash Amount in respect of the affected Reference Entity.

***[In the case of a Credit Event in the form of a Restructuring insert:***

An ISDA Credit Derivatives Determinations Committee may decide to hold several auctions for obligations of the Reference Entity if a Credit Event in the form of a Restructuring occurs. Each individual auction only relates to obligations of the Reference Entity having a settlement date which falls within a certain period of time beginning on the date on which the restructuring becomes legally effective (maturity bucket). The latest settlement date for obligations covered by any one auction in each case shall be referred to as the "Maturity Bucket End Date". Thus, several auctions may be held for various Maturity Bucket End Dates. As a general rule, the following periods and, as a result, Maturity Bucket End Dates, apply: 2.5 years, 5 years, 7.5 years, 10 years, 12.5 years, 15 years or 20 years, in each case from the date on which the Restructuring is legally effective. Depending on the maturity of the relevant available obligations of the Reference Entity, each individual Maturity Bucket End Date may be further postponed with respect to a specific Restructuring.

For purposes of calculating the Settlement Amount in the event of a Restructuring, the Calculation Agent shall apply the Auction Final Price determined in the auction held for the Maturity Bucket End Date that falls either on or immediately after the scheduled Settlement Date for these Credit Certificates ("**Relevant Maturity Bucket End Date**"). If no auction is held for this Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next earlier Maturity Bucket End Date shall apply. If no auction is held for an earlier Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next later Maturity Bucket End Date shall apply. Under no circumstances shall the Auction Final Price be determined on the basis of auctions held in relation to credit derivative transactions where protection sellers have demanded settlement, unless no other auction is held.]

Unwind Costs

The following costs incurred or to be incurred by the Issuer based on the ordinary course of events or on the particular circumstances of the individual case:

[(a)] costs to the Issuer of raising new funds by way of bearer securities following the early redemption of the Credit Certificates[;]

**[For fixed-rate and combined fixed/floating rate Credit Certificates insert:**

and

- (b) costs of unwinding any interest rate hedging arrangements as a result of the early redemption of the Credit Certificates;]

provided that any income generated by the Issuer as a result of the early redemption of the Credit Certificates as well as an amount which reflects the ongoing premium received by the Issuer as a result of a Credit Event due to its hedging transactions, is to be deducted from these costs.

]

**Product No. 114: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect)**

**Product No. 115: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of to all Reference Entities (first loss protect)**

*[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are not capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) and for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are not capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect):*

Cash Amount

*[For Italian securities where the Minimum Exercise Amount is one Security insert:* In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of more than one, but not all Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in relation to which no Credit Event has been determined;
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, zero [(in this case the Credit Certificates are redeemed early)];
- c) otherwise the Predetermined Cash Amount

]



**Product No. 116: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket)**

**Product No. 117: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket)**

*[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are not capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) and for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are not capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket):*

Cash Amount

*[For Italian securities where the Minimum Exercise Amount is one Security insert: In respect of each Minimum Exercise Amount,]*

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more, but not all Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in relation to which no Credit Event has been determined;
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, zero [(in this case the Credit Certificates are redeemed early)];
- c) otherwise the Predetermined Cash Amount

]

**Product No. 118: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**Product No. 119: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

*[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities and for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:*

Cash Amount

*[For Italian securities where the Minimum Exercise Amount is one Security insert:* In respect of each Minimum Exercise Amount,]

[[the][The] Predetermined Cash Amount

]

**Product No. 120: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are partially capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more, but not all Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has not occurred, plus the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which Satisfaction of the Conditions to Settlement has occurred;
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, the Capital Protection Amount (in this case the Credit Certificates are redeemed early);
- c) otherwise the Predetermined Cash Amount

Recovery Amount **[insert number]** per cent. of the relevant Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which the Conditions to Settlement have been satisfied

]

**Product No. 121: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are partially capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has not occurred, plus the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which Satisfaction of the Conditions to Settlement has occurred;
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of all Reference Entities, the Capital Protection Amount,
- c) otherwise the Predetermined Cash Amount

Recovery Amount **[insert number]** per cent. of the relevant Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which the Conditions to Settlement have been satisfied

]

**Product No. 122: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of one Reference Entity (first to default)**

**Product No. 123: Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entity (first to default)**

*[Insert the following product-specific provisions for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are partially capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of one Reference Entity and for Credit Certificates which relate to a basket consisting of multiple Reference Entities, are partially capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of one Reference Entity:*

Cash Amount *[For Italian securities where the Minimum Exercise Amount is one Security insert:* In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of at least one Reference Entity, the Capital Protection Amount [(in this case the Credit Certificates are redeemed early)];
- b) otherwise the Predetermined Cash Amount

]

**Product No. 124: Zero Coupon Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a single Reference Entity, are not capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of the Reference Entity, the Settlement Amount less any Unwind Costs,
- b) otherwise the Predetermined Cash Amount

Settlement Amount the product of the Accrued Amount and the Recovery Value,  
as a formula:

Settlement Amount = Accrued Amount \* Recovery Value.

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate Amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following the determination of the Settlement Amount in respect of the Reference Entity (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

Recovery Value (i) If in the case of a Credit Event, the international derivatives association (International Swaps and Derivatives Association, ISDA) has held an auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auction), the Recovery Value, expressed as a percentage, will be equal to the final price ultimately determined in the auction (the "Auction Final Price"),

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.

***[In the case of a Credit Event in the form of a Restructuring insert:]***

(ii) If in the case of a Credit Event in the form of a Restructuring, the International Swaps and Derivatives Association (ISDA) has held more than one auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auctions), the Recovery Value, expressed as a percentage, will be equal to the auction price (the "Auction Final Price") finally determined in the auction held with respect to the Relevant Maturity Bucket End Date,

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.]

[(ii)][(iii)] If the Calculation Agent determines that the conditions of sub-clause[s] (i) [and (ii)] above for calculation of the Recovery Amount are not satisfied and at the time of this determination at least one Reference Obligation is allocated to the Reference Entity, the Calculation Agent will ask three banks or securities trading firms (with the exception of the Issuer) to quote firm bid prices expressed as percentages for the Reference Obligation. Only quotations of not less than USD 10,000,000 or its equivalent in another currency at the time the bid price is quoted will be taken into account. The Recovery Value calculated by the Calculation Agent on this basis and expressed as a percentage is equal to

(A) if only one bank or only one securities trading firm quotes a bid price at such request from the Calculation Agent  
 (A) the firm bid price quoted for the Reference Obligation or  
 (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the firm bid prices quoted for each of the Reference Obligations allocated to the Reference Entity, or

(B) if more than one bank or more than one securities

trading firm quotes firm bid prices for the Reference Obligation at such request from the Calculation Agent, (A) the weighted mean of the firm bid prices which the market participants quoted for the Reference Obligation [(weighted based on the Predetermined Cash Amount for which bid prices were quoted)] or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the mean values for the Reference Obligations calculated on the basis of (A), or

(C) if none of the banks or securities trading firms asked quote bid prices, the price calculated by the Calculation Agent in its reasonable discretion based on the prices available for bonds of the Reference Entity on the bond market and price sensitive information.

[(iii)][(iv)] If the Calculation Agent determines that the conditions of sub-clause[s] (i) [and (ii)] above for calculation of the Recovery Value expressed as a percentage are not satisfied and at the time of the Credit Event it is determined that no Reference Obligation is allocated to the Reference Entity, the Recovery Value is equal to 30 per cent.

***[In the case of a Credit Event in the form of a Restructuring insert:***

An ISDA Credit Derivatives Determinations Committee may decide to hold several auctions for obligations of the Reference Entity if a Credit Event in the form of a Restructuring occurs. Each individual auction only relates to obligations of the Reference Entity having a settlement date which falls within a certain period of time beginning on the date on which the restructuring becomes legally effective (maturity bucket). The latest settlement date for obligations covered by any one auction in each case shall be referred to as the "Maturity Bucket End Date". Thus, several auctions may be held for various Maturity Bucket End Dates. As a general rule, the following periods and, as a result, Maturity Bucket End Dates, apply: 2.5 years, 5 years, 7.5 years, 10 years, 12.5 years, 15 years or 20 years, in each case from the date on which the Restructuring is legally effective. Depending on the maturity of the relevant available obligations of the Reference Entity, each individual Maturity Bucket End Date may be further postponed with respect to a specific Restructuring.

For purposes of determining the Recovery Value expressed as a percentage in the event of a Restructuring, the Calculation Agent shall apply the Auction Final Price determined in the auction held for the Maturity Bucket End Date that falls either on or immediately after the scheduled Settlement Date for these Credit Certificates ("Relevant Maturity Bucket End Date"). If no auction is held for this Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next earlier Maturity Bucket End Date shall apply. If no auction is held for an earlier Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next later Maturity Bucket End Date shall apply. Under no circumstances shall the Auction Final Price be determined on the basis of auctions held



in relation to credit derivative transactions where protection sellers have demanded settlement, unless no other auction is held.]

Unwind Costs

The "**Unwind Costs**" to be deducted from the Recovery Amount for the purpose of calculating the Cash Amount following the Satisfaction of the Conditions to Settlement comprise the following costs incurred or to be incurred by the Issuer based on the ordinary course of events or on the particular circumstances of the individual case:

- (a) costs to the Issuer of raising new funds by way of bearer securities following the early redemption of the Credit Certificates; and
- (b) costs of unwinding any interest rate hedging arrangements as a result of the early redemption of the Credit Certificates,

provided that any income generated by the Issuer as a result of the early redemption of the Credit Certificates as well as an amount which reflects the ongoing premium received by the Issuer as a result of a Credit Event due to its hedging transactions, is to be deducted from these costs.

]

**Product No. 125: Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a single Reference Entity, are capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred, the Accrued Amount,
- b) otherwise the Predetermined Cash Amount

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate Amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following notification by the Issuer pursuant to §1(3)(z)(i) of the determination of the occurrence of a Credit Event (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

]

**Product No. 126: Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a single Reference Entity, are capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of the Reference Entity, the Accrued Amount,
- b) otherwise the Predetermined Cash Amount

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate Amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following notification by the Issuer pursuant to §1(3)(z)(i) of the determination of the occurrence of a Credit Event (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

]

**Product No. 127: Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a single Reference Entity, are partially capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of the Reference Entity, **[insert number]** per cent. of the Accrued Amount,
- b) otherwise the Predetermined Cash Amount

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate Amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following notification by the Issuer pursuant to §1(3)(z)(i) of the determination of the occurrence of a Credit Event (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

]

**Product No. 128: Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a single Reference Entity, are partially capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of the Reference Entity, **[insert number]** per cent. of the Accrued Amount,
- b) otherwise the Predetermined Cash Amount

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate Amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following notification by the Issuer pursuant to §1(3)(z)(i) of the determination of the occurrence of a Credit Event (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

]

**Product No. 129: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a basket consisting of multiple Reference Entities, are not capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more, but not all Reference Entities, the Predetermined Cash Amount less the Pro Rata Predetermined Cash Amount in respect of each affected Reference Entity plus the Settlement Amount reduced by the Unwind Costs in respect of each affected Reference Entity.
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, the sum of the Settlement Amounts less the Unwind Costs;
- c) otherwise the Predetermined Cash Amount

Settlement Amount in respect of an affected Reference Entity, the product of the Pro Rata Accrued Amount and the Recovery Value for this Reference Entity,

as a formula:

Settlement Amount = Pro Rata Accrued Amount – Recovery Value.

Unwind Costs The "**Unwind Costs**" to be deducted from the Recovery Amount for the purpose of calculating the Cash Amount following the Satisfaction of the Conditions to Settlement comprise the following costs incurred or to be incurred by the Issuer based on the ordinary course of events or on the particular circumstances of the individual case:

- (a) costs to the Issuer of raising new funds by way of bearer securities following the early redemption of the Credit Certificates; and
- (b) costs of unwinding any interest rate hedging arrangements as a result of the early redemption of the Credit Certificates,

provided that any income generated by the Issuer as a result of the early redemption of the Credit Certificates as well as an amount which reflects the ongoing premium received by the Issuer as a result of a Credit Event due to its hedging transactions, is to be deducted from these costs.

Pro Rata Accrued Amount The "**Pro Rata Accrued Amount**" means, with regard to a Reference Entity in respect of which the Conditions to Settlement

Accrued Amount	<p>have been satisfied, the product of the weight of this Reference Entity and the Accrued Amount.</p> <p>The "<b>Accrued Amount</b>" means an amount equal to the sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,</p> <p>as a formula:</p> $\text{Accrued Amount} = \text{Issue Price} + (\text{Predetermined Cash Amount} - \text{Issue Price}) * \text{Accrual Rate}$
Accrual Rate	<p>means an amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following the determination of the Settlement Amount in respect of the affected Reference Entity (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.</p>
Recovery Value	<p>(i) If in the case of a Credit Event, the international derivatives association (International Swaps and Derivatives Association, ISDA) has held an auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auction), the Recovery Value, expressed as a percentage, will be equal to the product of the Pro Rata Predetermined Cash Amount of the affected Reference Entity and the final price ultimately determined in the auction (the "Auction Final Price"),</p> <p>unless,</p> <p>(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or</p> <p>(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.</p> <p><b><i>[In the case of a Credit Event in the form of a Restructuring insert:</i></b></p> <p>(ii) If in the case of a Credit Event in the form of a Restructuring, the International Swaps and Derivatives Association (ISDA) has held more than one auction for obligations ranking pari passu with the Reference Obligation relating to the respective Reference Entity (or the Reference Obligation most recently allocated to the Reference Entity if no Reference Obligation is allocated to the Reference Entity at the time of the auctions), the Recovery Value, expressed as a percentage, will be equal to the product of the Pro Rata Predetermined Cash</p>

Amount of the affected Reference Entity and the auction price (the "Auction Final Price") finally determined in the auction held with respect to the Relevant Maturity Bucket End Date,

unless,

(A) at the time ISDA announces that an auction will be held more than 35 calendar days have elapsed since the Issuer's notice that the occurrence of a Credit Event was determined; or

(B) the Auction Final Price has not been determined on or prior to the 70th calendar day following the Settlement Date.]

[(ii)][(iii)] If the Calculation Agent determines that the conditions of sub-clause[s] (i) [and (ii)] above for calculation of the Recovery Amount are not satisfied and at the time of this determination at least one Reference Obligation is allocated to the respective Reference Entity, the Calculation Agent will ask three banks or securities trading firms (with the exception of the Issuer) to quote firm bid prices expressed as percentages for the Reference Obligation. Only quotations of not less than USD 10,000,000 or its equivalent in another currency at the time the bid price is quoted will be taken into account. The Recovery Value calculated by the Calculation Agent on this basis and expressed as a percentage is equal to

(A) if only one bank or only one securities trading firm quotes a bid price at such request from the Calculation Agent (A) the firm bid price quoted for the Reference Obligation or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the firm bid prices quoted for each of the Reference Obligations allocated to the Reference Entity, or

(B) if more than one bank or more than one securities trading firm quotes firm bid prices for the Reference Obligation at such request from the Calculation Agent, (A) the weighted mean of the firm bid prices which the market participants quoted for the Reference Obligation [(weighted based on the Predetermined Cash Amount for which bid prices were quoted)] or (B) if more than one Reference Obligation is allocated to the Reference Entity at the time of the request, the unweighted mean of the mean values for the Reference Obligations calculated on the basis of (A), or

(C) if none of the banks or securities trading firms asked quote bid prices, the price calculated by the Calculation Agent in its reasonable discretion based on the prices available for bonds of the Reference Entity on the bond market and price sensitive information.

[(iii)][(iv)] If the Calculation Agent determines that the conditions of sub-clause[s] (i) [and (ii)] above for calculation of the



Recovery Value expressed as a percentage are not satisfied and at the time of the Credit Event it is determined no Reference Obligation is allocated to the respective Reference Entity, the Recovery Value is equal to 30 per cent.

***[In the case of a Credit Event in the form of a Restructuring insert:***

An ISDA Credit Derivatives Determinations Committee may decide to hold several auctions for obligations of the Reference Entity if a Credit Event in the form of a Restructuring occurs. Each individual auction only relates to obligations of the Reference Entity having a settlement date which falls within a certain period of time beginning on the date on which the restructuring becomes legally effective (maturity bucket). The latest settlement date for obligations covered by any one auction in each case shall be referred to as the "Maturity Bucket End Date". Thus, several auctions may be held for various Maturity Bucket End Dates. As a general rule, the following periods and, as a result, Maturity Bucket End Dates, apply: 2.5 years, 5 years, 7.5 years, 10 years, 12.5 years, 15 years or 20 years, in each case from the date on which the Restructuring is legally effective. Depending on the maturity of the relevant available obligations of the Reference Entity, each individual Maturity Bucket End Date may be further postponed with respect to a specific Restructuring.

For purposes of determining the Recovery Value expressed as a percentage in the event of a Restructuring, the Calculation Agent shall apply the Auction Final Price determined in the auction held for the Maturity Bucket End Date that falls either on or immediately after the scheduled Settlement Date for these Credit Certificates ("**Relevant Maturity Bucket End Date**"). If no auction is held for this Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next earlier Maturity Bucket End Date shall apply. If no auction is held for an earlier Maturity Bucket End Date, then the Auction Final Price determined in the auction for the next later Maturity Bucket End Date shall apply. Under no circumstances shall the Auction Final Price be determined on the basis of auctions held in relation to credit derivative transactions where protection sellers have demanded settlement, unless no other auction is held.]

]

**Product No. 130: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a basket consisting of multiple Reference Entities, are capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more, but not all Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has not occurred, plus the sum of the Pro Rata Accrued Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has occurred;
- b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, the sum of the Pro Rata Accrued Amounts of the Reference Entities;
- c) otherwise the Predetermined Cash Amount

Pro Rata Accrued Amount with regard to a Reference Entity in respect of which Satisfaction of the Conditions to Settlement has occurred, the product of the weight of this Reference Entity and the Accrued Amount.

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate means an amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following the determination of the Settlement Amount in respect of the affected Reference Entity (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

]

**Product No. 131: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a basket consisting of multiple Reference Entities, are capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has not occurred, plus the sum of the Pro Rata Accrued Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has occurred;
- b) otherwise the Predetermined Cash Amount

Pro Rata Accrued Amount with regard to a Reference Entity in respect of which the Conditions to Settlement have been satisfied, the product of the weight of this Reference Entity and the Accrued Amount.

Accrued Amount Sum of (A) the Issue Price and (B) the product of (i) the difference between the Predetermined Cash Amount and the Issue Price and (ii) the Accrual Rate,

as a formula:

Accrued Amount = Issue Price + (Predetermined Cash Amount – Issue Price) \* Accrual Rate)

Accrual Rate means an amount, expressed as a percentage, which is equal to the quotient of (A) the number of days from and including the Issue Date to but excluding the second Business Day following the determination of the Settlement Amount in respect of the affected Reference Entity (as numerator) and (B) the number of days from and including the Issue Date to but excluding the Settlement Date (as denominator), subject to a maximum of 100 per cent.

]

**Product No. 132: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a basket consisting of multiple Reference Entities, are partially capital protected and provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount	<p><b>[For Italian securities where the Minimum Exercise Amount is one Security insert:</b> In respect of each Minimum Exercise Amount,]</p> <ul style="list-style-type: none"> <li>a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more, but not all Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has not occurred, plus the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has occurred;</li> <li>b) if Satisfaction of the Conditions to Settlement has occurred in respect of each Reference Entity, the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of a Reference Entity;</li> <li>c) otherwise the Predetermined Cash Amount</li> </ul>
Recovery Amount	<p><b>[insert number]</b> per cent. of the relevant Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which the Conditions to Settlement have been satisfied</p>

]

**Product No. 133: Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities**

**[Insert the following product-specific provisions for Zero Coupon Credit Certificates which relate to a basket consisting of multiple Reference Entities, are partially capital protected and do not provide for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities:**

Cash Amount **[For Italian securities where the Minimum Exercise Amount is one Security insert:** In respect of each Minimum Exercise Amount,]

- a) if Satisfaction of the Conditions to Settlement has occurred in respect of one or more Reference Entities, the sum of the Pro Rata Predetermined Cash Amounts of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has not occurred, plus the sum of the Recovery Amounts for each Pro Rata Predetermined Cash Amount of the Reference Entities in respect of which Satisfaction of the Conditions to Settlement has occurred;
- b) otherwise the Predetermined Cash Amount

Recovery Amount **[insert number]** per cent. of the relevant Pro Rata Predetermined Cash Amount of a Reference Entity in respect of which the Conditions to Settlement have been satisfied

]

<b>Further Definitions applicable to the Securities</b>
---

**[Insert as appropriate for all security types]**

[Type of Exercise]	[European Style] [American Style] [Bermudan Style]]
[Exercise Date[s]	<p>[ ] [<i>Insert single date for European Style and each date for Bermudan Style. Delete for American Style</i>]</p> <p>[The [first][last][<i>insert number</i>] [Each] Business Day of each [week][calendar month][calendar quarter][calendar year][<i>insert period</i>] during the Exercise Period]</p> <p>[(a) If a Barrier Event occurs, [<i>If Separate Reference Item Determination is applicable, insert if appropriate:</i> the Latest Reference Date in respect of] the Termination Date or</p> <p>(b) otherwise [<i>If Separate Reference Item Determination is applicable, insert if appropriate:</i> the Latest Reference Date in respect of] [the Valuation Date] [<i>insert date</i>]]</p> <p>[(a) If a Knock In Event occurs, the Termination Date or</p> <p>(b) otherwise [<i>insert date</i>]]</p> <p>[(a) If a Redemption Event occurs, the Termination Date or</p> <p>(b) otherwise [<i>insert date</i>]]</p> <p>]</p>
[Exercise Period]	<p>[The period from [and including] [the Value Date] [<i>insert date</i>] to including] [but excluding][<i>insert date</i>], or if either day is not a Business Day, the next following Business Day]]</p> <p><i>[Insert for American Style and Bermudan Style if used above.]</i></p> <p>[The period commencing on [and including the Value Date] until [and including][but excluding] [<i>insert date</i>].]</p> <p><i>[Delete for European Style and Bermudan Style if not used above.]</i></p>
[Minimum Exercise Amount]	<p><i>[insert amount]</i> [being the minimum number of Securities which can be traded in accordance with the Listing Rules of the market managed and organised by Borsa Italiana S.p.A.]]</p> <p><i>[Delete for European Style unless Securities are Italian Securities]</i></p>
[Integral Exercise Amount]	<p><i>[insert amount]</i></p> <p><i>[Delete for European Style unless Securities are Italian Securities]</i></p>

[Maximum Exercise Amount] **[insert amount]** [being the minimum number of Securities which can be traded in accordance with the Listing Rules of the market managed and organised by Borsa Italiana S.p.A.]

**[Delete for European Style]**

[Automatic Exercise] Automatic Exercise is [not] applicable]

**[NB: Automatic Exercise will always apply for Italian Securities]**

[First Exchange Trading Day] **[insert date]**

[Final Exchange Trading Day] **[insert date]**

[Listing Type] [including Accrued Interest] [plus Accrued Interest]

[Renouncement Notice Cut-Off Time] **[insert date]**

**[Insert for Italian Securities which are certificates or credit certificates]**

[Settlement Currency] [EUR] [USD] **[insert currency]**

**[Specify if a different Settlement Currency applies for Coupon Amounts]**

[Reference Currency] **[insert currency]**

**[Insert unless included within "Underlying" above]**

[Exchange Rate] **[Include where Currency Exchange applies and/or the securities are Italian securities. Otherwise delete line item]**

[ ] [The Exchange Rate is determined by reference to the Exchange Rate between the Reference Currency and the Settlement Currency [or between the Basket Constituent Currency and the Reference Currency or the Settlement Currency, as the case may be] [calculated by the European Central Bank and published on the page <ECB37> of the information provider Thomson Reuters and on the website www.ecb.int] [published on the [ ] page of the information provider [Thomson Reuters] [Bloomberg]].

[If the Exchange Rate is not calculated nor published as aforesaid by [5 p.m. local time in Frankfurt am Main] on any day, the Exchange Rate shall be determined by reference to the exchange rate between the Reference Currency and the Settlement Currency [or between the Basket Constituent Currency and the Reference Currency or the Settlement Currency, as the case may be], by reference to the [WMR Closing Spot Fixing] [ ] which is published on the page [<0#WMSPOT>] [ ] of the information provider [Thomson Reuters] [Bloomberg].

If, at the specified time, the [WMR Closing Spot Fixing] [ ] is not published on the page [WMSPT] [ ] of the information provider [Thomson Reuters] [Bloomberg] and, thus, the exchange rate between the Reference Currency and the Settlement Currency [or between the Basket Constituent Currency and the Reference Currency or the Settlement Currency, as the case may be,] is not published, the Exchange Rate shall be determined by reference to the Exchange Rate between the Reference Currency and the Settlement Currency [or between the Basket Constituent Currency and the Reference Currency or the Settlement Currency, as the case may be], calculated by reference to such reference source(s) that the Calculation Agent deems to be reasonably appropriate.]]

[Relevant Exchange Time]	[For the purposes of converting the Basket Constituent Currency into the Reference Currency: The Relevant Exchange Time for the Basket Constituent]
	Otherwise: [ ]]
[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] [and] [ <i>If physical delivery applies, insert:</i> for the purposes of making any delivery of a Physical Delivery Unit, a day on which each relevant Physical Delivery Clearing System is open for the acceptance and execution of settlement instructions]. Saturday [and] [,] Sunday [and 24 December and 31 December each year] are not considered Business Days.]
[Business Day Locations]	[Frankfurt am Main] [London and Frankfurt am Main] [London, Frankfurt am Main and [ ] [ ]]
[Payment Day Locations]	[Frankfurt am Main] [London and Frankfurt am Main] [London, Frankfurt am Main and [ ] [ ]]
[Separate Reference Item Determination]	Separate Reference Item Determination applies] [ <i>Include for baskets or where more than one underlying if applicable, otherwise delete line item</i> ]
[Latest Reference Date]	In respect of an Underlying comprising the Basket Constituents and a Reference Date: <ul style="list-style-type: none"> <li>(a) if, as a result of the Reference Date not being a Trading Day for one or more Basket Constituents or as a result of the occurrence of a Market Disruption in relation to one or more Basket Constituents, the Reference Date for two or more Basket Constituents falls on different dates, the date corresponding to the Reference Date which is the latest to occur, as determined by the Calculation Agent; or</li> </ul>



	(b) if the Reference Date for all of the Basket Constituents falls on the same date (after adjustment, if any, for non-Trading Days or Market Disruption for such Basket Constituents), such same date corresponding to the Reference Date]
[Reference Date	Each [ ] [Coupon Observation Date] [and each] [Observation Date] [and] [the Valuation Date]
[Correction Period	[ ] <b>[[insert number]</b> Business Day[s] 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.]]  <b>[If not applicable, delete line item]</b>
[Ultimate Trading Day	[For the purpose of determining the [Initial Reference Level] [, the Redemption Determination Amount] [and] [the Final Reference Level] [ ] [respectively of each Basket Constituent][, as defined in §5(5)(p) of the General Conditions][:] The [ ] Trading Day]  [Otherwise: The [ ] Trading Day]  [ ] <b>[If not applicable, delete line item]</b>
[Averaging	Averaging applies [with regard to the following Reference Item Determinations: [ ]]. <b>[If not applicable, delete line item]</b>
[Averaging Disruption Date	[§5(1)(b)(ii) is applicable.] [ ] <b>[If not applicable, delete line item]</b>
[Designated Maturity	[ ] <b>[If not applicable, delete line item]</b>
[Underlying Replacement	Underlying Replacement applies [in respect of each Basket Constituent]] <b>[If not applicable, delete line item]</b>
[Par Value Redemption	Par Value Redemption applies] <b>[If not applicable, delete line item]</b>
[Replacement Asset	[ ]
[Form of Securities	[Global Security in [bearer] [registered] form] [Italian Securities] [Portuguese Securities] [Spanish Listed Securities] [Spanish Securities (Global Security)] [Swedish Securities] [Finnish Securities] [Norwegian Securities] [French Securities] [Uncertificated SIS Securities]]
[New Global Note] [New Safekeeping Structure]	[Securities intended to be held in a manner which would allow Eurosystem eligibility and the Global Security is [to be a New Global Note] <b>[If the Security is a note in registered form governed by English law, insert: to be held under the New Safekeeping Structure]]</b>
[Clearing Agent	<b>[insert if different from §1(3)(k) and insert address]</b>  [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]

[Monte Titoli S.p.A., Piazza degli Affari, 6. I-20123 Milan, Italy]

[For Uncertificated SIS Securities insert: SIX SIS AG, Olten Switzerland]]

Governing Law

[English law] [German law] [Italian law] [Portuguese law] [Spanish law]

[Further settlement provisions if CNY is the Settlement Currency:

(1) If, pursuant to these Product Terms, the Settlement Currency is Chinese renminbi ("**CNY**"), subject to current tax or other laws and regulations and in deviation from §3(3) of the General Conditions, the Issuer will pay amounts due by means of a transfer to an account denominated in CNY and held by the recipient of the payment at a bank in Hong Kong.

(2) §3(2) of the General Conditions does not apply in this case.

(3) If the Issuer is not able to make the payments due under the Securities entirely in CNY because of a CNY Currency Event, the Issuer can (i) postpone these payments, (ii) make these payments in the Relevant Currency instead of in CNY or (iii) redeem the Securities early.

(i) Postponement of Payment. Notwithstanding any provisions to the contrary, if the Issuer is not able to make the payments due under the Securities in Hong Kong in full in CNY at maturity because of a CNY Currency Event, subject to early redemption in its reasonable discretion, it may (i) postpone the relevant payment to the [insert number] Business Day after the day on which the CNY Currency Event has ceased to exist unless the CNY Currency Event persists for [insert number] consecutive calendar days after the relevant Coupon Payment Date or Settlement Date, as applicable, or (ii) make such payments on the ~~date~~Coupon Payment Date or the Settlement Date, as applicable, (in full or in part) in the Relevant Currency in the amount of the Relevant Currency Equivalent of the respective CNY amount.

If the Issuer decides to postpone the payment and the CNY Currency Event persists for more than [insert number] consecutive calendar days after the relevant due date, then the Issuer makes the relevant payment in the Relevant Currency in the amount of the Relevant Currency Equivalent of the respective CNY amount on the Business Day following the [insert number] calendar day after the relevant Coupon Payment Date or Settlement Date, as applicable.

If the *Existence of a CNY Currency Event is*

*determined*, then by 2 p.m. Hong Kong time on the Rate Determination Date, the Issuer will (i) inform the Calculation Agent and (ii) notify the Securityholders in accordance with §16 of the General Conditions of the occurrence of a CNY Currency Event and the decision of the Issuer to postpone the payments or to make the payments in the Relevant Currency. In these cases, the Issuer will arrange for this notice to be given to the Securityholders as soon as reasonably possible in accordance with §16 of the General Conditions.

- (ii) *Payments in the Relevant Currency.* If the Issuer decides to make the payments in the Relevant Currency, then the payments will be made to the Securityholders in the Relevant Currency Equivalent of the relevant CNY amount. The obligations of the Issuer under the relevant Security in respect of this payment are deemed to be fulfilled by a payment made in accordance with this provision.
  - (iii) *Redemption.* If the Issuer decides to redeem the Securities, the Securities will be redeemed with a notice period of not less than 10 and not more than 30 days by an (irrevocable) notice to the Securityholders in accordance with §16 of the General Conditions. The Issuer may redeem all the Securities, but not some only. The Securities are redeemed immediately after the end of the notice period. In the case of redemption, each Security will be redeemed at the Relevant Currency Equivalent of the fair market price including the Relevant Currency Equivalent of any interest accrued up to (but excluding) the date of redemption.
- (4) *Unavailability of the Spot Rate* If (a) the Issuer decides to make the payments in the Relevant Currency and (b) it proves impossible to obtain the Spot Rate on the Rate Determination Date, the Issuer in its reasonable discretion may (i) postpone the Rate Determination Date until the next Business Day on which the Spot Rate is available, unless the unavailability of the Spot Rate persists for **[insert number]** consecutive calendar days after the day which would have been the Rate Determination Date if the Spot Rate had been available ("**Original Rate Determination Date**") or (ii) instruct the Calculation Agent to calculate the Spot Rate taking account of all the information deemed appropriate, including price information obtained from the foreign exchange market for CNY without physical delivery in Hong Kong or elsewhere and the Relevant Currency/CNY rate of exchange on the domestic foreign exchange market of the People's Republic of China.

If the Issuer decides to postpone the Rate Determination Date and the unavailability persists until the **[insert number]** consecutive calendar day after the Original Rate

Determination Date, then (a) the Rate Determination Date is the first Business Day following the **[insert number]** consecutive calendar day after the Original Rate Determination Date and (b) the Calculation Agent determines the Spot Rate in accordance with the method explained under (ii) in the previous sentence. In the event of a postponement of the Rate Determination Date, the relevant Coupon Payment Date or the Settlement Date, as applicable, is postponed to the second Rate Determination Business Day after the Rate Determination Date.

After the Issuer has determined that the Spot Rate is unavailable on the Rate Determination Date, (i) it will immediately inform the Calculation Agent and (ii) notify the Securityholders in accordance with §16 of the General Conditions of the unavailability of the Spot Rate and the decision by the Issuer to postpone the Rate Determination Date or to instruct the Calculation Agent to determine the Spot Rate. In these cases, the Issuer will arrange for this notice to be given to the Securityholders as soon as reasonably possible in accordance with §16 of the General Conditions.

- (5) For the purposes of these Product Terms, the following terms have the following meanings:

**"CNY Trader"** means an independent, internationally recognised foreign exchange trader who is active in the CNY exchange market in Hong Kong, as determined in each case in the reasonable discretion of the Calculation Agent.

**"CNY Currency Event"** means Inconvertibility, Non-transferability and Illiquidity.

**"Hong Kong"** means the Hong Kong Special Administrative Region of the People's Republic of China.

**"Illiquidity"** means that the general CNY exchange market in Hong Kong becomes illiquid (without this being due to Inconvertibility or Non-transferability), as determined in each case by the Calculation Agent in good faith and in a commercially reasonable manner following consultation with two CNY Traders and that, despite reasonable efforts, the Issuer is consequently unable to obtain sufficient CNY in order to satisfy in full its obligation to make payments under the Securities.

**"Inconvertibility"** means that the Calculation Agent (in good faith and in a commercially reasonable manner) determines that it is impossible or impracticable for it despite reasonable efforts to convert any amount due under the Securities on the general CNY exchange market in Hong Kong (other than where such impossibility is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority, unless such law, rule or regulation is enacted after the relevant Issue Date of the

Securities and it is impossible or impracticable despite reasonable efforts for the Issuer, due to an event beyond its control, to comply with such a law, rule or regulation).

**"Non-transferability"** means that the Calculation Agent (in good faith and in a commercially reasonable manner) determines that it is impossible or impracticable for it despite reasonable efforts to transfer CNY between accounts inside Hong Kong or from an account inside Hong Kong to an account outside Hong Kong (other than where such impossibility or impracticability is due solely to the failure of the Issuer to comply with any law, rule or regulation enacted by any Governmental Authority, unless such law, rule or regulation is enacted after the relevant Issue Date of the Securities and it is impossible or impracticable despite reasonable efforts for the Issuer, due to an event beyond its control, to comply with such law, rule or regulation).

**"Spot Rate"** means, in respect of a Rate Determination Date, the Relevant Currency/CNY spot exchange rate for the purchase of the Relevant Currency with CNY on the over-the-counter CNY exchange market in Hong Kong, as determined in each case by the Calculation Agent at around 11.00 a.m. Hong Kong time on such date in good faith and in a commercially reasonable manner.

**"Rate Determination Business Day"** means a day (other than a Saturday or Sunday) on which the commercial banks in Hong Kong, Peking [and [ ]] are open for ordinary business (including dealings in foreign exchange).

**"Rate Determination Date"** means the day which, subject to an adjustment, is two Rate Determination Business Days before the Coupon Payment Date or the Settlement Date, as applicable, for payment of the relevant amount.

**"Governmental Authority"** means any de facto or de jure state body (or any agency or institution thereof), any court, any tribunal, any administrative or other governmental authority of Hong Kong or any other (private or public) entity (including the central bank) charged with the regulation of the financial markets of Hong Kong.

**"Relevant Currency Equivalent"** of a CNY amount means the relevant CNY amount converted into the Relevant Currency using the Spot Rate for the relevant Rate Determination Date, as determined in each case by the Calculation Agent at around 11.00 a.m. Hong Kong time on the Rate Determination Date and in each case promptly notified to the Issuer.

- (6) *References.* References to "**Hong Kong dollar**", "**HKD**" and "**HK\$**" are to the legal currency of Hong Kong, and references to "**Renminbi**", "**RMB**" and "**CNY**" are to the legal currency of the People's Republic of China (mainland China) excluding Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan.]

*[If Exercise Notice, Delivery Notice or Renouncement Notice is different from the form attached to the General Conditions, insert:*

**Form of [Exercise/Delivery/Renouncement] Notice]**

*[set out form]*

## VI. FORM OF FINAL TERMS<sup>3</sup>

Final Terms [no. [●]] dated [●]

### DEUTSCHE BANK AG [LONDON BRANCH] [MILAN BRANCH] [SUCURSAL EM PORTUGAL] [SUCURSAL EN ESPAÑA]

Issue of [up to] [insert quantity] [insert amount] [insert type] [Certificates][Notes][Credit Certificates] [insert other marketing name, if applicable] [if applicable, insert the following: corresponds to product no. [insert product number from the base prospectus] in the Base Prospectus] [at [insert amount] each with an aggregate nominal amount of [up to] [insert amount]] [per Series]

relating to [insert Underlying] [insert Reference [Entity][Entities]] (the "Securities") under its [X-markets] Programme for the issuance of Certificates[,] [and] [Notes] [and] [Credit Certificates]

**Issue Price:** [[insert amount] [insert percentage] per [Certificate][Credit Certificate][Note][insert marketing name of product if applicable] [Security]]

[(plus subscription surcharge of [[insert amount] [insert percentage] [ the [Issue Price][Initial Issue Price][Nominal Amount]]]]

[the Issue Price per [Certificate][Credit Certificate][Note][insert other marketing name of product if applicable] [Security]] [(plus subscription surcharge of [[insert amount] [insert percentage] [the [Issue Price][Initial Issue Price][Nominal Amount]]])] will first be determined on the Issue Date and then be reset continuously.]

[[initially] [[insert amount] [insert percentage] per [Certificate][Warrant][Note][insert marketing name of product if applicable] [Security]] [(plus subscription surcharge of [insert amount][insert percentage] [of the [Issue Price][Initial Issue Price][Nominal Amount]]]].

[Following issuance of the Securities, the [Issue Price] [price of the Securities] will be reset continuously.]

[WKN/ISIN: [●]]

[For any further issuance of Securities under this Base Prospectus or the Base Prospectus dated 4 April 2014 or 12 September 2013 insert: The [Certificates] [Notes] [Credit Certificates] are part of a single series of Securities within the meaning of §15 of the General Conditions, i.e. they have the same WKN or ISIN and the same characteristics as previously issued securities (collectively the "Securities"). The aforementioned previously issued Securities were issued under the Final Terms [no. [●]] dated [●] (the "First Final Terms") [In the case of further issuance of [Certificates] [Notes][Credit Certificates] insert: [●]] [to the Base Prospectus dated [4 April 2014] [12 September 2013].]

<sup>3</sup> THE FINAL TERMS OF THE SECURITIES SHALL ONLY CONTAIN THE INFORMATION PERMISSIBLE IN ACCORDANCE WITH ART 22 PARA. 4 OF THE REGULATION (EC) NO 809/2004 AS AMENDED BY THE DELEGATED REGULATION OF 30 MARCH 2012 OF THE EUROPEAN COMMISSION AND THE DELEGATED REGULATION OF 4 JUNE 2012 OF THE EUROPEAN COMMISSION.



**[In case of a re-issuance of Final Terms for Securities issued under Base Prospectus dated 4 April 2014 or 12 September 2013 insert:** The Issuer previously issued [Certificates] [Notes][Credit Certificates] with WKN [●] / ISIN [●] (the “**Securities**”) under the Final Terms [no. [●]] dated [●] (the “**First Final Terms**”) to the Base Prospectus dated [4 April 2014] [12 September 2013] as supplemented (the “**First Base Prospectus**”). The offer of the Securities shall be continued after the expiry of the First Final Terms.]

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

**[For retail offers insert:**

**Overview over the Security]**

**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 1 April 2015 (including the documents incorporated by reference) [as amended by the [supplement] [supplements] dated [●]], (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 1 April 2015, 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](http://www.xmarkets.db.com)) and/or ([www.investment-products.db.com](http://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](http://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](http://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](http://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.cnmv.es](http://www.cnmv.es)).

In addition, the Base Prospectus dated 1 April 2015 shall be available free of charge at the registered office of the Issuer, Deutsche Bank AG [, Grosse Gallusstrasse 10-14, 60311 Frankfurt am Main][,][and] [its London Branch, at Winchester House, 1 Great Winchester Street, London EC2N 2DB][,][and] [its Milan branch, Via Filippo Turati 27, 20121 Milan, Italy][,][and] [its Portuguese branch, Rua Castilho, 20, 1250-069 Lisbon, Portugal][,][and] [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)].

**[Insert Table of Contents if applicable:**

**Table of Contents**

**Overview over the Security and Terms and Conditions (Product Terms).....[ ]**

**[WKN:]**

[ ] .....[ ]  
[ ] .....[ ]

**[amend for further WKN if applicable: [ ]]**

**Further Information about the Offering of the Securities  
.....[ ]**

**Issue-Specific Summary .....[ ]**

**[ ]**

**[For retail offers, the following may be inserted at the option of the Issuer:]**

## Overview over the Security

<b>1. Product Description/How it works</b>
<ul style="list-style-type: none"> <li><b>Product Type</b></li> </ul>
<p>[[•] [Certificate]] [[•] [Note]] [[•] Reverse Convertible Note] [[•] [Credit Certificate] / [Bearer] [Registered] Note</p>
<ul style="list-style-type: none"> <li><b>Market Expectation</b></li> </ul>
<p><b>[If the Security is a Capital Protection Certificate (product no. 1), insert:</b> The [Capital Protection Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Capital Protection Certificate with Maximum Amount (product no. 2), insert:</b> The [Capital Protection Certificate with Maximum Amount] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Capital Protection Certificate with Participation in the Average Performance and without a Maximum Amount (product no. 3), insert:</b> The [Capital Protection Certificate with Participation in the Average Performance and without Maximum Amount] [if applicable, insert other marketing name] may be suitable for investors who believe that the Underlying will not rise by more than an average of [ ] per cent. during the term.</p> <p><b>[If the Security is a Partial Capital Protection Certificate without Strike (Product No. 4), insert:</b> The [Partial Capital Protection Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [more than] [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Partial Capital Protection Certificate with Cap, without Strike (Product No. 5), insert:</b> The [Partial Capital Protection Certificate with Cap] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [more than] [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Partial Capital Protection Certificate without Strike (Product No. 6), insert:</b> The [Partial Capital Protection Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [more than] [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Partial Capital Protection Certificate with Cap, without Strike (Product No. 7), insert:</b> The [Partial Capital Protection Certificate with Cap] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [more than] [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Coupon Certificate with Partial Capital Protection (Product No. 8), insert:</b> The [Coupon Certificate with Partial Capital Protection] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] on the Coupon Observation Dates will be above the [price][level] of the [insert Underlying] on the immediately preceding Coupon Observation Date or in respect of the First Coupon Observation Date above [EUR][•] [index level] and that the [price][level] of the [insert Underlying] will be [more than] [EUR][•] [index level] at maturity.]</p> <p><b>[If the Security is a Certificate (product no. 9), insert:</b> The [Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will rise.]</p> <p><b>[If the Security is an X-Perf Certificate (product no. 10), insert:</b> The [X-Perf Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will rise.]</p> <p><b>[If the Security is a Perpetual Certificate (product no. 11), insert:</b> The [Perpetual Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will rise.]</p> <p><b>[If the Security is an Index Certificate (product no. 12), insert:</b> The [Index Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the level of the [insert Underlying] will rise.]</p> <p><b>[If the Security is a Performance Certificate (product no. 13), insert:</b> The [Performance Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that the level of the [insert Underlying] will rise.]</p> <p><b>[If the Security is a Performance Certificate on a Basket of Shares (Product No. 14), insert</b> The Performance Certificate [insert marketing name if applicable] may be suitable for investors who believe that the price of the Basket Constituents will rise.]</p> <p><b>[If the Security is a Easy Reverse Bonus Certificate (Product No. 15), insert</b></p>

## VI. FORM OF FINAL TERMS

The [Easy Reverse Bonus Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not reach or exceed *[insert Barrier]* [the *Barrier*] at maturity. If the purchase price is above *[insert Bonus Amount]*[the Bonus Amount], investors have to expect the Underlying to be considerably lower than *[insert Bonus Amount]* at maturity.]

***[If the Security is a Easy Reverse Bonus Certificate with Cap (Product No. 16), insert***

The [Easy Reverse Bonus Certificate with Cap] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not reach or exceed *[insert Barrier]* [the *Barrier*] at maturity. *[If the Bonus Amount is lower than the Maximum Amount, insert: If the purchase price is above [insert Bonus Amount][the Bonus Amount], investors have to expect the Underlying to be considerably lower than [insert Bonus Amount] at maturity.]*

***[If the Security is a Corridor Bonus Certificate with Cap (Product No. 17), insert***

The [Corridor Bonus Certificate with Cap] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not reach or exceed the *Upper Barrier* or reach or fall below the *Lower Barrier* during the Observation Period.]

***[If the Security is a Outperformance Bonus Certificate (Product No. 18), insert***

The [Outperformance Bonus Certificate] *[insert marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not reach or fall below *[insert Barrier]*[the *Barrier*] during the term and will have performed very positively at maturity.]

***[If the Security is a Sprinter Bonus Certificate (Product No. 19), insert***

The [Sprinter Bonus Certificate] *[insert marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not reach or fall below *[insert Barrier]*[the *Barrier*] during the term and will have performed positively at maturity but will not exceed the *Cap*.]

***[If the Security is a Sprinter Bonus One Certificate (Product No. 20), insert***

The [Sprinter Bonus One Certificate] *[insert marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not reach or fall below *[insert Barrier]*[the *Barrier*] during the term and will have performed very positively at maturity but will not exceed the *Cap*.]

***[If the Security is a Flex Bonus Certificate (product no. 21), insert:***

The Flex Bonus Certificate *[insert marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will at least not [reach or] fall below [the *Lower Barrier*] [until] [at] maturity. If the purchase price is above [Bonus Amount ], investors have to expect the Underlying to be considerably higher than [the *Barrier*] at maturity.]

***[If the Security is a Express Certificate with European Barrier Observation (Physical Delivery) (product no. 22), insert:***

The Express Certificate *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will reach or exceed *[insert Redemption Threshold]* at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Express Certificate with American Barrier Observation (Physical Delivery) (product no. 23), insert:***

The [Express Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not have [reached or] fallen below *[insert Barrier]* by maturity and will [reach or] exceed *[insert Redemption Threshold]* at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Express Worst of Basket Certificate with European Barrier Observation (Cash Settlement) (product no. 24) or a Express Worst of Basket Certificate with European Barrier Observation (Physical Delivery) (product no. 25), insert:***

The [Express Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will [reach or] exceed the relevant Redemption Threshold at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Express Worst of Basket Certificate with American Barrier Observation (Cash Settlement) (product no. 26) or a Express Worst of Basket Certificate with American Barrier Observation (Physical Delivery) (product no. 27), insert:***

The [Express Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will not have [reached or] fallen below the relevant Barrier by maturity and will [reach or] exceed the relevant Redemption Threshold at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Express Certificate without Barrier (Cash Settlement) (product no. 28) or a Express Certificate without Barrier (Physical Delivery) (product no. 29), insert:***

The Express Certificate *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will reach or exceed *[insert Redemption Threshold]* at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Express Worst of Basket Certificate without Barrier (Cash Settlement) (product no. 30) or a Express Worst of Basket Certificate without Barrier (Physical Delivery) (product no. 31), insert:***

The [Express Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will [reach or] exceed the relevant Redemption Threshold at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a FactorExpress Certificate (product no. 32), insert:***

The [Factor Express Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not have [reached or] fallen below *[insert Coupon Threshold]* during any Coupon Observation Period and will not [reach or] fall below *[insert Barrier]* at any time during the Observation Period. Investors should note that there may be an automatic early redemption.]

***[If the Security is a PerformancePlus Certificate (product no. 33), insert:***

The [PerformancePlus Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will reach [or exceed] the Redemption Threshold at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Reverse Express Certificate (product no. 34), insert:***

The [Reverse Express Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will [reach or] fall below *[insert Redemption Threshold]* at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Currency Express Certificate (product no. 35), insert:***

The [Currency Express Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the *[insert Underlying]* will [reach or] fall below *[insert Redemption Threshold]* at or before maturity. Accordingly, investors must believe that the *[insert Foreign Currency]* will appreciate against the *[insert Base Currency]* [euro]. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Reverse Outperformance Certificate (product no. 36), insert:***

The [Reverse Outperformance Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will have performed very negatively at maturity.]

***[If the Security is a Combi Fixed Rate of Interest Certificate (Product No. 37), insert:***

The [Combi Fixed Rate Interest Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will be at least [EUR][\*] [index level] at maturity.]

***[If the Security is a Fixed Rate of Interest Certificate with European Barrier Observation (product no. 38), insert:***

The [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will be at least [EUR][\*] [index points] at maturity.]

***[If the Security is a Fixed Rate of Interest Certificate with American Barrier Observation (product no. 39), insert:***

The [Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not [be equal to or] fall below the Barrier during the term.]

***[If the Security is an Inflation-Linked Fixed Rate of Interest Certificate (product no. 40), insert:***

The [Inflation-Linked Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will be at [least equal to] [above] the Barrier at maturity and who expect a rise in the annual rate of inflation.]

***[If the Security is a Currency Fixed Rate of Interest Certificate (product no. 41), insert:***

The [Currency Fixed Rate of Interest Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the *[insert Underlying]* will not be [equal to or] higher than *[insert Barrier]* at maturity. Accordingly, investors must believe that the *[state Foreign Currency]* will appreciate against the *[state Base Currency]* [euro] or at least the *[insert Underlying]* will remain unchanged.]

***[If the Security is a Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement) (product no. 42) or a Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement) (product no. 43), insert:***

The [Coupon Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will [reach or] exceed the [Coupon Threshold][Barrier] of [\*] at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement) (product no. 44) or a Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement) (product no. 45), insert:***

The [Coupon Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not have [reached or] fallen below [\*] by maturity and will [reach or] exceed the [Coupon Threshold][Barrier] of [\*] at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Coupon Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Delivery) (product no. 46) or a Coupon Certificate with Coupon Observation Period and with European Barrier Observation (Physical Delivery) (product no. 47), insert:***

The [Coupon Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will [reach or] exceed the [Coupon Threshold] [Barrier] of [\*] at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Coupon Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Delivery) (product no. 48) or a Coupon Certificate with Coupon Observation Period and with American Barrier Observation (Physical Delivery) (product no. 49), insert:***

The [Coupon Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will not have [reached or] fallen below [\*] by maturity and will [reach or] exceed the [Coupon Threshold][Barrier] of [\*] at or before maturity. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with European Barrier Observation (Cash Settlement) (product no. 50) or a Coupon Worst of Basket Certificate with Coupon Observation Period and with European Barrier Observation (Cash Settlement) (product no. 51), insert:***

The Coupon Certificate *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will [reach or] exceed the relevant Barrier at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with American Barrier Observation (Cash Settlement) (product no. 52) or a Coupon Worst of Basket Certificate with Coupon Observation Period and with American Barrier Observation (Cash Settlement) (product no. 53), insert:** The Coupon Certificate *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will not have [reached or] fallen below the relevant Barrier by maturity and will [reach or] exceed the relevant Redemption Threshold at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with European Barrier Observation (Physical Settlement) (product no. 54) or a Coupon Worst of Basket Certificate with Coupon Observation Period and with European Barrier Observation (Physical Settlement) (product no. 55), insert:** The Coupon Certificate *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will [reach or] exceed the relevant Barrier at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and with American Barrier Observation (Physical Settlement) (product no. 56) or a Coupon Worst of Basket Certificate with Coupon Observation Period and with American Barrier Observation (Physical Settlement) (product no. 57), insert:** The Coupon Certificate *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will not have [reached or] fallen below the relevant Barrier by maturity and will [reach or] exceed the relevant Redemption Threshold at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Certificate with Coupon Observation Dates and without Barrier (Cash Settlement) (product no. 58) or a Coupon Certificate with Coupon Observation Period and without Barrier (Cash Settlement) (product no. 59), insert:** The [Coupon Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will [reach or] exceed the Strike of [•] at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Certificate with Coupon Observation Dates and without Barrier (Physical Settlement) (product no. 60) or a Coupon Certificate with Coupon Observation Period and without Barrier (Physical Settlement) (product no. 61), insert:** The [Coupon Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will [reach or] exceed the Strike of [•] at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and without Barrier (Cash Settlement) (product no. 62) or a Coupon Worst of Basket Certificate with Coupon Observation Period and without Barrier (Cash Settlement) (product no. 63), insert:** The [Coupon Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will [reach or] exceed the respective Strike at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Coupon Worst of Basket Certificate with Coupon Observation Dates and without Barrier (Physical Settlement) (product no. 64) or a Coupon Worst of Basket Certificate with Coupon Observation Period and without Barrier (Physical Settlement) (product no. 65), insert:** The [Coupon Certificate] *[insert other marketing name if applicable]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will [reach or] exceed the respective Strike at or before maturity. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Currency Certificate with Fixed Coupon (product no. 66), insert:** The [Currency Certificate with Fixed Coupon] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the *[insert Underlying]* will [reach or] fall below the *[insert Redemption Threshold]* at or before maturity. Accordingly, investors must believe that the [state Foreign Currency] will appreciate against the [state Base Currency] [euro] or at least the *[insert Underlying]* will remain unchanged.] Investors should note that there may be an automatic early redemption.]

**[If the Security is an Extra Coupon Certificate (Cash Settlement) (product no. 67) or an Extra Coupon Certificate (Physical Delivery) (product no. 68), insert:** The [Extra Coupon Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will be at least [•] [EUR] [index points] on the Coupon Observation Dates and at least [•] [EUR][index level] at maturity.]

**[If the Security is a Coupon Certificate (Cash Settlement) (product no. 69) or a Coupon Certificate (Physical delivery) (product no. 70), insert:** The [Coupon Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will be above the [price][level] of the *[insert Underlying]* on the immediately preceding Coupon Observation Date or in respect of the First Coupon Observation Date above [EUR][•] [index level] and at least [•] [EUR][index level] at maturity.]

**[If the Security is a Reverse Participation Corridor Certificate (product no. 71), insert:** The [Reverse Participation Corridor Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the price of the Underlying will fall or move sideways until maturity. Investors also have to expect the Underlying to be within the specified range on the Valuation Date as well as on the Exercise Date.]

**[If the Security is a OneStep Certificate (Cash Settlement) (product no. 72) or a OneStep Certificate (Physical Delivery) (product no. 73), insert:** The [OneStep Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the *[insert Underlying]* will be [equal to or] above the Strike at maturity.]

**[If the Security is a Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption (product no.**

**74), insert:**

The [Certificate with Redemption Threshold and Barrier without Possibility of Early Redemption] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [equal to or] above [insert Redemption Threshold] at maturity.]

**[If the Security is a Parachute Certificate (product no. 75), insert:**

The [Parachute Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will have performed very positively at maturity.]

**[If the Security is a Parachute Certificate with Cap (product no. 76), insert:**

The [Parachute Certificate with Cap] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will have performed positively at maturity.]

**[If the Security is a Capital Protection Note (Product No. 77), insert**

The [Capital Protection Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [EUR][\*] [index level] at maturity.]

**[If the Security is a Capital Protection Note with Cap (Product No. 78), insert**

The [Capital Protection Note with Cap] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [EUR][\*] [index level] at maturity.]

**[If the Security is a Bonus Capital Protection Note with Cap (Product No. 79), insert**

The [Bonus Capital Protection Note with Cap] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will be [EUR][\*] [index level] at maturity.]

**[If the Security is a Barrier Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 80) or a Barrier Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 81), insert:**

The [Barrier Reverse Convertible Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will each be [at least equal to] [above] the Strike for the respective Basket Constituent at maturity or at least that the [price][level] of none of the Basket Constituents will have [reached or] fallen below the Barrier for the respective Basket Constituent by maturity.]

**[If the Security is a Barrier Reverse Convertible Worst of Basket Note with Participation (Physical Delivery) (product no. 82) or a Barrier Reverse Convertible Worst of Basket Note with Participation (Cash Settlement) (product no. 83), insert:**

The [Barrier Reverse Convertible Worst of Basket Note with Participation] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price] [level] of the Basket Constituents will be [at least equal to] [above] [the Strike for the respective Basket Constituent] [the Barrier for the respective Basket Constituent] at maturity [or at least that the [price] [level] of a Basket Constituent will not have [reached or] fallen below [the Barrier for the respective Basket Constituent] by maturity].

**[If the Security is a Barrier Pro Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 84) or a Barrier Pro Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 85), insert:**

The [Barrier Pro Reverse Convertible Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will each be [at least equal to] [above] the Strike for the respective Basket Constituent at maturity or at least that the [price][level] of none of the Basket Constituents will have [reached or] fallen below the Barrier for the respective Basket Constituent during the Observation Period.]

**[If the Security is an Easy Reverse Convertible Worst of Basket Note (Physical Delivery) (product no. 86) or an Easy Reverse Convertible Worst of Basket Note (Cash Settlement) (product no. 87), insert:**

The [Easy Reverse Convertible Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will not be [equal to or] lower than the Barrier for the respective Basket Constituent at maturity.]

**[If the Security is a Conditional Coupon Note (long) (product no. 88), insert:**

The [Conditional Coupon Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will exceed the Coupon Threshold.]

**[If the Security is a Conditional Coupon Basket Note (long) (product no. 89), insert:**

The [Conditional Coupon Basket Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will exceed the respective Coupon Threshold.]

**[If the Security is a Conditional Coupon Note (short) (product no. 90), insert:**

The [Conditional Coupon Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the [insert Underlying] will not exceed the Coupon Threshold.]

**[If the Security is a Conditional Coupon Basket Note (short) (product no. 91), insert:**

The [Conditional Coupon Basket Note] *[if applicable, insert other marketing name]* may be suitable for investors who believe that the [price][level] of the Basket Constituents will not exceed the respective Coupon Threshold.]

**[If the Security is a Step Up Note (product no. 92), insert:**

The [Step Up Note] *[if applicable, insert other marketing name]* may be suitable for investors looking for an investment which is independent of market performance at maturity.]

**[If the Security is a Step Up Note with Issuer Redemption Right (product no. 93), insert:**

The [Step Up Note with Redemption Right for the Issuer] *[if applicable, insert other marketing name]* may be suitable for investors looking for an investment which is independent of market performance at maturity. Investors should note that there may be an early redemption by the Issuer.]



**[If the Security is a Fixed Rate Interest Note (product no. 94), insert:**

The [Fixed Rate Interest Plus Note] [if applicable, insert other marketing name] may be suitable for investors looking for an investment which is independent of market performance at maturity.]

**[If the Security is a Fixed Rate Interest Note with Issuer Redemption Right (product no. 95), insert:**

The [Fixed Rate Interest Note with Redemption Right for the Issuer] [if applicable, insert other marketing name] may be suitable for investors looking for an investment which is independent of market performance at maturity. Investors should note that there may be an early redemption by the Issuer.]

**[If the Security is a Fixed Rate Interest Plus Note (product no. 96), insert:**

The [Fixed Rate Interest Plus Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the [insert Underlying] will rise moderately and move in the range of [\*] per cent. to [\*] per cent. during the term.]

**[If the Security is a Fix to Floating Note (product no. 97), insert:**

The [Fix to Floating Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the [insert Underlying] will rise moderately and move in the range of [\*] per cent. to [\*] per cent. during the term.]

**[If the Security is a Fix to Floating Pure Note (product no. 98), insert:**

The [Fix to Floating Pure Note] [if applicable, insert other marketing name] may be suitable for investors who expect interest rates to rise.]

**[If the Security is a Fix to Floating Pure Note with Minimum and Maximum Coupon (product no. 99), insert:**

The [Fix to Floating Pure Note with Minimum and Maximum Coupon] [if applicable, insert other marketing name] may be suitable for investors looking for an investment which is independent of market performance at maturity and who expect interest rates to rise moderately. The maximum interest is limited to [\*] per cent. p.a.]

**[If the Security is a Fix to Floating Money Market Note (product no. 100), insert:**

The [Fix to Floating Money Market Note] [if applicable, insert other marketing name] may be suitable for investors who expect interest rates to rise moderately. The maximum interest is limited to [\*] per cent. p.a.]

**[If the Security is a Floater Note (product no. 101), insert:**

The [Floater Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the Underlying will rise slightly.]

**[If the Security is an Inflation Indexed Note (product no. 102), insert:**

The [Inflation-Indexed Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the Underlying will rise.]

**[If the Security is a Coupon Lock In Note (product no. 103), insert:**

The [Coupon Lock In Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the [insert Underlying] will rise moderately and not exceed [\*] per cent. during the term.]

**[If the Security is a Rolling Lock In plus Note (product no. 104), insert:**

The [Rolling Lock In plus Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the level of the [insert Underlying] will perform positively between the monthly recurring Valuation Dates.]

**[If the Security is a ZinsPlus Note (product no. 105), insert:**

The [ZinsPlus Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the shares contained in the basket will increase in value during the term above their price at issue.]

**[If the Security is a Currency Note (product no. 106), insert:**

The [Currency Note] [if applicable, insert other marketing name] may be suitable for investors who believe that the [price][level] of the [insert Underlying] will [reach or] fall below its level on the date of issue of the Currency Note during the term. Accordingly, investors must assume that the currency indirectly tracked in the Underlying via the Rate of Exchange will gain against the euro or that the currencies indirectly tracked in the Underlying via the Rates of Exchange will gain against the euro.]

**[If the Security is a Annualised Coupon Note (product no. 107), insert:**

The [Annualised Coupon Note] [insert other marketing name if applicable] is aimed at investors who assume that the [price] [level] [ ] of the [insert Underlying] will exceed the Initial Reference Level on average throughout the term.]

**[If the Security is a Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 108), insert:**

The [Credit Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that circumstances impairing the ability of [the] [insert Reference Entity] to meet its payment obligations will not occur by [insert date]. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 109), insert:**

The [Credit Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that circumstances impairing the ability of [the] [insert Reference Entity] to meet its payment obligations will not occur by [insert date]. Investors should note that there may be an automatic early redemption.]

**[If the Security is a Credit Certificate which relates to a single Reference Entity, is capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement (product no. 110), insert:**

The [Credit Certificate] [if applicable, insert other marketing name] may be suitable for investors who believe that circumstances impairing the ability of [the] [insert Reference Entity] to meet its payment obligations will not occur by [insert date].]

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 111), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement (product no. 112), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 113), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) (product no. 114), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability to meet payment obligations will be determined for no more than one of the Reference Entities contained in the basket by *[insert date]*. In addition, investors are seeking an interest-rate premium (risk premium) compared to a bond issued by the Issuer without additional reference to the credit risk of the *[insert Reference Entities contained in the basket]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first loss protect) (product no. 115), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability to meet payment obligations will be determined for no more than one of the Reference Entities contained in the basket by *[insert date]*.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) (product no. 116), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (zero recovery basket) (product no. 117), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 118), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 119), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 120), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 121), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of one Reference Entity (first to default) (product no.122), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability to meet payment obligations will not be determined for any of the Reference Entities contained in the basket by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (first to default) (product no.123), insert:***

The [Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability to meet payment obligations will not be determined for any of the Reference Entities contained in the basket by *[insert date]*.

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 124), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 125), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement (product no. 126), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement (product no. 127), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a single Reference Entity, is partially capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement (product no. 128), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entity]* to meet its payment obligations will not occur by *[insert date]*.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is not capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 129), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 130), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 131), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and provides for Early Redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 132), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will not occur by *[insert date]*. Investors should note that there may be an automatic early redemption.]

***[If the Security is a Zero Coupon Credit Certificate which relates to a basket consisting of multiple Reference Entities, is partially capital protected and does not include early redemption on Satisfaction of the Conditions to Settlement in respect of all Reference Entities (product no. 133), insert:***

The [Zero Coupon Credit Certificate] *[if applicable, insert other marketing name]* may be suitable for investors who believe that circumstances impairing the ability of [the] *[insert Reference Entities contained in the basket]* to meet their payment obligations will

not occur by <i>[insert date]</i> .]
<p>• <b>General information on how the product works</b></p> <p><b>Product Description</b> <i>[Insert description of the relevant Security from section "II. D. General Description of the Securities", leaving out terms not relevant for the Security, and/or replacing them with their defined content, as appropriate; information or product types not already set out in the Base Prospectus may not be included.]</i></p> <p><i>[Insert as appropriate]</i>: The Underlying is determined in the Reference Currency; the amounts so determined will be converted into the Settlement Currency on the basis of the relevant Exchange Rate.]</p> <p><i>[Insert as appropriate]</i>: [The [*] Certificate] [The [*] Note] [The Credit Certificate] [The [*] Reverse Convertible Note] is currency protected [at maturity], i.e. although the Underlying is determined in the Reference Currency, [the amounts so determined will be converted 1:1 into the Settlement Currency] [ the Cash Amount is determined [in the Settlement Currency] without reference to the movement of the exchange rate [between the Reference Currency and the Settlement Currency] [based on the performance of the Underlying only]] [the number of underlyings or assets to be delivered so determined and any Adjustment Amounts will be converted without reference to the movement of the exchange rate between the Reference Currency and the Settlement Currency during the term] (quanto).]</p> <p><i>[Insert as appropriate]</i>: The determination of [the Initial Reference Level [and] [the Final Reference Level] is based on the arithmetic average of the [prices] [levels] of the Underlying on [the Initial Valuation Dates] [and] [the Valuation Dates] [respectively].</p> <p><i>[Insert as appropriate]</i>: During the term investors will not receive any current income, such as interest.]</p> <p>[[Likewise, investors] [Investors] are not entitled to assert any claims [in respect of the [Underlying] [Basket Constituents]] [deriving from the [Underlying] [Basket Constituents]] [(e.g. voting rights[, dividends])].]</p>
<p><b>2. Risks</b></p> <p>For a description of issue-specific risks see section "II. Risk Factors" of the Base Prospectus and elements D.2 and [D.3] [D.6] of the issue-specific summary attached to the Final Terms.</p>
<p><b>3. Availability</b></p> <p>• <b>Tradability</b></p> <p>After the Issue Date, the [[*] Certificate] [[*] Note] [Credit Certificate] [[*] Reverse Convertible Note] may generally be purchased or sold [on exchange or] off-exchange.</p> <p>[Under normal market conditions the Issuer will continuously provide indicative (non-binding) bid and ask prices for the [within the Expected bid-offer spread] (market making) [[*] Certificate] [[*] Note] [Credit Certificate] [[*] Reverse Convertible Note] under. However, the Issuer is under no legal obligation to do so. In extraordinary market situations or in the case of technical disruptions, it may be temporarily difficult or impossible to buy or sell the [[*] Certificate] [[*] Note] [Credit Certificate] [[*] Reverse Convertible Note].]</p>
<p>• <b>Market price determining factors during the term</b></p> <p>In particular, the following factors may adversely affect the price of the [[*] Certificate] [[*] Note] [Credit Certificate] [[*] Reverse Convertible Note]:</p> <ul style="list-style-type: none"> <li>• [the [price] [level] of the Underlying [falls] [rises]]</li> <li>• [Decrease in the creditworthiness of the [Reference Entity] [Reference Entities]]</li> <li>• [Substitution of the [Reference Entity][Reference Entities]</li> <li>• [Changes to the assessment of credit default risks in relation to the [Reference Entity][Reference Entities]</li> <li>• [[normally] an [decrease] [increase] in the volatility (key figure for the frequency and intensity of the anticipated fluctuations of the [price] [level] of the Underlying)]</li> <li>• [a [fall] [rise] in the general interest rates]</li> <li>• [the difference in interest rates between the currency of the [[*] Certificate] [[*] Warrant] [[*] Note][[*] Reverse Convertible Note] and the currency of the Underlying [rises] [falls]]</li> <li>• [the expectation regarding future dividends [raises] [falls]]</li> <li>• [a deterioration of Issuer's creditworthiness [additional relevant factors]</li> </ul> <p>Conversely, the factors may also increase the price of the [[*] Certificate] [[*] Note] [Credit Certificate] [[*] Reverse Convertible Note]. Individual factors may reinforce or offset each other.</p> <p>For a description of the risks in respect of market price determining factors during the term see section "3. Market price determining factors" under "II. D. Risk Factors Relating to the Market Generally" in the Base Prospectus.</p>

**4. Costs/Sales commission****Determination of the price by the Issuer**

- Both the initial Issue Price of the [[•] Certificate] [[•] Note] [Credit Certificate] [[•] Reverse Convertible Note] 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 structuring costs of the [[•] Certificate] [[•] Note] [Credit Certificate] [[•] Reverse Convertible Note], any applicable sales costs (distribution fee) and other costs.

**[Purchase costs**

- [The transaction between an investor and its bank (principal bank) is agreed at a fixed or determinable price (fixed price transaction). This price includes all purchase costs and generally a fee for the bank (principal bank).]  
[Where a fixed or determinable price has been agreed for a transaction between an investor and its bank (principal bank) (fixed price transaction), this price includes all purchase costs and generally a fee for the bank (principal bank). Otherwise, the transaction will be concluded on behalf of the bank (principal bank) with a third party for the account of the investor (commission transaction). [The fee for this transaction comprises (a) a transaction fee of between EUR [2.00] *[insert amount]* and EUR [29.00]*[insert amount]* and (b) an additional fee in the amount of up to [1]*[insert amount]* per cent of the purchase price. Depending on the securities account model used, the additional fee (b) may be set at a minimum of between EUR [15.00] *[insert amount]* and EUR [99.00] *[insert amount]* for each transaction; this only covers the additional fee, not the transaction fee under (a).] [Depending on the securities account model used by the investor's bank (principal bank) the fees for the commission transaction may be agreed for example as a percentage of the purchase price, if applicable with a minimum fee and/or maximum fee per transaction or as a fixed fee which applies independent from any transaction for a predetermined period (monthly, quarterly etc.).] The fees for commission transactions as well as third-party costs and expenses will be stated separately in the securities statement.]

[In addition to the Initial Issue Price, the bank (principal bank) will receive a subscription surcharge of up to [1.50] per cent of the [Nominal Amount][Initial Issue Price] from the investor as part of the purchase price.]

]

**Running costs**

- [Management fees: [ ]]
- Investors will incur costs in the amount agreed with the safekeeping bank (principal bank) for the custody of the [[•] Certificate] [[•] Note] [Credit Certificate] [[•] Reverse Convertible Note] in the investor's securities account (custody charges). Further post-purchase costs (e.g. costs of sale) may be incurred.

**[Distribution fee**

- [addition to the Initial Issue Price, the bank (principal bank) will receive a subscription surcharge of [up to] *[insert amount]* [1] per cent of the Initial Issue Price from the investor as part of the purchase price.]  
[Placement fee: [up to] [1.50] *[insert amount]* per cent of the [Initial Issue Price] [purchase price] [ ]. The Issuer will either pay the placement fee from the issue proceeds as a one-off turnover-related distribution fee to the bank that sold the [[•] Certificate] [[•] Note] [Credit Certificate] [[•] Reverse Convertible Note] to the customer (principal bank), or grant the latter a corresponding discount from the [Initial Issue Price] [purchase price].]  
[The bank (principal bank) will receive from the Issuer] as [a][an] [running / annual] distribution fee:] [up to] *[insert amount]* [per cent] [EUR] [ ] of the [current price] [purchase price] [[calculated on the basis of the price [[•] Certificate] [[•] Note] [Credit Certificate] [[•] Reverse Convertible Note] at the end of *[insert month]* every year][ ]]. [If the principal bank is the Issuer, the distribution fee will be credited internally to the unit managing the (custody) account.]

]

## 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.]

[The following "**Product Terms**" of the Securities describe the contents of the relevant Product Terms of the Securities, which complete and put in concrete terms the General Conditions for the relevant series of Securities for the purposes of such series of Securities.

*[Insert product-specific Product Terms as contained in "V. Product Terms", comprising, as applicable, the sections*

- *"General Definitions Applicable to the Securities",*
- *"General Definitions applicable to Certificates" supported, where applicable, by the product-specific definitions,*
- *"General Definitions applicable to Notes" supported, where applicable, by the product-specific definitions,*
- *"General Definitions applicable to Credit Certificates" supported, where applicable, by the product-specific definitions, and,*
- *"Additional Definitions applicable to the Securities"*

*each as completed for the specific issue]*

## Further Information about the Offering of the Securities

### LISTING AND TRADING

#### Listing and Trading

[Application [has been] [will be] made to list the Securities on the Official List of the Luxembourg Stock Exchange and to list them on the [Regulated market] [Euro MTF] of the Luxembourg Stock Exchange, which is [not] a regulated market for the purposes of Directive 2004/39/EC].

[Application [has been] [will be] made to [admit to trading] [include in trading] [list] [and quote] the Securities on the [regulated] [ ] [market] [*Freiverkehr*] of the [[Frankfurt] [Stuttgart] [ ] Stock Exchange] [Borsa Italiana][, which is [not] a regulated market for the purposes of Directive 2004/39/EC] [*insert all relevant regulated markets*].

[Application [has been] [will be] made to [admit to trading] [include in trading] [list] [and quote] [each Series of the] [the] [Securities] on [*insert all relevant regulated markets*], which [is] [are] [not] a regulated market for the purposes of Directive 2004/39/EC. [The Securities have been [listed] [admitted to trading] [included in trading] on the [regulated] [ ] market of the [ ] Stock Exchange [*insert all relevant regulated markets*], which [is] [are] [not] [a] regulated market[s] for the purposes of Directive 2004/39/EC.]

[Application will be made to list the *Securities* on the SIX Swiss Exchange. Application has been made for the Securities to be admitted to trading on SIX Structured Products] [with effect from [ ]].]

[There has no application been made to admit the Securities to the regulated market of any exchange.]

Minimum Trade Size

[ ] [Not applicable]

Estimate of total expenses related to admission to trading

[ ] [Not applicable]

[*In case of admission of the Securities to the SeDeX market of the Borsa Italiana, insert:*

Minimum Trade Size

[ ] Securities, being the number of Securities which can be traded in accordance with the Listing Rules of the market managed and

organised by Borsa Italiana S.p.A.  
("Regolamento di Borsa")]

### OFFERING OF SECURITIES

Investor minimum subscription amount	[ ] [Not applicable]
Investor maximum subscription amount	[ ] [Not applicable]
[The Subscription Period]	[Applications to subscribe for the Securities may be made [over the distribution agent[s]] from [ ] [(inclusively)] until [ ] [(inclusively)].]
[The Offering Period]	[The Issuer reserves the right for any reason to reduce the number of [each Series of] Securities offered.] [The offer of [each Series of] the Securities starts on [ ] [and ends on [ ]].] [Continuous offer]
[The Offering Period]	[The Issuer reserves the right for any reason to reduce the number of [each Series of] Securities offered.] [The offer of [each Series of] the Securities starts on [ ] [and ends on [ ]].] [Continuous offer]
Cancellation of the Issuance of the Securities	[Not applicable] [The Issuer reserves the right for any reason to cancel the issuance of the Securities.] [In particular, the issuance of the Securities is conditional, amongst other matters, on the Issuer receiving valid subscriptions for Securities amounting to an aggregate subscription value of at least [ ] on or prior to [ ]. In the event that this condition is not satisfied, the Issuer may cancel the issuance of the Securities as of [ ].]
[Offer Price]	[The Offer Price will be determined according to the respective market conditions.]
[Early Closing of the Subscription Period of the Securities]	[ ] [Not applicable] [The Issuer reserves the right for any reason to close the Subscription Period early.] [If the aggregate subscription of the Securities at any



	time on any Business Day prior to [ ] reaches [ ], the Issuer will close the subscription of the Securities at such time on such Business Day, without any prior notification.]]
[Early Closing of the Offering Period of the Securities]	[[Not applicable]  [The Issuer reserves the right for any reason to close the Offering Period early.]]
Conditions to which the offer is subject:	[ ] [Not applicable]
Description of the application process: <sup>4</sup>	[ ] [Not applicable]
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: <sup>5</sup>	[ ] [Not applicable]
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. [Each Series of the] [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: <sup>6</sup>	[ ] [Not applicable]
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: <sup>7</sup>	[Qualified investors within the meaning of the Prospectus Directive] [Non-qualified investors][Qualified investors within the meaning of the Prospectus Directive and non-qualified investors]  [The Offer may be made in [Luxembourg][,] [and] [Belgium][,] [and] [Denmark][,] [and] [Finland][,] [and] [France][,] [and] [Ireland][,] [and] [Italy][,] [and] [Germany][,] [and] [Norway][,] [and] [the Netherlands][,] [and] [Austria][,] [and] [Poland] [,] [and] [Portugal][,] [and] [Sweden][,] [and] [the Kingdom of Spain][,] [and] [the United Kingdom] [and [ ]] to any person which complies with all other requirements for investment as set out in the

<sup>4</sup> NOT APPLICABLE UNLESS FULL APPLICATION PROCESS IS APPLIED IN RELATION TO THE ISSUE.  
<sup>5</sup> NOT APPLICABLE UNLESS FULL APPLICATION PROCESS IS APPLIED IN RELATION TO THE ISSUE.  
<sup>6</sup> NOT APPLICABLE UNLESS THE ISSUE AN "UP TO" ISSUE WHEN DISCLOSURE MUST BE INCLUDED.  
<sup>7</sup> IF THE OFFER IS BEING MADE SIMULTANEOUSLY IN THE MARKETS OF TWO OR MORE COUNTRIES, AND IF A TRANCHE HAS BEEN OR IS BEING RESERVED FOR CERTAIN OF THESE, INDICATE ANY SUCH TRANCHE.

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:

[ ][Not applicable]

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

[ ][Not applicable as at the date of these Final Terms]

Consent to use of Prospectus:

[The Issuer consents to the use of the Prospectus by all financial intermediaries (general consent).]

[General consent to the later resale and final placement of the Securities by the financial intermediar[y][ies] is given in relation to [Austria][,] [and] [Belgium][,] [and] [Denmark][,] [and] [Finland][,] [and] [France][,] [Germany][,] [and] [Ireland][,] [and] [Italy][,] [and] [Luxembourg][,] [and] [the Netherlands][,] [and] [Norway][,] [and] [Poland] [,] [and] [Portugal][,] [and] [the Kingdom of Spain][,] [and] [Sweden][,] [and] [the United Kingdom].]

[The Issuer consents to the use of the Prospectus by the following financial intermediaries (individual consent): *[insert name[s] and address[es].]*

[Individual consent to the later resale and final placement of the Securities by the financial intermediar[y][ies] is given in relation to [Austria][,] [and] [Belgium][,] [and] [Denmark][,] [and] [Finland][,] [and] [France][,] [and] [Germany][,] [and] [Ireland][,] [and] [Italy][,] [and] [Luxembourg][,] [and] [the Netherlands][,] [and] [Norway][,] [and] [Poland] [,] [and] [Portugal][,] [and] [the Kingdom of Spain][,] [and] [Sweden][,] [and] [the United Kingdom] and for *[insert name[s] and address[es]]* [and *[give details].]*

[Such consent is also subject to [ ].]

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 9 of the Prospectus Directive] [\*].]

## FEES

Fees paid by the Issuer to the distributor

[ ][Not applicable]

[Trailer Fee<sup>8</sup>

[[up to] [ ] [[ ]per cent. of the [relevant [price] [purchase price]] [[Initial][initial] Issue Price (without subscription surcharge)]]] [not applicable]]

[Placement Fee

[[up to] [ ] [[ ]per cent. of the [[Initial][initial] Issue Price] [the current selling price] (without subscription surcharge)] [relevant [price] [purchase price]]]

[During the Subscription Period [[up to] [ ] [[ ]per cent. of the [[Initial][initial] Issue Price] [current selling price] (without subscription surcharge) and after the end of the Subscription Period [up to] [ ] [[ ]per cent. of the current selling price (without subscription surcharge)] [not applicable]]

[Fees charged by the Issuer to the Securityholders post issuance

[ ][Not applicable]

## SECURITY RATINGS

Rating

[ ] [This credit rating has] [These credit ratings have] been issued by [insert full name of the legal entity which has given the rating]. [insert full name of legal entity which has given the rating] [is not established in the European Union but a European Union affiliate has applied for registration under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No. 513/2011 of the European Parliament and of the Council of 11 May 2011,

<sup>8</sup> THE ISSUER MAY PAY PLACEMENT AND TRAILER FEES AS SALES-RELATED COMMISSIONS TO THE RELEVANT DISTRIBUTOR(S). ALTERNATIVELY, THE ISSUER CAN GRANT THE RELEVANT DISTRIBUTOR(S) AN APPROPRIATE DISCOUNT ON THE ISSUE PRICE (WITHOUT SUBSCRIPTION SURCHARGE). TRAILER FEES MAY BE PAID FROM ANY MANAGEMENT FEE REFERRED TO IN THE PRODUCT TERMS ON A RECURRING BASIS BASED ON THE UNDERLYING. IF DEUTSCHE BANK AG IS BOTH THE ISSUER AND THE DISTRIBUTOR WITH RESPECT TO THE SALE OF ITS OWN SECURITIES, DEUTSCHE BANK'S DISTRIBUTING UNIT WILL BE CREDITED WITH THE RELEVANT AMOUNTS INTERNALLY. FURTHER INFORMATION ON PRICES AND PRICE COMPONENTS IS INCLUDED IN PART II (RISK FACTORS) IN THE BASE PROSPECTUS – SECTION E "CONFLICTS OF INTEREST" UNDER ITEMS 5 AND 6.

indicating the intention to issue ratings, although notification of the corresponding registration decision (including the decision to endorse ratings which were issued by [ ]) has not yet been provided by the relevant competent authority.] [is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No. 513/2011 of the European Parliament and of the Council of 11 May 2011, although notification of the registration decision has not yet been provided by the relevant competent authority.] [[is][is not] established in the European Union and [is][is not] registered [(pursuant to the list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>)] under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No. 513/2011 of the European Parliament and of the Council of 11 May 2011.]]

[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[s] 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 – *amend as appropriate if there are other interests*]

**REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

[Reasons for offer

[ ]]

*(See "Use of Proceeds" wording in the Base Prospectus – if reasons for offer different from making profit and/or hedging certain risks will need to include those reasons here and in this case the following two items also required)*

[Estimated net proceeds

[ ]]

*(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding)*

[Estimated total expenses

[ ]]

*(Expenses are required to be broken down into each principal intended to "use" and presented in order of priority of such "uses")*

**INDICATION OF YIELD**

[Indication of Yield

[ ]

[The yield is calculated on the basis of the Issue Price on the Issue Date and based on the Nominal Amount taking into account the Coupon and the Day Count Fraction.]

**[ISMA method:** the yield is calculated according to the ISMA method. This is a method for calculating the yield in which the daily effective interest yield is taken into account. The interest accrued each day is thus added to the capital invested and included in the interest calculation for the following day in each case.]

*[This yield is not an indication of future yield.]*

**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](http://www.investment-products.db.com).]

**INFORMATION RELATING TO THE [UNDERLYING][REFERENCE ENTITY][REFERENCE ENTITIES]**

[Information on [the] [each] Underlying, on the past and future performance of the Underlying and its volatility [can be obtained] [on the public website on www.[maxblue.de] [ ]] [and on the [Bloomberg] [or] [Reuters] page as provided for each security or item composing the Underlying. [NB ensure such page is given there]] [If no public information exists, insert: is available at the offices of [insert address/telephone number].]

[In case of admission of the Securities to the SeDeX market of the Borsa Italiana, insert: The information regarding the Underlying is publicly available in the major Italian domestic newspapers (e.g., "Il Sole 24 Ore" and/or "MF") as well as international financial newspapers (e.g., "The Financial Times" and/or "The Wall Street Journal Europe").]

[In case of listing of the Securities on the SIX Swiss Exchange, insert the information on the Underlying required by section 4 of scheme F of the SIX Swiss Exchange and the tax information required by section 3.2.12 of scheme F, to the extent such information is not already included elsewhere in the Final Terms.]

[If the underlying is an index or basket of indices which is/are **not** composed by Deutsche Bank, insert:

Information on the Underlying, on the past and future performance of the Underlying and its volatility can be obtained [on the public website on www.[maxblue.de] [ ]] [on the Bloomberg] [or] [Reuters] page as provided for [each security or item] [the, or each, [fund or] index, as the case may be], composing the Underlying under "Underlying" in the Product Terms above] [NB: ensure such page is given there].

The sponsor of the[, or each,] 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 [of [insert name of index]]: [Insert Name of Index Sponsor]

Internet Site of Index Sponsor: [Insert website]

[If the Underlying is specified to be a Basket, insert:

Name of [fund][or][index]	[Index] [Sponsor][or][issuer]	Internet Site	Name of Basket Constituent
[insert name]	[insert name]	[insert website]	[insert website]

[Insert relevant disclaimer for each index]

[If the underlying is an index or basket of indices which is/are composed by Deutsche Bank or a legal entity belonging to Deutsche Bank Group, insert for each issue the relevant index description[s] as included in this Base Prospectus by supplement: [ ] ]

[Information about the development of the Reference [Entity's][Entities'] financial situation can be gathered from the Reference [Entity's][Entities'] [annual reports] [ ] and ad hoc announcements (*Ad-hoc-Mitteilungen*). The [current annual report[s]] [ ] [is][are] available on the Reference [Entity's][Entities'] website[s] on:

[Name of Reference Entity] [Website]

**Further Information Published by the Issuer**

[The Issuer does not intend to provide any further information on the [Underlying][Reference [Entity][Entities]].] [The Issuer will provide further information relating to the [Underlying][Reference [Entity][Entities]] on *[insert source]* [and update the information on an ongoing basis following issuance of the Securities]. Such information will include *[describe information]*.]

**[COUNTRY SPECIFIC INFORMATION:****[Insert applicable country]**

Agent in **[insert applicable country]**

**[If Germany is applicable country insert:** The Agent in Germany is Deutsche Bank AG. The Agent acts through [its principal office in Frankfurt am Main] [being as at the Issue Date at the following address:] [Taunusanlage 12, 60325 Frankfurt am Main, Germany] [and] [its branch office in London], [being as at the Issue Date at the following address:] [Winchester House 1, Great Winchester Street, London EC2N 2DB, United Kingdom].]

**[If Austria is applicable country insert:** The Agent in Austria is Deutsche Bank AG acting through its branch in Vienna, being as at the Issue Date at the following address: Fleischmarkt 1, 1010 Vienna, Austria.]

**[If Luxembourg is applicable country insert:** The Agent in Luxembourg is Deutsche Bank Luxembourg S.A., acting through its Luxembourg branch, being as at the Issue Date at the following address: 2 Boulevard Konrad Adenauer, L-1115 Luxembourg, Luxembourg.]

**[If Italy is applicable country insert:** The Agent in Italy is Deutsche Bank S.p.A. acting through its principal office in Milan being as at the Issue Date at the following address: Piazza del Calendario, 3 – 20126 Milan, Italy.]

**[If Belgium is applicable country insert:** The Agent in Belgium is Deutsche Bank AG, acting through its branch in Brussels, being as at the Issue Date at the following address: Avenue Marnixlaan 17, 1000 Brussels, Belgium.]

**[If Securities are listed on the SIX Swiss Exchange or are specified in the Product Terms to be Uncertificated SIS Securities insert:** The Agent is Deutsche Bank AG, acting through its Zurich branch, being as at the Issue Date at the following address: Uraniastrasse 9, Postfach 3604, 8021 Zurich, Switzerland.]

**[Insert information for other countries: [ ]]**

**]**



## **Annex to the Final Terms**

### **Issue-Specific Summary**

*[Please insert, leaving out design options and terms not relevant for the Security, and/or replacing them with their defined content, the completed issue-specific summary of the Security, where the issue-specific summary shall only contain the information and options permissible in accordance with Art 24 para. 3 of the Regulation (EC) No 809/2004 as amended by the Delegated Regulation of 30 March 2012 of the European Commission and the Delegated Regulation of 4 June 2012 of the European Commission.]*

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

### A. GENERAL TAXATION INFORMATION

#### 1. Introduction

Purchasers and/or sellers of Securities may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of transfer of the Securities in addition to the issue price or purchase price of the Securities. The Issuer assumes no responsibility for withholding taxes at source.

Transactions involving the Securities (including purchases, transfers, exercise or non-exercise or redemption, the accrual or receipt of any interest payable on the Securities and the death of a holder of any Securities) may have tax consequences for holders and potential purchasers which may depend, amongst other things, upon the tax status of the holder or potential purchaser and may relate to – amongst other taxes and duties – stamp duty, stamp duty reserve tax, income tax, corporation tax, trade tax, capital gains tax, withholding tax, solidarity surcharge and inheritance tax.

§10 (Taxation) in the General Conditions should be considered carefully by all potential purchasers of any Securities.

***Potential purchasers of Securities are advised to consult their own tax advisors as to the tax consequences of transactions involving the Securities.***

#### 2. Luxembourg

The following information is based on the laws presently in force in Luxembourg, though it is not intended to be, nor should it be construed to be, legal or tax advice. The information contained within this section is limited to Luxembourg withholding tax issues and prospective investors in the Securities should therefore consult their own professional advisers as to the effects of state, local or foreign laws, including Luxembourg tax law, to which they may be subject.

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a withholding tax or a tax of a similar nature, or to any other concepts, refers to Luxembourg tax law and/or concepts only.

##### 1.1 *Non-resident Holders of Securities*

Under Luxembourg general tax laws currently in force and subject to the laws of 21 June 2005, as amended (the "**Savings Laws**"), there is no withholding tax on payments of principal, premium or interest made to non-resident holders of Securities, nor on accrued but unpaid interest in respect of the Securities, nor is any Luxembourg withholding tax payable upon redemption or repurchase of the Securities held by non-resident holders of Securities.

However, under the Savings Laws implementing the Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments (the "**Savings Directive**") and ratifying the treaties entered into by Luxembourg and certain dependent and associated territories of EU Member States (the "**Territories**"), payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to or for the immediate benefit of an individual beneficial owner or a residual entity, as defined by the Savings Laws, which are resident of, or established in, an EU Member State (other than Luxembourg) or one of the Territories will be subject to a withholding tax unless the relevant recipient has adequately instructed the relevant paying agent to provide details of the relevant payments of interest or similar income to the competent Luxembourg fiscal authority in order for such information to be communicated to the competent tax authorities of the beneficiary's country of residence or establishment, or, in the case

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

of an individual beneficial owner, has provided a tax certificate issued by the fiscal authorities of his/her country of residence in the required format to the relevant paying agent. Where withholding tax is applied, it is currently levied at a rate of 35 per cent.

Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Securities coming within the scope of the Savings Laws will be subject to withholding tax of 35 per cent.

In April 2013, the Luxembourg Government announced its intention to abolish the withholding system with effect from 1 January 2015, in favour of automatic information exchange under the Savings Directive.

### 1.2 Resident Holders of Securities

Under Luxembourg general tax laws currently in force and subject to the law of 23 December 2005, as amended (the "**Relibi Law**"), there is no withholding tax on payments of principal, premium or interest made to Luxembourg resident holders of Securities, nor on accrued but unpaid interest in respect of Securities, nor is any Luxembourg withholding tax payable upon redemption or repurchase of Securities held by Luxembourg resident holders of Securities.

However, under the Relibi Law payments of interest or similar income made or ascribed by a paying agent established in Luxembourg (i) to an individual beneficial owner who is resident of Luxembourg or (ii) to a residual entity (within the meaning of the Savings Laws) established in an EU Member State (other than Luxembourg) or one of the Territories and securing such payments for the benefit of such individual beneficial owner will be subject to a withholding tax of 10 per cent. Therefore, payments of interest under the Securities coming within the scope of the Law will be subject to withholding tax of 10 per cent. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent.

Such withholding tax will be in full discharge of income tax if the beneficial owner is an individual acting in the course of the management of his/her private wealth. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Securities coming within the scope of the Relibi Law will be subject to withholding tax of 10 per cent.

## 3. Germany

The following is a general discussion of certain German tax consequences of the acquisition, holding and disposal of Securities. It does not purport to be a comprehensive description of all tax considerations that may be relevant to a decision to purchase Securities, and, in particular, does not consider any specific facts or circumstances that may apply to a particular purchaser. This summary is based on the laws of Germany currently in force and as applied on the date of this Base Prospectus, which are subject to change, possibly with retroactive or retrospective effect.

As each Series of Securities may be subject to a different tax treatment due to the specific terms of such Series as set out in the respective Final Terms, the following section only provides some general information on the possible tax treatment.

Prospective purchasers of the *Securities* are advised to consult their own tax advisors as to the tax consequences of the purchase, ownership and disposition of the Securities, including the effect of any state, local or church taxes, under the tax laws of Germany and each country of which they are residents or otherwise subject to tax.

### Tax Residents

The section "Tax Residents" refers to persons who are tax residents of Germany (*i.e.* persons whose residence, habitual abode, statutory seat, or place of effective management and control is located in Germany). "Individual Securityholder" means an individual that is considered the owner of a Security for German tax purposes and whose Security forms part of his or her non-business assets (*Privatvermögen*).

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

### *Withholding tax on ongoing payments and capital gains*

Ongoing payments received by an Individual Securityholder will be subject to German withholding tax (*Abgeltungsteuer*) if the Securities are kept in a custodial account with a German branch of a German or non-German bank or financial services institution, a German securities trading company or a German securities trading bank (each, a **Disbursing Agent**, *auszahlende Stelle*). The tax rate is 25 per cent. (plus solidarity surcharge at a rate of 5.5 per cent. thereon, the total withholding being 26.375 per cent.). If the Individual Securityholder is subject to church tax, upon application a church tax surcharge will also be withheld.

The same treatment applies to capital gains from the sale or redemption or (under certain circumstances) settlement of Securities (*i.e.* the difference between the proceeds from the disposal after deduction of expenses directly related to the disposal and the cost of acquisition) derived by an Individual Securityholder provided the Securities have been held in a custodial account with the same Disbursing Agent since the time of their acquisition. Where Securities are issued in a currency other than Euro any currency gains or losses are part of the capital gains. In case of a physical settlement of certain Securities which grant the Issuer or the individual Securityholder the right to opt for a physical delivery of a predetermined number of underlying securities instead of a (re)payment of the Securities' nominal amount, generally no withholding tax has to be withheld by the Disbursing Agent as such exchange of the Securities into the predetermined number of underlying securities does not result in a taxable gain or loss for the Individual Securityholder. Under these circumstances acquisition costs of the Securities are regarded as acquisition costs of the underlying securities received by the Individual Securityholder upon physical settlement. However, withholding tax may then apply to any gain from the disposition of the securities received in exchange for the Securities. In other cases, e.g. where the Security has no nominal amount or the Underlying is not a Security, the physical settlement may trigger withholding tax that would be payable by the Individual Securityholder to the Disbursing Agent.

To the extent the Securities have not been kept in a custodial account with the same Disbursing Agent since the time of acquisition, upon the disposal, redemption, repayment or assignment withholding applies at a rate of 26.375 per cent. (including solidarity surcharge) to 30 per cent. of the disposal proceeds (including interest accrued on the Securities and paid separately (**Accrued Interest**, *Stückzinsen*), if any), unless the current Disbursing Agent has been notified of the actual acquisition costs of the Securities by the previous Disbursing Agent or by a statement of a bank or financial services institution within the European Economic Area or certain other countries in accordance with art. 17 para. 2 of the EC Council Directive 2003/48/EC (e.g. Switzerland or Andorra).

In computing any German tax to be withheld, the Disbursing Agent may - subject to certain requirements and restrictions - deduct from the basis of the withholding tax negative investment income (*Einkünfte aus Kapitalvermögen*) realised by the Individual Securityholder via the Disbursing Agent (e.g. losses from sale of other securities with the exception of shares). The Disbursing Agent may also deduct Accrued Interest paid by the Individual Securityholder. In addition, subject to certain requirements and restrictions the Disbursing Agent may credit foreign withholding taxes levied on investment income in a given year regarding securities held in the custodial account with the Disbursing Agent to the extent such foreign withholding taxes cannot be reclaimed in the respective foreign country.

In addition, for Individual Securityholders an annual allowance (*Sparer-Pauschbetrag*) of EUR 801 (EUR 1,602 for married couples filing jointly) applies to all investment income received in a given year. Upon the Individual Securityholder filing an exemption certificate (*Freistellungsauftrag*) with the Disbursing Agent, the Disbursing Agent will take the allowance into account when computing the amount of tax to be withheld. No withholding tax will be deducted if the Securityholder has submitted to the Disbursing Agent a certificate of non-assessment (*Nichtveranlagungsbescheinigung*) issued by the competent local tax office.

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

German withholding tax will not apply to gains from the disposal of Securities held by a corporation as Securityholder while ongoing payments, such as interest payments under a coupon, are subject to withholding tax. Losses and foreign taxes are not taken into account when calculating the withholding tax. The same rules apply where the Securities form part of a trade or business (*Betriebsvermögen*) subject to further requirements being met.

### *Taxation of current income and capital gains*

The personal income tax liability of an Individual Securityholder deriving income from capital investments under the Securities is, in principle, settled by the tax withheld. To the extent withholding tax has not been levied, such as in case of *Securities* kept in custody abroad, the *Individual Securityholder* must report his or her income and capital gains derived from the *Securities* on his or her tax return and then will also be taxed at a rate of 25 per cent. (plus solidarity surcharge and church tax thereon, where applicable). Individual Securityholders subject to church tax but declining the application mentioned above are also under the obligation to include their investment income in their tax return and will then be assessed to church tax. For German credit institutions an electronic information system as regards church withholding tax will presumably apply in respect of interest received after 31 December 2013, with the effect that church tax will be collected by the Disbursing Agent by way of withholding unless the Individual Securityholder has filed a blocking notice (*Sperrvermerk*) with the German Federal Central Tax Office (*Bundeszentralamt für Steuern*), in which case the obligation to include investment income in the tax return for church tax purposes will persist. Further, an Individual Securityholder may request that all investment income of a given year is taxed at his or her lower individual tax rate based upon an assessment to tax with any withholding tax withheld in excess of the tax assessed being refunded. In each case, the deduction of expenses (other than transaction costs) on an itemized basis is disallowed. The utilization of losses from the disposal or redemption of Securities may be restricted. Losses from a worthless expiration of financial instruments representing an option (such as warrants) may be non-deductible altogether.

Where Securities form part of a trade or business or the income from the Securities qualifies as income from the letting and leasing of property the withholding tax, if any, will not settle the personal or corporate income tax liability. Where Securities form part of the property of a trade or business, each year the part of the difference between the issue or purchase price and the redemption amount (if such amount is fixed at the time of the acquisition) attributable to such year as well as interest accrued must be taken into account as interest income. The respective Securityholder will have to report income and related (business) expenses on the tax return and the balance will be taxed at the Securityholder's applicable tax rate. Withholding tax levied, if any, will be credited against the personal or corporate income tax of the Securityholder. Where Securities form part of the property of a German trade or business the current income and the proceeds from the disposal, redemption, settlement, repayment or assignment of the Securities may also be subject to German trade tax.

### *German Investment Tax Act*

German tax consequences different from those discussed above would arise if the respective Securities or the underlying securities delivered upon physical delivery are, or were to be regarded as, investment fund units. In such case, the withholding tax requirements for the Disbursing Agent as well as the taxation of the German holders would depend on whether the disclosure and reporting requirements of the German Investment Tax Act were fulfilled. The German holder might be subject to tax on unrealised income or, in case the reporting and disclosure requirements are not fulfilled, on fictitious income on a lump-sum basis (so-called penalty-taxation). Such deemed distributed income or fictitious income may be offset against any capital gains realised upon disposal of the Securities, subject to certain requirements.

If the respective Securities or the underlying securities delivered upon physical delivery were to be regarded as units of so called *Investitionsgesellschaft*, specific rules of taxation would apply.

### **Non-residents**

Interest, including Accrued Interest, and capital gains are not subject to German taxation, unless (i) the Securities form part of the business property of a permanent establishment, including a permanent representative, or a fixed base maintained in Germany by the Securityholder; or (ii) the income otherwise constitutes German-source income. In cases (i) and (ii) a tax regime similar to that explained above under "Tax Residents" applies.

Non-residents of Germany are, in general, exempt from German withholding tax on interest and the solidarity surcharge thereon. However, where the interest is subject to German taxation as set forth in the preceding paragraph and the Securities are held in a custodial account with a Disbursing Agent, withholding tax may be levied under certain circumstances. Where Securities are not kept in a custodial account with a Disbursing Agent and interest or proceeds from the disposition, assignment or redemption of a Security are paid by a Disbursing Agent to a non-resident, withholding tax generally will also apply. The withholding tax may be refunded based on an assessment to tax or under an applicable tax treaty.

### **Inheritance and Gift Tax**

No inheritance or gift taxes with respect to any Securities will arise under the laws of Germany, if, in the case of inheritance tax, neither the deceased nor the beneficiary, or, in the case of gift tax, neither the donor nor the donee, is a resident of Germany and such Security is not attributable to a German trade or business for which a permanent establishment is maintained, or a permanent representative has been appointed, in Germany. Exceptions from this rule apply to certain German expatriates.

### **Other Taxes**

No stamp, issue or registration taxes or such duties will be payable in Germany in connection with the issuance, delivery or exercise of the Securities. Currently, net assets tax is not levied in Germany. It is intended to introduce a financial transaction tax, but not before 2014.

## **4. United Kingdom**

*The following applies only to persons who are the beneficial owners of Securities and is a summary of the Issuer's understanding of current law and published HM Revenue and Customs (HMRC) practice in the United Kingdom relating only to United Kingdom withholding tax treatment of payments of interest in respect of Notes, payments of interest on the Warrants and the Certificates ("W&C Securities") and stamp duties on the issue, exercise and transfer of W&C Securities. References in this section to interest shall mean amounts that are treated as interest for the purposes of United Kingdom taxation. The following does not deal with any other types of payments in respect of the Securities (including those which are classified as annual payments or as manufactured payments for United Kingdom tax purposes) and it does not deal with any United Kingdom taxation implications of acquiring, holding or disposing of Securities. The United Kingdom tax treatment of prospective holder of Securities depends on their individual circumstances and may be subject to change in the future. Prospective holders of Securities who may be subject to tax in a jurisdiction other than the United Kingdom or who may be unsure as to their tax position (including the United Kingdom tax treatment of any payment made by the Issuer in respect of the Securities) should seek their own professional advice.*

*Prospective holders of the Securities should be aware that the particular terms of issue of any series of Securities as specified in the relevant Final Terms may affect the tax treatment of that and other series of Securities.*

## **(A) NOTES**

### **Withholding tax**

Payments of interest on the Notes may be made without deduction of or withholding on account of United Kingdom income tax where the Issuer is and continues to be a bank within the meaning of section 991 of the Income Tax Act 2007 ("**ITA 2007**"), and the interest on the Notes is paid in the ordinary course of its business within the meaning of section 878 of the ITA 2007.

Payments of interest on the Notes may also be made without deduction of or withholding on account of United Kingdom income tax provided that the Notes are and continue to be listed on a "recognised stock exchange" within the meaning of section 1005 of the ITA 2007. The Luxembourg Stock Exchange is a recognised stock exchange. The Notes will satisfy this requirement if they are officially listed in Luxembourg in accordance with provisions corresponding to those generally applicable in EEA states and in each case are admitted to trading on the Main Market of the Luxembourg Stock Exchange or admitted to trading on the Euro MTF. Provided, therefore, that the Notes are and remain so listed, interest on the Notes will be payable without withholding or deduction on account of United Kingdom tax.

Interest on the Notes may also be paid without withholding or deduction on account of United Kingdom tax where interest on the Notes is paid by a company and, at the time the payment is made, the Issuer reasonably believes (and any person by or through whom interest on the Notes is paid reasonably believes) that the beneficial owner is within the charge to United Kingdom corporation tax as regards the payment of interest; provided that HMRC has not given a direction (in circumstances where it has reasonable grounds to believe that the above exemption is not available in respect of such payment of interest at the time the payment is made) that the interest should be paid under deduction of tax.

Interest on the Notes may also be paid without withholding or deduction on account of United Kingdom tax where the maturity of the Notes is less than 365 days and those Notes do not form part of a scheme or arrangement of borrowing intended to be capable of remaining outstanding for more than 364 days.

In other cases, where the interest is treated as having a United Kingdom source, an amount must generally be withheld from payments of interest on the Notes on account of United Kingdom income tax at the basic rate (currently 20 per cent.). However, where an applicable double tax treaty provides for a lower rate of withholding tax (or for no tax to be withheld) in relation to a holder of Notes, HMRC can issue a notice to the Issuer to pay interest to the holder of Notes without deduction of tax (or for interest to be paid with tax deducted at the rate provided for in the relevant double tax treaty).

## **(B) WARRANTS AND CERTIFICATES**

### **Withholding tax**

Payments made on the W&C Securities which constitute (or are treated as) interest may be made without deduction or withholding on account of United Kingdom income tax where such interest is not regarded as having a United Kingdom source.

Where payments are made on the W&C Securities which constitute (or are treated as) interest and are regarded as having a United Kingdom source the withholding tax treatment of such payments should be the same as for interest payments on the Notes, as set out above at section (A).

### **Stamp Duty and Stamp Duty Reserve Tax**

#### (a) Issue and Transfer

No United Kingdom stamp duty reserve tax ("**SDRT**") should be payable on the issue or transfer of a W&C Security provided that

- (i) no register of the W&C Securities is kept in the United Kingdom;
- (ii) no W&C Securities will provide the holder with an entitlement to receive stock, shares or loan capital registered in a register kept in the United Kingdom; and
- (iii) in relation to W&C Securities which provide for physical delivery and constitute unconditional agreements to transfer the asset(s) to be physically delivered on settlement, that the asset(s) to be physically delivered on settlement is not or are not chargeable securities within the meaning of section 99 of the Finance Act 1986.

United Kingdom stamp duty may be payable on any issue, documentary transfer or documentary agreement to transfer the W&C Securities or any interest in the W&C Securities.

#### (b) Exercise

No stamp duty or SDRT should be payable on the exercise of W&C Securities that are cash settled. However, stamp duty and SDRT may be payable in relation to the exercise of W&C Securities that are physically settled.

### **(C) REPORTING OF INFORMATION**

HMRC has powers to obtain information and documents relating to securities, including in relation to issues of and other transactions in securities, interest, payments treated as interest and other payments derived from securities. This may include details of the beneficial owners of securities, of the persons for whom securities are held and of the persons to whom payments derived from securities are or may be paid. Information may be obtained from a range of persons including persons who effect or are a party to such transactions on behalf of others, registrars and administrators of such transactions, the registered holders of securities, persons who make, receive or are entitled to receive payments derived from securities and persons by or through whom interest and payments treated as interest are paid or credited. Information obtained by HMRC may be provided to tax authorities in other jurisdictions.

### **5. Austria**

This section on taxation contains a brief summary of the Issuer's understanding with regard to certain important principles which are of significance in connection with the purchase, holding or sale of the Securities in the Republic of Austria. This summary does not purport to exhaustively describe all possible tax aspects and does not deal with specific situations which may be of relevance for certain potential investors. The following comments are rather of a general nature and included herein solely for information purposes. These comments are not intended to be, nor should they be construed to be, legal or tax advice. This summary furthermore only refers to investors that are subject to unlimited (corporate) income tax liability in Austria. It is based on the currently valid tax legislation, case law and regulations of the tax authorities, as well as their respective interpretation, all of which may be amended from time to time. Such amendments may possibly also be effected with retroactive effect and may negatively impact on the tax consequences described. It is recommended that potential purchasers of the Securities consult



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with their legal and tax advisors as to the tax consequences of the purchase, holding or sale of the Securities. Tax risks resulting from the Securities (in particular from a potential qualification as a foreign investment fund within the meaning of sec. 188 of the Austrian Investment Funds Act 2011 (*Investmentfondsgesetz 2011*)) shall in any case be borne by the purchaser. For the purposes of the following it is assumed that the Securities are legally and factually offered to an indefinite number of persons.

### General remarks

Individuals having a permanent domicile (*Wohnsitz*) and/or their habitual abode (*gewöhnlicher Aufenthalt*) in Austria are subject to income tax (*Einkommensteuer*) in Austria on their worldwide income (unlimited income tax liability; *unbeschränkte Einkommensteuerpflicht*). Individuals having neither a permanent domicile nor their habitual abode in Austria are subject to income tax only on income from certain Austrian sources (limited income tax liability; *beschränkte Einkommensteuerpflicht*).

Corporations having their place of effective management (*Ort der Geschäftsleitung*) and/or their legal seat (*Sitz*) in Austria are subject to corporate income tax (*Körperschaftsteuer*) in Austria on their worldwide income (unlimited corporate income tax liability; *unbeschränkte Körperschaftsteuerpflicht*). Corporations having neither their place of effective management nor their legal seat in Austria are subject to corporate income tax only on income from certain Austrian sources (limited corporate income tax liability; *beschränkte Körperschaftsteuerpflicht*).

Both in case of unlimited and limited (corporate) income tax liability Austria's right to tax may be restricted by double taxation treaties.

### Income taxation of the Securities

Pursuant to sec. 27(1) of the Austrian Income Tax Act (*Einkommensteuergesetz*), the term investment income (*Einkünfte aus Kapitalvermögen*) comprises:

- income from the letting of capital (*Einkünfte aus der Überlassung von Kapital*) pursuant to sec. 27(2) of the Austrian Income Tax Act, including dividends and interest;
- income from realised increases in value (*Einkünfte aus realisierten Wertsteigerungen*) pursuant to sec. 27(3) of the Austrian Income Tax Act, including gains from the sale, redemption and other realisation of assets that lead to income from the letting of capital, zero coupon bonds and also broken-period interest; and
- income from derivatives (*Einkünfte aus Derivaten*) pursuant to sec. 27(4) of the Austrian Income Tax Act, including cash settlements, option premiums received and income from the sale or other realisation of forward contracts like options, futures and swaps and other derivatives such as index certificates.

Also the withdrawal of the Securities from a bank deposit (*Depotentnahme*) and circumstances leading to a loss of Austria's taxation right regarding the Securities *vis-à-vis* other countries, e.g., a relocation from Austria (*Wegzug*), are in general deemed to constitute a sale (*cf.* sec. 27(6)(1) of the Austrian Income Tax Act).

Individuals subject to unlimited income tax liability in Austria holding the Securities as a non-business asset are subject to income tax on all resulting investment income pursuant to sec. 27(1) of the Austrian Income Tax Act. In case of investment income with an Austrian nexus (*inländische Einkünfte aus Kapitalvermögen*), basically meaning income that is paid by an Austrian paying agent (*auszahlende Stelle*) or an Austrian custodian agent (*depotführende Stelle*), the income is subject to a withholding tax of 25%; no additional income tax is levied over and above the amount of tax withheld (final taxation pursuant to sec. 97(1) of the Austrian Income Tax Act). In case of investment income without an Austrian nexus, the income must be included in the income tax return and is subject to a flat income tax rate of 25%. In both cases upon application the option exists to tax all income subject to the tax rate of 25% at the lower progressive income tax rate (option to regular taxation pursuant to sec. 27a(5) of the Austrian Income Tax Act). Sec. 27(8) of

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the Austrian Income Tax Act, *inter alia*, provides for the following restrictions on the offsetting of losses: negative income from realized increases in value and from derivatives may not be offset against interest and other claims against credit institutions as well as income from Austrian or foreign private law foundations and comparable legal estates (*privatrechtliche Stiftungen und damit vergleichbare Vermögensmassen*); income subject to the flat tax rate of 25% may not be offset against income subject to the progressive income tax rate (this equally applies in case of an exercise of the option to regular taxation); negative investment income not already offset against positive investment income may not be offset against other types of income.

Individuals subject to unlimited income tax liability in Austria holding the Securities as a business asset are subject to income tax on all resulting investment income pursuant to sec. 27(1) of the Austrian Income Tax Act. In case of investment income with an Austrian nexus (as described above) the income is subject to a withholding tax of 25%. While this withholding tax has the effect of final taxation for income from the letting of capital, income from realised increases in value and income from derivatives must on the other hand be included in the income tax return (nevertheless flat income tax rate of 25%). In case of investment income without an Austrian nexus, the income must always be included in the income tax return (generally flat income tax rate of 25%). In both cases upon application the option exists to tax all income subject to the tax rate of 25% at the lower progressive income tax rate (option to regular taxation pursuant to sec. 27a(5) of the Austrian Income Tax Act). Pursuant to sec. 6(2)(c) of the Austrian Income Tax Act, depreciations to the lower fair market value and losses from the sale, redemption and other realisation of financial assets and derivatives in the sense of sec. 27(3) and (4) of the Austrian Income Tax Act, which are subject to the special tax rate of 25%, are primarily to be offset against income from realised increases in value of such financial assets and derivatives and with appreciations in value of such assets; only half of the remaining negative difference may be offset against other types of income (and carried forward).

Corporations subject to unlimited corporate income tax liability in Austria are subject to corporate income tax on interest from the Securities at a rate of 25%. In case of investment income with an Austrian nexus (as described above) the income is subject to a withholding tax of 25%, which can be credited against the corporate income tax liability. However, under the conditions set forth in sec. 94(5) of the Austrian Income Tax Act no withholding tax is levied in the first place. Income from the sale of the Securities is subject to corporate income tax of 25%. Losses from the sale of the Securities can be offset against other income (and carried forward).

Private foundations (*Privatstiftungen*) pursuant to the Austrian Private Foundations Act (*Privatstiftungsgesetz*) fulfilling the prerequisites contained in sec. 13(3) and (6) of the Austrian Corporate Income Tax Act (*Körperschaftsteuergesetz*) and holding the Securities as a non-business asset are subject to interim taxation at a rate of 25% on interest income, income from realised increases in value and income from derivatives (*inter alia*, if the latter are in the form of securities). Interim tax does not fall due insofar as distributions subject to withholding tax are made to beneficiaries in the tax period. In case of investment income with an Austrian nexus (as described above) the income is in general subject to a withholding tax of 25%, which can be credited against the tax falling due. Under the conditions set forth in sec. 94(12) of the Austrian Income Tax Act no withholding tax is levied.

Pursuant to sec. 93(6) of the Austrian Income Tax Act, the Austrian custodian agent is obliged to automatically offset negative investment income against positive investment income, taking into account all of a taxpayer's bank deposits with the custodian agent. If negative and at the same time or later positive income is earned, then the negative income is to be offset against the positive income. If positive and later negative income is earned, then the withholding tax on the positive income is to be credited, with such tax credit being limited to 25% of the negative income. In certain cases, the offsetting is not permissible. The custodian agent has to issue a written confirmation on the offsetting of losses for each bank deposit.

Pursuant to sec. 188 of the Austrian Investment Funds Act 2011 as changed in the course of the implementation of Directive 2011/61/EU and as applicable to business years of investment funds

starting after 21 July 2013, the term "foreign investment fund" comprises (i) undertakings for collective investment in transferable securities the state of origin of which is not Austria; (ii) alternative investment funds pursuant to the Austrian Act on Alternative Investment Fund Managers (*Alternative Investmentfonds Manager-Gesetz*) the state of origin of which is not Austria; and (iii) secondarily, undertakings subject to a foreign jurisdiction, irrespective of the legal form they are organized in, the assets of which are invested according to the principle of risk-spreading on the basis either of a statute, of the undertaking's articles or of customary exercise, if one of the following conditions is fulfilled: (a) the undertaking is factually, directly or indirectly, not subject to a corporate income tax in its state of residence that is comparable to Austrian corporate income tax; (b) the profits of the undertaking are in its state of residence subject to corporate income tax that is comparable to Austrian corporate income tax, at a rate of less than 15%; or (c) the undertaking is subject to a comprehensive personal or material tax exemption in its state of residence. Certain collective investment vehicles investing in real estate are exempted. To date no guidance has been issued by the tax authorities on the interpretation of this new provision. In case of a qualification as a foreign investment fund the tax consequences would substantially differ from those described above.

### **EU withholding tax**

Sec. 1 of the Austrian EU Withholding Tax Act (*EU-Quellensteuergesetz*) – implementing Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments – provides that interest payments paid or credited by an Austrian paying agent (*Zahlstelle*) to a beneficial owner who is an individual resident in another EU member state (or in certain dependent or associated territories, which currently include Anguilla, Aruba, the British Virgin Islands, Curaçao, Guernsey, the Isle of Man, Jersey, Montserrat, Sint Maarten and the Turks and Caicos Islands) are subject to a withholding tax of 35% if no exception from such withholding applies. Sec. 10 of the Austrian EU Withholding Tax Act provides for an exemption from EU withholding tax if the beneficial owner presents to the paying agent a certificate drawn up in his/her name by the competent authority of his/her member state of residence for tax purposes, indicating the name, address and tax or other identification number or, failing such, the date and place of birth of the beneficial owner, the name and address of the paying agent, and the account number of the beneficial owner or, where there is none, the identification of the security; such certificate shall be valid for a period not exceeding three years. It is expected that changes to the EU Withholding Tax Act – implementing Council Directive 2014/48/EU of 24 March 2014 amending Directive 2003/48/EC on taxation of savings income in the form of interest payments – will enter into effect by 1 January 2017.

Regarding the issue of whether also index certificates are subject to the EU withholding tax, the Austrian tax authorities distinguish between index certificates with and without a capital guarantee, a capital guarantee being the promise of repayment of a minimum amount of the capital invested or the promise of the payment of interest. The exact tax treatment of index certificates furthermore depends on their underlying.

Pursuant to guidelines published by the Austrian Federal Ministry of Finance, income from warrants, pursuant to which an investor is entitled (but not obliged) to buy or sell a specified underlying at a specific price or to receive or pay a difference amount relating to the value of such underlying at a predetermined date (*Optionsscheine*), does not qualify as interest within the meaning of the Austrian EU Withholding Tax Act.

### **Tax treaty between Austria/Switzerland and Austria/Liechtenstein**

On 1 January 2013 the Treaty between the Republic of Austria and the Swiss Confederation on Cooperation in the Areas of Taxation and Capital Markets entered into force. A similar treaty between the Republic of Austria and the Principality of Liechtenstein has been applicable as of 1 January 2014. These treaties provide that a Swiss, respectively Liechtenstein, paying agent has to withhold a tax amounting to 25%, on, *inter alia*, interest income, dividends and capital gains from assets booked with an account or deposit of such Swiss, respectively Liechtenstein, paying agent, if the relevant holder of such assets (*i.e.* in general individuals on their own behalf and as

beneficial owners of assets held by a domiciliary company (*Sitzgesellschaft*) is tax resident in Austria. The same applies to such income from assets managed by a Liechtenstein paying agent if the relevant holder of the assets (*i.e.* in general individuals as beneficial owners of a transparent structure) is tax resident in Austria. For Austrian income tax purposes the withholding tax has the effect of final taxation regarding the underlying income if the Austrian Income Tax Act provides for the effect of final taxation for such income. The treaties, however, do not apply to interest covered by the agreements between the European Community and the Swiss Confederation, respectively Liechtenstein, regarding Council Directive 2003/48/EC on taxation of savings income in the form of interest payments. The taxpayer can opt for voluntary disclosure instead of the withholding tax by expressly authorising the Swiss, respectively Liechtenstein, paying agent to disclose to the competent Austrian authority the income and capital gains; these subsequently have to be included in the income tax return.

### **Austrian inheritance and gift tax**

Austria does not levy inheritance or gift tax.

However, it should be noted that certain gratuitous transfers of assets to (Austrian or foreign) private law foundations and comparable legal estates (*privatrechtliche Stiftungen und damit vergleichbare Vermögensmassen*) are subject to foundation transfer tax (*Stiftungseingangssteuer*) pursuant to the Austrian Foundation Transfer Tax Act (*Stiftungseingangssteuergesetz*). Such tax is triggered if the transferor and/or the transferee at the time of transfer have a domicile, their habitual abode, their legal seat or their place of effective management in Austria. Certain exemptions apply in case of a transfer *mortis causa* of financial assets within the meaning of sec. 27(3) and (4) of the Austrian Income Tax Act (except for participations in corporations) if income from such financial assets is subject to the special tax rate of 25%. The tax basis is the fair market value of the assets transferred minus any debts, calculated at the time of transfer. The tax rate is in general 2.5%, with a higher rate of 25% applying in special cases. As of 1 January 2014 special provisions have applied to entities falling under the scope of the tax treaty between Austria and Liechtenstein.

In addition, a special notification obligation exists for gifts of money, receivables, shares in corporations, participations in partnerships, businesses, movable tangible assets and intangibles. The notification obligation applies if the donor and/or the donee have a domicile, their habitual abode, their legal seat or their place of effective management in Austria. Not all gifts are covered by the notification obligation: In case of gifts to certain related parties, a threshold of EUR 50,000 per year applies; in all other cases, a notification is obligatory if the value of gifts made exceeds an amount of EUR 15,000 during a period of five years. Furthermore, gratuitous transfers to foundations falling under the Austrian Foundation Transfer Tax Act described above are also exempt from the notification obligation. Intentional violation of the notification obligation may lead to the levying of fines of up to 10% of the fair market value of the assets transferred.

## **6. EU Savings Directive**

Under EC Council Directive 2003/48/EC on the taxation of savings income (the "**EU Savings Directive**"), Member States are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State or to certain limited types of entities established in that other Member State. Luxembourg and Austria are instead required to operate a withholding system in relation to such payments. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

With new Council Directive 2014/48/EU of 24 March 2014 the existing provisions of Directive 2003/48/EC on the taxation of savings income in the form of interest payments will be expanded selectively. It is foreseen that the expanded rules will apply as of 1 January 2017. However, it is offering that in the context of an amendment to the Council Directive on administrative cooperation in

the field of taxation (Directive 2011/16/EU), an automatic exchange of information on investment income within the EU is established, which is based on the format established by the OECD called Common Reporting Standard (CRS). This new global standard for automatic exchange of information on investment income shall completely replace the EU Savings Directive.

## **7. Switzerland**

*The following discussion is a summary of certain material Swiss tax considerations relating to (i) securities issued by any of the issuers where the holder is tax resident in Switzerland or has a tax presence in Switzerland or (ii) securities where the paying agent, custodian or securities dealer is located in Switzerland. The discussion is based on legislation as of the date of this Base Prospectus. It does not aim to be a comprehensive description of all the Swiss tax considerations that may be relevant for a decision to invest in securities. The tax treatment for each investor depends on the particular situation. All investors are advised to consult with their professional tax advisors as to the respective Swiss tax consequences of the purchase, ownership, disposition, lapse, exercise or redemption of securities (or options embedded therein) in light of their particular circumstances.*

### **Swiss Withholding Tax**

Dividend, interest and other payments by an issuer on securities it issues are not subject to Swiss federal withholding tax provided that the respective issuer is at all times resident and managed outside Switzerland for Swiss tax purposes.

On 24 August 2011 the Swiss Federal Council issued draft legislation, which, if enacted, may require a paying agent in Switzerland to deduct Swiss withholding tax at a rate of 35 per cent. on any payment of interest in respect of a security to an individual resident in Switzerland. If this legislation or similar legislation were enacted and a payment in respect of a security were to be made or collected through Switzerland and an amount of, or in respect of, Swiss withholding tax were to be deducted or withheld from that payment, neither the issuer, nor any paying agent nor any other person would pursuant to the general terms and conditions of the securities be obliged to pay additional amounts with respect to any security as a result of the deduction or imposition of such withholding tax.

### **Income Taxation**

#### ***Securities held as Private Assets by a Swiss Resident Holder***

##### **(a) Structured Products**

If a security classifies as a structured product, its income taxation depends on whether the bond and the derivative financial instrument(s) embedded therein are recorded separately from each other and whether the security classifies as a structured product with or without a predominant one-time interest payment.

*Non-transparent derivative financial instruments:* If the embedded bond is not recorded separately from the embedded derivative financial instrument(s), the security classifies as non-transparent structured product and any return over the initial investment classifies as a taxable interest payment. Non-transparent derivative financial instruments generally include a predominant one-time interest payment. If so, Swiss resident private investors will be taxed on any interest payments and on any gains, including capital and foreign exchange gains, realised on the securities (differential taxation method). *Transparent derivative financial instruments without a predominant one-time interest payment:* If the embedded bond is recorded separately from the embedded derivative financial instrument(s) and the yield-to-maturity predominantly derives from periodic interest payments and not from a one-time interest-payment (see below "—Transparent derivative financial instruments with a predominant one-time interest payment"), then any periodic interest payment and the one-time interest payment is taxed when paid to the holder of the security. A gain, including

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interest accrued, realised on the sale of a security is a tax-free private capital gain, whereas a loss is a non-tax-deductible private capital loss (see below "Capital Gains Taxation – Securities held as Private Assets by a Swiss Resident Holder"). The same applies if the security is redeemed except that interest accrued is taxed when paid.

*Transparent derivative financial instruments with a predominant one-time interest payment:* If the embedded bond is recorded separately from the embedded derivative financial instrument(s) and the yield-to-maturity predominantly derives from a one-time interest-payment such as an original issue discount or a repayment premium, and not from periodic interest payments, then any periodic interest payments at sale or redemption of the security as well as the difference between the value of the embedded bond at sale or redemption and its value at issuance or purchase, as applicable, converted, in each case, into Swiss francs at the rate of exchange prevailing at the time of sale, redemption, issuance or purchase constitutes taxable income (modified differential taxation method). A value decrease on the embedded bond realised on the sale or redemption of the security may be offset against any gains (including periodic interest payments) realised within the same taxation period from all financial instruments with a predominant one-time interest payment. Any residual return realised on the embedded derivative financial instrument(s) is a tax-free private capital gain, and any residual loss is a non-tax-deductible private capital loss (see below "Capital Gains Taxation – Securities held as Private Assets by a Swiss Resident Holder").

### (b) Notes

*Notes without a predominant one-time interest payment:* If a security classifies as a pure bond without a predominant one-time interest payment (the yield-to-maturity predominantly derives from periodic interest payments and not from a one-time interest-payment), Swiss resident private investors will be taxed on the periodic and any one-time interest payments, converted into Swiss francs at the rate of exchange prevailing at the time of payment. A gain, including interest accrued, realised on the sale of a security is a tax-free private capital gain, whereas a loss is a non-tax-deductible private capital loss (see below "Capital Gains Taxation – Securities held as Private Assets by a Swiss Resident Holder").

*Notes with a predominant one-time interest payment:* If a security classifies as a pure bond with a predominant one-time interest payment (the yield-to-maturity predominantly derives from a one-time interest-payment such as an original issue discount or a repayment premium and not from periodic interest payments), Swiss resident private investors will be taxed on any periodic interest payments and on any gains, including capital and foreign exchange gains, realised on the securities (differential taxation method).

### (c) Pure Derivative Financial Instruments

Periodic and one-time dividend equalisation payments realised on a security which classifies as a pure derivative financial instrument (such as pure call and put options, including low exercise price options with a maturity not exceeding one year, pure futures, static certificates replicating an index or a basket of at least five shares and with a fixed maturity or an annual redemption right) and which is held as part of their private assets constitute taxable investment income. Any other return will be classified as a tax-exempt capital gain or a non-tax deductible capital loss (see below "Capital Gains Taxation – Securities held as Private Assets by a Swiss Resident Holder").

### (d) Low Exercise Price Options (LEPO)

According to the current practice of the Swiss Federal Tax Administration, low exercise price options are given if the *Underlying* has been pre-financed by at least 50 per cent. at the time of issuance.

For low exercise price options with a maturity exceeding one year, the interest component of the low exercise price option (i.e. issue discount) constitutes taxable investment income.

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Any other return will be classified as a tax-exempt capital gain or a non-tax deductible capital loss (see below "Capital Gains Taxation – Securities held as Private Assets by a Swiss Resident Holder").

### (e) Fund-like Products

An individual holding a fund-like product as part of private assets only receives taxable income (which he or she must report annually) over such portion of the distributions (in case the fund is distributing the income realised on the underlying investments) or earnings credits (in case the fund is reinvesting the income realised on the underlying investment) as derived from dividends and interest (less attributable costs) on the underlying instruments. Any distributions or credits deriving from capital gains realised on the underlying investments constitute a tax-free private capital gain and any loss on the underlying investments is a non-tax-deductible private capital loss. Such taxation will only apply if dividend and interest income (less attributable costs) and capital gains and losses are reported and distributed separately. Any gain realised within a taxation period on the sale of a fund-like instrument (including accrued dividends and interest) is exempt from income taxation as a private capital gain, and, conversely, any loss realised is a non-tax-deductible capital loss (see below "Capital Gains Taxation – Securities held as Private Assets by a Swiss resident Holder").

### **Securities held as Assets of a Swiss Business**

Corporate entities and individuals who hold securities as part of a trade or business in Switzerland (in the case of residents abroad carried on through a permanent establishment or a fixed place of business in Switzerland) are required to recognise any payments on, and any capital gains or losses realised on the sale or redemption of, such securities (irrespective of their classification) in their income statement and will be taxed on any net taxable earnings for the respective taxation period.

The same taxation treatment also applies to Swiss-resident individuals who are classified by the tax authorities as "professional securities dealers" for reasons of, *inter alia*, frequent dealing and leveraged investments in securities.

### **Capital Gains Taxation**

#### ***Securities held as Private Assets by a Swiss Resident Holder***

A gain or a loss realised by an individual resident in Switzerland upon the sale or other disposal of a security held as part of his or her private assets, is a tax-free private capital gain or a non-tax deductible capital loss, respectively, unless such individual is classified by the tax authorities as a "professional securities dealer" for reasons of, *inter alia*, frequent dealing and leveraged investments in securities. If an individual is classified as "professional securities dealer" he or she will be taxed in accordance with the principles set forth above under "Securities held as Assets of a Swiss Business". Concerning the separation into a tax-exempt capital gains or non-tax deductible capital loss component, as applicable, and a taxable income component of a security, see the breakdown principles set forth above with regard to the different instruments under "Income Taxation – Securities held as Private Assets by a Swiss Resident Holder").

#### ***Securities held as Assets of a Swiss Business***

Capital gains realised on securities held as assets of a Swiss business are taxed in accordance with the taxation principles set forth above under "Income Taxation – Securities held as Swiss Business Assets".

### **Stamp Taxes**

#### ***Swiss Federal Issue Stamp Tax***

The securities are not subject to Swiss federal stamp tax on the issuance of securities.

### ***Swiss Federal Securities Turnover Tax***

Dealings in securities which classify as pure derivative financial instruments (such as pure call and put options, including low exercise price options (LEPOs) with a maturity not exceeding twelve months, pure futures with a maximal pre-financing of 25 per cent., static certificates replicating an index or a basket of at least five shares and with a fixed maturity or an annual redemption right) are not subject to the Swiss federal securities turnover tax.

Dealings in securities which have been issued by an issuer outside of Switzerland and which classify as structured products, share-like instruments (including Low Exercise Price Options on shares with a maturity exceeding twelve months) or fund-like instruments are subject to Swiss federal securities turnover tax of 0.3 per cent. on the consideration paid, however, only if a Swiss securities dealer (as defined in the Swiss federal stamp tax act) is a party or intermediary to the transaction and no exemption applies.

Dealings in bonds and structured products with a maturity not exceeding one year are exempt from Swiss federal securities turnover tax.

The delivery of an underlying taxable security at exercise or redemption to the holder of the security is subject to Swiss federal securities turnover tax of 0.3 per cent. in case a security issued by an issuer outside Switzerland is delivered, and of 0.15 per cent. in case a security issued by a domestic issuer is delivered, however, in each case, only if a Swiss domestic securities dealer (as defined in the Swiss federal stamp tax act) is a party or intermediary to the transaction and no exemption applies.

### **Gift, Inheritance and Estate Taxes**

Subject to an applicable international tax treaty in an international scenario, transfers of securities may be subject to cantonal and/or communal inheritance tax, estate tax or gift tax if the deceased person had his or her last domicile in Switzerland, the donor is resident in Switzerland, or in the case of a foreign deceased or donor the transfer involves an unincorporated business (partnership or sole proprietorship) in Switzerland and securities are held as part of such business. No such taxes exist at the federal level. Rates depend upon the existing relationship (i.e. the relationship between the deceased and the heirs, or between the donor and the donee) and the size of the inheritance or gift. Interspousal gifts and gifts to descendants, as well as inheritances collected by the surviving spouse and descendants are frequently exempt or taxed at very low rates (up to 6 per cent.). Gifts and inheritances received from unrelated persons attract rates ranging from 20 per cent. to 40 per cent. The taxable base is usually the market value of the property transferred.

### **Net Worth and Capital Taxes**

A holder of securities who is a resident individual in Switzerland or is a non-Swiss resident holding securities as part of a Swiss business operation or a Swiss permanent establishment, is required to report securities as part of private assets or as part of Swiss business assets, as applicable, and is subject to annual cantonal and/or communal private wealth tax on any net taxable wealth (including the securities); in the case of a non-Swiss resident individual holding securities as part of a Swiss business operation or a Swiss permanent establishment to the extent the aggregate taxable wealth is allocable to Switzerland. Incorporated holders of securities are subject to cantonal and communal capital tax on net taxable equity, in the case of non-Swiss resident incorporated holders to the extent the aggregate net taxable equity is allocable to Switzerland. No net worth and capital taxes exist at the federal level.

### ***Non-Swiss Resident Holders***

A holder of a security who is not resident in Switzerland for tax purposes and who during the taxation period has not engaged in trade or business carried on through a business operation or permanent establishment in Switzerland, will be subject to neither to income tax and capital gains tax nor net wealth or capital tax in Switzerland.



### EU Savings Tax

The Agreement between the European Community and the Confederation of Switzerland dated 26 October 2004 provides for measures equivalent to those laid down in the EU Savings Tax Directive and requires a Swiss paying agent to deduct EU savings tax on an interest payment to an individual resident in an EU member state. The tax is withheld at a rate of 35 per cent., with the option for the individual to have the paying agent and Switzerland provide to the tax authorities of the EU member state the details of the interest payments in lieu of the withholding. The individual may be entitled to a tax credit or refund of the withholding, provided that he or she is the beneficial owner of the interest payments and certain other conditions are met.

### Final Foreign Withholding Taxes

On 1 January 2013, treaties on final withholding taxes of Switzerland with the United Kingdom and Austria entered into force (each a **Contracting State**). The treaties require a Swiss paying agent, as defined in the treaties, to levy a flat-rate final withholding tax (*internationale Quellensteuer*) at rates specified in the treaties on certain capital gains and income items (interest, dividends, other income items), all as defined in the treaties, deriving from assets, including the Securities, as applicable, held in accounts or deposits with a Swiss paying agent by (i) an individual resident in a Contracting State or, (ii) if certain requirements are met, by a domiciliary company (*Sitzgesellschaft*), an insurance company in connection with a so-called insurance wrapper (*Lebensversicherungsmantel*) or other individuals if the beneficial owner is an individual resident in a Contracting State. The flat-rate tax withheld substitutes the ordinary income tax on the respective capital gains and income items in the Contracting State where the individual is tax resident. In order to avoid the withholding of the flat-rate tax by the Swiss paying agent, such individuals may opt for a disclosure of the respective capital gains and income items to the tax authorities of the Contracting State where they are tax residents. Switzerland may conclude similar treaties with other European countries.

## 8. Belgium

*The following is a general description of certain Belgian tax considerations relating to an investment in the Securities. It does not purport to be a complete analysis of all tax considerations relating to the Securities. Prospective purchasers of the Securities should consult their tax advisers as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of Belgium of acquiring, holding and disposing of the Securities. This summary is based upon the law as in effect on the date of this prospectus and is subject to any change in law that may take effect after such date.*

Any payment of interest (as defined by Belgian tax law) on the Securities made through a paying agent in Belgium will in principle be subject to Belgian withholding tax on the gross amount of the interest, currently at the rate of 25 per cent.

If the repurchase, redemption or exercise is in full or in part settled by means of a delivery of securities or other assets by the Issuer, interest includes any positive difference between the market value of those assets on the date of their payment or attribution and the initial issue price of the Securities. In the event interest is paid in the form of delivery of securities, the market value of those securities will be deemed at least equal to their value (prior to the date of the payment or attribution) as determined in the most recent publication by the Belgian Government of the value of securities listed on a Belgian stock exchange (such publication is issued monthly, on the 20th of each month) or on a similar foreign stock exchange.

For Belgian tax purposes, if interest is in a foreign currency, it is converted into euro on the date of payment or attribution.

On 25 January 2013, the Belgian tax authorities issued a circular letter on the Belgian tax treatment of income from structured securities characterised by an uncertain return on investment

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due to the variation of the coupons or the repayment terms at maturity, such as securities whose return is linked to the evolution of underlying products. According to the circular letter, the transfer of structured securities to a third party (other than the issuer) results in taxation as interest income of the "pro rata interest", calculated on an unclear formulae. In addition, any amount paid in excess of the initial issue price upon redemption or repayment of the structured securities is considered as interest for Belgian tax purposes. It is highly debatable whether the circular letter is in line with Belgian tax legislation. Furthermore, it is unclear whether the Belgian tax authorities will seek to apply the principles set out in the circular letter to the Securities.

It is assumed that any gains realised upon redemption or repayment by the Issuer will indeed be viewed as interest by the Belgian tax authorities (and any such gains are therefore referred to as "interest" for the purposes of the following paragraphs), but that the effective taxation of the "pro rata interest" in case of a sale to a third party (i.e. other than the Issuer) would not be possible, on the basis that it is currently impossible to determine the amount of the "pro rata interest".

### *Taxation applicable to individuals resident in Belgium*

Belgian resident individuals, ie individuals who are subject to Belgian personal income tax, who are holding the Securities as a private investment are normally subject to the following tax treatment with regard to the Securities in Belgium. Other rules may be applicable in certain specific cases, especially when the investors hold the Securities within the framework of their professional activity, or when transactions regarding the Securities fall outside the scope of the normal management of their own private estate.

Any periodic coupon payment as well as any cash payment and/or delivery of a physical delivery amount made by the Issuer in excess of the issue price (upon full or partial redemption, whether or not at maturity, or upon purchase by the issuer) will be treated as interest for Belgian tax purposes and will be subject to a Belgian withholding tax of 25 per cent (calculated on the interest received after deduction of any non-Belgian withholding taxes) if collected through a financial intermediary established in Belgium. If Belgian withholding tax has been withheld, the income will not be taxed further, and need not be reported in the tax return.

Nevertheless, Belgian resident individuals may elect to declare interest on the Securities in their personal income tax return. Also, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return. Interest income which is declared this way will in principle be taxed at a flat rate of 25 % (or at the relevant progressive personal income tax rate(s), taking into account the taxpayer's other declared income, whichever is more beneficial) and no local surcharges will be due. The Belgian withholding tax levied may be credited against the income tax liability.

Belgian resident individuals are currently not liable to Belgian income tax on the capital gains (if any) realised upon disposal of the Securities to a third party, provided that the Securities have not been used for their professional activity and that the capital gain is realised within the framework of the normal management of their private estate. Capital losses realised upon disposal of the Securities held as a non-professional investment are in principle not tax deductible

### *Taxation applicable to Belgian corporations*

Companies that are subject to Belgian corporate tax are normally subject to the tax treatment described below with regard to the Securities.

Interest received by Belgian resident companies on the Structured Securities will be subject to Belgian corporate income tax at the applicable corporate income tax rates (the ordinary corporate income tax rate is 33.99 %, but lower rates apply to small income companies under certain conditions). If the income has been subject to a foreign withholding tax, a foreign tax credit will be applied on the Belgian tax due. For interest income, the foreign tax credit is generally equal to a fraction where the numerator is equal to the foreign tax and the denominator is equal to 100 minus the rate of the foreign tax, up to a maximum of 15/85 of the net amount received (subject to some

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further limitations). Capital losses are in principle tax deductible. The income which is treated as interest for Belgian tax purposes is subject to a Belgian withholding tax of 25 per cent if it is collected through a financial intermediary established in Belgium. An exemption of withholding tax may apply if certain formalities are complied with. For zero or capitalisation bonds, an exemption will only apply if the Belgian company and the Issuer are associated companies within the meaning of article 105, 6° of the Royal Decree of 27 August 1993 implementing the Belgian Income Tax Code of 1992.

Belgian withholding tax, if due, can be offset against the investor's corporate tax, but only in proportion to the period during which the company held the Securities.

Capital gains realised on the sale of the Securities are taxable, irrespective of whether such Structured Securities relate to shares or other assets or indices, while capital losses are in principle tax deductible.

### *Taxation applicable to entities subject to the legal entities' tax*

Belgian non-profit legal entities, ie entities that are subject to the Belgian tax on legal entities, are subject to the following tax treatment with respect to the Securities in Belgium.

Any periodic coupon payment as well as any cash payment and/or delivery of a physical delivery amount made by the issuer in excess of the issue price (upon full or partial redemption, whether or not at maturity, or upon purchase by the issuer) will be subject to a Belgian withholding tax of 25 per cent if collected through a financial intermediary established in Belgium. If Belgian withholding tax has been withheld, the interest will not be taxed further. Holders of the Securities who collect the payment abroad without Belgian withholding tax are required to declare this income and to pay the withholding tax on their own initiative.

Capital gains realised on the sale of the Securities to third parties on the secondary market before maturity are generally not taxable for Belgian non-profit legal entities. Capital losses realized on a sale of the Securities are not tax deductible.

### *Taxation applicable to Organisations for Financing Pensions ("OFP")*

Income from the Securities, including capital gains realized on a sale or settlement of the Securities, derived by Organisations for Financing Pensions will be exempt from Belgian corporate income tax. Subject to certain conditions, any Belgian withholding tax levied on the interest will be fully creditable against any corporate income tax due and any excess amount will in principle be refundable.

### *Taxation applicable to non-Belgian residents*

Investors who are non-residents of Belgium for Belgian tax purposes and are not holding the Securities through a Belgian establishment and do not invest the Securities in the course of their Belgian professional activity will in principle not incur or become liable for any Belgian tax on income or capital gains (save as the case may be, in the form of withholding tax).

Any periodic coupon payment as well as any cash payment and/or delivery of a physical delivery amount made by the issuer in excess of the issue price (upon full or partial redemption, whether or not at maturity, or upon purchase by the issuer) will be subject to a Belgian withholding tax of 25 per cent if collected through a financial intermediary established in Belgium, unless the investor is resident in a country with which Belgium has concluded a double taxation agreement and delivers the requested affidavit. If the income is not collected through a financial institution or other intermediary established in Belgium, no Belgian withholding tax is due.

Non-resident investors that do not hold the Securities through a Belgian establishment can also obtain an exemption of Belgian withholding tax on interest from the Securities paid through a Belgian credit institution, a Belgian stock market company or a Belgian-recognized clearing or settlement institution, provided that they deliver an affidavit from such institution or company confirming (i) that the investors are non-residents, (ii) that the Securities are held in full ownership or in usufruct and (iii) that the Securities are not held for professional purposes in Belgium.

### *Inheritance duties*

No Belgian inheritance duties will be due in respect of the Securities if the deceased holder of the Securities was not a Belgian resident at the time of his or her death, even if the Securities were held in custody in Belgium.

### *Tax on stock exchange transactions*

Secondary market trades in respect of the Securities may give rise to a tax on stock exchange transactions of 0.09% (*taks op beursverrichtingen / taxe sur les opérations de bourse*) if they are carried out through a financial institution established in Belgium. The tax is due both on the sale and the acquisition leg of the transaction. The amount of the tax, however, is currently capped at EUR 650 per party and per transaction, and various types of investors (including credit institutions, insurance companies, pension funds and all non-residents of Belgium) are exempted from this tax.

The European Commission has published a proposal for a Directive for a common financial transactions tax (the "**FTT**"). The proposal currently stipulates that once the FTT enters into force, the participating Member States shall not maintain or introduce taxes on financial transactions other than the FTT (or VAT as provided in the Council Directive 2006/112/EC of November 28, 2006 on the common system of value added tax). For Belgium, the tax on stock exchange transactions should thus be abolished once the FTT enters into force. The proposal is still subject to negotiation between the participating Member States and therefore may be changed at any time.

## **EU Savings Directive**

The EC Council Directive 2003/48/EC on the taxation of savings income (the "**Savings Directive**"), requires Member States to provide to the tax authorities of other Member States details of payments of interest and other similar income paid by a paying agent located within its jurisdiction to, or for the benefit of, an individual or residual entity resident in that other Member State (hereinafter "**Disclosure of Information Method**"), except that Austria and Luxembourg may instead impose a withholding system (hereinafter "**Source Tax**") for a transitional period (subject to a procedure whereby, on meeting certain conditions, the beneficial owner of the interest or other income may request that no tax be withheld), unless during such period they elect otherwise.

### *Individuals not resident in Belgium*

Interest paid or collected through Belgium on the Securities and falling under the scope of application of the Savings Directive will be subject to the Disclosure of Information Method.

### *Individuals resident in Belgium*

An individual resident in Belgium will be subject to the provisions of the Savings Directive, if he receives interest payments from a paying agent (within the meaning of the Savings Directive) established in another EU Member State, Switzerland, Liechtenstein, Andorra, Monaco, San Marino, Curaçao, Bonaire, Saba, Sint Maarten, Sint Eustatius (formerly the Netherlands Antilles), Aruba, Guernsey, Jersey, the Isle of Man, Montserrat, the British Virgin Islands, Anguilla, the Cayman Islands or the Turks and Caicos Islands.

If the interest received by an individual resident in Belgium has been subject to a Source Tax, such Source Tax does not liberate the Belgian individual from declaring the interest income in its personal income tax declaration. The Source Tax will be credited against the personal income tax. If the Source Tax withheld exceeds the personal income tax due, the excess amount will be reimbursed, provided it reaches a minimum of Euro 2.5.

## 9. France

*The following is a summary based on the laws and regulations in full force and effect in France as at the date of this Base Prospectus, which may be subject to change in the future, potentially with retroactive effect. Investors should be aware that the comments below are of a general nature and do not constitute tax advice and should not be understood as such. Prospective investors are therefore advised to consult their own qualified advisors so as to determine, in the light of their individual situation, the tax consequences of the purchase, holding, redemption or sale of the Securities.*

### **Implementation of the Savings Directive in France**

The Directive 2003/48/EC has been implemented into French law under Article 242 *ter* of the French *Code général des impôts*, which imposes on paying agents based in France an obligation to report to the French tax authorities certain information with respect to interest payments made to beneficial owners resident in another Member State, including, the identity and address of the beneficial owner and a detailed list of different categories of interest paid to the beneficial owner.

### **Withholding taxes**

The following is a summary addressing only the French compulsory withholding tax treatment of income arising from the holding of the Securities. This summary is prepared on the assumption that the Issuer is not and will not be a French resident for French tax purposes and the Securities (and any transactions in connection with the Securities) are not and will not be attributed or attributable to a French branch, permanent establishment or other fixed place of business of the Issuer in France.

All payments by the Issuer in respect of the Securities will be made free of any compulsory withholding or deduction for or on account of any income tax imposed, levied, withheld, or assessed by France or any political subdivision or taxing authority thereof or therein.

However, if the Securities are treated (based on their individual terms and conditions) as debt instruments for tax purposes, pursuant to Article 125 A of the French *Code général des impôts*, interest and assimilated income paid by a paying agent established in France and received by individuals who are fiscally domiciled (*domiciliés fiscalement*) in France are subject to a 24% withholding tax (which is deductible from their personal income tax liability in respect of the year in which the payment has been made). Social contributions (CSG, CRDS and other related contributions) are also levied by way of withholding tax at an aggregate rate of 15.5% on such interest and assimilated income.

### **Transfer tax and other taxes**

The following may be relevant in connection with Securities which may be settled, redeemed or repaid by way of physical delivery of certain listed shares (or certain assimilated securities) issued by an issuer located in France.

Pursuant to Article 235 *ter* ZD of the French *Code général des impôts*, a financial transaction tax (the **Financial Transaction Tax**) applies to any acquisition for consideration, resulting in a transfer of ownership, of an equity security (titre de capital) within the meaning of Article L 212-1 A of the French *Code monétaire et financier*, or of an assimilated equity security, within the meaning of Article L 211-41 of the French *Code monétaire et financier*, admitted to trading on a recognised stock exchange when the said security is issued by a company whose registered office is situated in France and whose market capitalisation exceeds EUR1 billion on 1 December of the year preceding the year in which the acquisition occurs. The rate of the Financial Transaction Tax is 0.2% of the acquisition value of the securities. There are a number of exemptions from the

Financial Transaction Tax and prospective investors should revert to their counsel to identify whether they can benefit from them.

If the Financial Transaction Tax applies to an acquisition of shares, this transaction is exempt from transfer taxes (*droits de mutation à titre onéreux*) which generally apply at a rate of 0.1% to the sale of shares issued by a company whose registered office is situated in France, provided that in case of shares listed on a recognised stock exchange, transfer taxes are due only if the transfer is evidenced by a written deed or agreement.

### 10. Italy

The statements herein regarding taxation are based on the laws in force in Italy as at the date of this Base Prospectus and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to subscribe for, purchase, own or dispose of the Securities and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules. The following summary does not analyse the tax issues that may arise from the Physical Delivery on redemption or settlement of the Securities and in case of Substitution of the Issuer (see previous § 13 of the General Conditions). Prospective purchasers of the Securities are advised to consult their own tax advisers concerning the overall tax consequences of their ownership of the Securities.

#### **Tax treatment of the Securities**

The Securities may be subject to different tax regimes depending on whether:

- they represent derivative financial instruments through which the Securityholder purchases indirectly underlying financial instruments; or
- they represent a debt instrument implying a "use of capital" (*impiego di capitale*), through which the Securityholder transfers to the Issuer a certain amount of capital, for the economic exploitation of the same, subject to the unconditional right to obtain the entire reimbursement of such amount at maturity; or
- they represent a debt instrument implying a "use of capital" (*impiego di capitale*), through which the Securityholder transfers to the Issuer a certain amount of capital, for the economic exploitation of the same, and qualifying as atypical securities according to Article 8 of Law Decree N° 512 of 30 September 1983.

#### ***Securities representing derivative financial instruments***

Payments as well as capital gains, in respect of Securities which qualify as derivative financial instruments, received and/ or realised by Securityholders (not engaged in entrepreneurial activities to which the Securities are connected) which are Italian resident individuals on the sale or transfer for consideration of the Securities or redemption thereof are subject to a 26 per cent. capital gains tax, which applies under the following taxation regimes "*Regime della dichiarazione*", "*Regime del risparmio amministrato*" and "*Regime del risparmio gestito*" as described under paragraph "Capital Gains Tax" below.

#### ***Capital Gains Tax***

A 26 per cent. capital gains tax (*imposta sostitutiva*) is applicable on any capital gain realised on the disposal of the Securities by Securityholders included among the following categories of Italian resident persons: (i) individuals not engaged in an entrepreneurial activity to which the Securities are effectively connected, (ii) non commercial partnerships or *de facto* partnerships, (iii) private or public institutions not carrying out mainly or exclusively commercial activities, or (iv) investors exempt from Italian corporate taxation ("**IRES**").

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In respect of the application of *imposta sostitutiva*, taxpayers may opt for one of the three regimes described below:

- (a) Under the *Regime della dichiarazione*, which is the default regime for Italian resident individuals not engaged in an entrepreneurial activity to which the Securities are effectively connected, the *imposta sostitutiva* on capital gains will be chargeable, on a cumulative basis, on all capital gains, net of any off-settable capital losses, realised by the Italian resident individual holding the Securities. In this instance, "capital gains" means any capital gain not connected with an entrepreneurial activity pursuant to all sales or redemptions of the Securities carried out during any given fiscal year. Italian resident individuals holding the Securities not in connection with an entrepreneurial activity must report the overall amount of the capital gains realised in any fiscal year, net of any off-settable capital losses, in the annual tax return and pay the *imposta sostitutiva* on those capital gains together with any balance income tax due for such year. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding fiscal years.
- (b) As an alternative to the tax declaration regime, Italian resident individual holding the Securities not in connection with an entrepreneurial activity may elect to pay the *imposta sostitutiva* separately on any capital gain realised on each sale or redemption of the Securities (*Regime del risparmio amministrato*). Such separate taxation of capital gains is allowed subject to:
  - (i) the Securities being deposited with Italian banks, SIMs or certain authorised financial intermediaries; and
  - (ii) an express election for *Regime del risparmio amministrato* being timely made in writing by the relevant Securityholder.

The depository must account for the *imposta sostitutiva* in respect of any capital gain realised on each sale or redemption of the Securities (as well as in respect of any capital gain realised upon the revocation of its mandate), net of any incurred capital loss. The depository must also pay the relevant amount to the Italian tax authority on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Securityholder or using funds provided by the Securityholder for this purpose. Under the *Regime del risparmio amministrato*, where a sale or redemption of the Securities results in a capital loss, such capital loss may be deducted from any capital gain subsequently realised, within the same Securities management, in the same fiscal year or in the following fiscal years up to the fourth. Under the *Regime del risparmio amministrato*, the Securityholder is not required to declare the capital gains in the annual tax return.

- (c) In the *Regime del risparmio gestito*, any capital gain realised by Italian resident individuals holding the Securities not in connection with an entrepreneurial activity who have entrusted the management of their financial assets, including the Securities, to an authorised intermediary, will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year-end, and subject to the *imposta sostitutiva*, to be paid by the managing authorised intermediary. Any depreciation of the managed assets accrued at year-end may be carried forward against increase in value of the managed assets accrued in any of the four succeeding fiscal years. The Securityholder is not required to report the capital gains realised in the annual tax return.

Any capital gain deriving from the sale or redemption of the Securities and realised by Italian resident companies (including Italian permanent establishments of foreign entities to which the Securities are connected), similar commercial entity, commercial partnership or Italian resident individuals engaged in an entrepreneurial activity to which the Securities are effectively connected would not be subject to *imposta sostitutiva*, but must be included in the relevant Securityholder's income tax return and therefore subject to the general Italian corporate tax regime (corporate income tax, IRES, is currently applicable at a rate of 27.5 per cent.) or to personal income taxation (as business income), as the case may be, according to the ordinary rules. In certain

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circumstances, depending on the "status" of the Securityholder, such proceeds may also have to be included in its taxable base for regional income tax on productive activities (IRAP, currently applicable at a rate of 3.5 per cent.; the IRAP rate may be increased in certain Italian regions also in accordance with the provisions of Law Decree No. 93 of 27 May 2008, which has been converted into Law No. 126 of 24 July 2008; the IRAP rate has also been increased to 4.20 per cent. and 5.30 per cent. by article 2(1) lett. (a) and (b) of Law Decree no. 66 of 24 April 2014 for the categories of companies indicated, respectively, under article 6 and article 7 of Legislative Decree no. 446 of 15 December 1997).

Capital gains realised on Securities held by Italian investment funds, *Fondi Lussemburghesi Storici* and SICAV will not be subject to *imposta sostitutiva*, but will be included in the annual accrued increase of their net asset value. The net asset value will not be subject to tax with the investment funds, *Fondi Lussemburghesi Storici* or the SICAV, but any distribution or any other income received upon redemption or disposal of the units or of the shares by the unitholders or shareholders may be subject to a withholding tax of 26 per cent..

Capital gains realized on Securities held by real estate funds to which the provisions of Law Decree N° 351 of 25 September 2001, as subsequently amended, apply, will neither be subject to any *imposta sostitutiva*, nor to any other income tax with the fund. Generally any distribution or any other income received upon redemption or disposal of the units by the unitholders may be subject to a withholding tax of 26 per cent..

Capital gains on the Securities held by an Italian resident pension fund (subject to the regime provided for by Article 17 of the Italian Legislative Decree N°252 of 5 December 2005) will not be subject to *imposta sostitutiva*, but will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to an 11 per cent. substitute tax (11.5 per cent. until the 31st December 2014).

Capital gains realised by non-Italian resident Securityholders are not subject to Italian taxation provided that the Securities are held outside Italy or the capital gain derives from transaction executed in regulated market.

### ***Securities having 100% capital protection guaranteed by the Issuer***

Legislative Decree N°. 239 of 1 April 1996, as a subsequently amended, (the "**Decree N°. 239**") provides for the applicable regime with respect to the tax treatment of interest, premium and other income (including the difference between the redemption amount and the issue price) from securities falling within the category of bonds (*obbligazioni*) or debentures similar to bonds (*titoli similari alle obbligazioni*) issued, *inter alia*, by banks and by non-Italian resident issuers. For this purpose, pursuant to Article 44 of Presidential Decree N°. 917 of 22 December 1986, securities similar to bonds are securities that (i) incorporate an unconditional obligation to pay, at maturity, an amount not lower than their nominal value and (ii) do not grant to the relevant holders any right to directly or indirectly participate to the management of the issuer or of the business in relation to which they are issued or to control the same management.

### ***Italian Resident Securityholders***

Where the Italian resident *Securityholder* is:

- (i) an individual not engaged in an entrepreneurial activity to which the *Securities* are connected (unless the investor has opted for the application of the *risparmio gestito regime* – please refer to paragraph "*Capital Gains Tax*" above for an analysis of such regime); or
- (ii) a non-commercial partnership; or
- (iii) a non-commercial private or public institution; or
- (iv) an entity exempt from Italian corporate income taxation,

interest, premium and other income relating to the *Securities* are subject to a substitute tax (*imposta sostitutiva*), levied at the rate of 26 per cent.. In the event that the *Securityholders*



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described under (i) and (iii) above are engaged in an entrepreneurial activity to which the *Securities* are connected, the *imposta sostitutiva* applies as a provisional tax and may be deducted from the taxation on income due.

Where an Italian resident Securityholder is a company or similar commercial entity or a permanent establishment in Italy of a foreign company to which the *Securities* are effectively connected and such *Securities* are deposited with an Italian resident intermediary, interest, premium and other proceeds from such *Securities* will not be subject to *imposta sostitutiva*, but must be included in the relevant Securityholder's income tax return and are therefore subject to general Italian corporate taxation (and, in certain circumstances, depending on the "status" of the Securityholder, also to IRAP).

Pursuant to Decree N°. 239, *imposta sostitutiva* is applied by banks, SIMs, fiduciary companies, SGRs, stockbrokers and other entities identified by a decree of the Ministry of Finance (each an "**Intermediary**") resident in Italy, or permanent establishment in Italy of a non Italian resident Intermediary, which intervenes, in any way, in the collection of interest, premium and other income or in the transfer of the *Securities*. For the purpose of the application of the *imposta sostitutiva*, a transfer of *Securities* includes any assignment or other act, either with or without consideration, which results in a change of the ownership of the relevant *Securities* or in a change of the Intermediary with which the *Securities* are deposited.

Where the *Securities* are not deposited with an Intermediary, the *imposta sostitutiva* is applied and withheld by any Italian financial intermediary paying interest to a Securityholder or, absent that, by the Issuer.

Interest, premium and other proceeds relating to the *Securities* held by Italian investment funds, *Fondi Lussemburghesi Storici* and SICAV will not be subject to any substitute tax at the fund/SICAV level, but any distribution or any other income received upon redemption or disposal of the units or of the shares by the unitholders or shareholders may be subject to a withholding tax of 26 per cent..

Interest, premium and other income on to the *Securities* held by Italian real estate investment funds to which the provisions of Law Decree No. 351 of 25 September 2001, converted into law with amendments by Law No. 410 of 23 November 2001, as subsequently amended, apply are subject neither to *imposta sostitutiva*, nor to any other income tax in the hands of the real estate investment fund. Generally any distribution or any other income received upon redemption or disposal of the units by the unitholders may be subject to a withholding tax of 26 per cent..

Where an Italian resident Securityholder is a pension fund (subject to the regime provided for by article 17 of the Legislative Decree No. 252 of 5 December 2005) and the *Securities* are deposited with an Italian resident intermediary, interest, premium and other income relating to the *Securities* and accrued during the holding period will not be subject to *imposta sostitutiva*, but must be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to a 11 per cent. substitute tax (11.5 per cent. until the 31st December 2014).

### *Non-Italian Resident Securityholders*

No *imposta sostitutiva* is applied on payments made by non-Italian resident issuers to non-Italian resident Securityholders.

Pursuant to Decree N°. 239, payments made by an Italian resident issuer to non-Italian resident Securityholders are subject to a substitute tax at the rate of 26 per cent. in the Republic of Italy if made to beneficial owners who are non-Italian resident entities or individuals without a permanent establishment in Italy to which the *Securities* are effectively connected, which are not eligible for the exemption from substitute tax and/or do not timely and properly comply with the requirements set forth in Decree N°. 239 and the relevant application rules in order to benefit from the exemption from substitute tax. As to non-Italian resident beneficial owners, the substitute tax may apply at lower or nil rate under double taxation treaties entered into by Italy, where applicable, and

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in any case subject to proper compliance with subjective and procedural requirements provided for.

The 26 per cent. (or the lower rate provided for by the relevant applicable double taxation treaty) substitute tax will be generally applied by any Italian resident qualified financial intermediaries that will intervene, in any way, in the collection of interest on the Securities or in the transfer of the Securities.

Interest will not be subject to the 26 per cent. substitute tax if made to beneficial owners who are non-Italian resident beneficial owners of Securities not having a permanent establishment in Italy to which the Securities are effectively connected, provided that:

- such non-Italian resident beneficial owners are resident for tax purposes in a country which recognises the Italian fiscal authorities' right to an adequate exchange of information, as indicated below; and
- all the requirements and procedures set forth in Decree N°. 239 and the relevant implementing rules in order to benefit from the exemption from the substitute tax have been promptly and properly complied with.

Decree N°. 239, as amended and restated, also provides for additional exemptions from the substitute tax for payments of interest in respect of the Securities made to:

- international bodies and organisations established in accordance with international agreements ratified in Italy;
- foreign institutional investors resident or established in countries which allow for an adequate exchange of information with Italy as indicated below, even if they do not possess the "status" of taxpayer in their own country of establishment; and
- Central Banks or entities managing official State reserves.

To ensure payment of interest in respect of the Securities without the application of the substitute tax, non Italian resident "qualified" investors must:

- be the beneficial owners of payments of interest on the Securities or foreign institutional investors not subject to tax;
- timely deposit the Securities together with the coupons relating to such Securities directly or indirectly with an Italian authorised financial Intermediary or with a non-Italian resident entity participating in a centralised securities management system which is in contact, via computer, with the Italian Ministry of Economics, and
- promptly file with the relevant depository a self-declaration stating, *inter alia*, to be resident, for tax purposes, or established, as the case may be, in a country which recognises the Italian fiscal authorities' right to an adequate exchange of information. Such self-declaration - which is requested neither for international bodies nor for entities set up in accordance with international agreements ratified by Italy nor for foreign Central Banks or entities managing official State reserves - must comply with the requirements set forth by Italian Ministerial Decree of 12 December 2001 and is valid until withdrawn or revoked. Additional statements may be required for non-Italian resident Securityholders who are institutional investors.

For the purposes of the above, the currently applicable "white list" of countries allowing for an adequate exchange of information with Italy is provided for by Italian Ministerial Decree 4 September 1996, as subsequently amended and supplemented. According to Budget Law 2008 (Law No. 244 of 24 December 2007), a decree still to be issued will introduce a new "white list" ordered to replace the current one.

### *Capital Gains Tax*

Please refer to paragraph "*Capital Gains Tax*" above for an analysis of the regime.

***Securities qualifying as atypical securities***

Payments in respect of Securities which qualify as "Atypical securities" under Article 8 of Law Decree N° 512 of 30 September 1983 made by non-Italian resident issuers are subject to a withholding tax, levied at the rate of 26 per cent..

The 26 per cent. withholding tax is levied by any Italian resident entity which intervenes in the collection of payments on the Securities or in their repurchase or transfers. In case the payments on the Securities are not received through any aforementioned Italian resident entity, Italian resident individual Securityholders are required to report the payments in their income tax return and subject them to a final withholding tax at 26 per cent. rate. Italian resident individual Securityholders may elect instead to pay ordinary income tax at the progressive rates applicable to them in respect of the payments; if so, the Italian resident individual Securityholders should generally benefit from a tax credit for any withholding tax possible applied outside Italy.

The 26 per cent. withholding tax does not apply to payments made to a non-Italian resident Securityholder and to an Italian resident Securityholder which is (i) a company (including Italian permanent establishments of foreign entities) or similar commercial entity, (ii) a commercial partnerships or (iii) a private or public institution carrying out commercial activities.

Payments in respect of Securities which qualify as "Atypical securities" under Article 8 of Law Decree N° 512 of 30 September 1983 made by Italian resident issuers are generally subject to a withholding tax, levied at the rate of 26 per cent. as well.

In particular, where the Securityholder is (i) an Italian resident individual engaged in an entrepreneurial activity to which the Securities are connected, (ii) an Italian resident company or a similar Italian resident commercial entity, (iii) a permanent establishment in Italy of a foreign entity to which the Securities are effectively connected, (iv) an Italian resident commercial partnership or (v) an Italian resident commercial private or public institution, the above-mentioned 26 per cent. withholding tax is a provisional withholding tax. In all other cases, including when the Securityholder is a non-Italian resident, the withholding tax is a final withholding tax. Double taxation treaties entered into by Italy may apply allowing for a lower (or, in certain cases, nil) rate of withholding tax in case of payments to non-Italian resident Securityholders, subject to proper compliance with relevant subjective and procedural requirements.

***Inheritance and gift taxes***

Pursuant to Law Decree N°. 262 of 3 October 2006, converted into Law N°. 286 of 24 November 2006, the transfers of any valuable asset (including shares, bonds or other securities) as a result of death or donation are taxed as follows:

- (a) transfers in favour of spouses and direct descendants or direct ancestors are subject to an inheritance and gift tax applied at a rate of 4 per cent. on the value of the inheritance or gift exceeding EUR 1,000,000 for each beneficiary;
- (b) transfers in favour of relatives to the fourth degree or relatives-in-law to the third degree are subject to an inheritance and gift tax at a rate of 6 per cent. on the entire value of the inheritance or the gift. Transfers in favour of brothers/sisters are subject to the 6 per cent. inheritance and gift tax on the value of the inheritance or gift exceeding EUR 100,000 for each beneficiary; and
- (c) any other transfer is subject to an inheritance and gift tax applied at a rate of 8 per cent. on the entire value of the inheritance or gift.

If the transfer is made in favour of persons with disabilities, the tax applies on the value exceeding EUR 1,500,000 for each beneficiary.

An anti-avoidance rule is provided by Law N°383 of 18 October 2001 for any gift of assets (such as the Securities) which, if sold for consideration, would give rise to capital gains subject to the 26 per cent. capital gains tax. In particular, if the donee sells the securities for consideration within

five years from the receipt thereof as a gift, the donee is required to pay the relevant *imposta sostitutiva* on capital gains as if the gift has never taken place.

### **Transfer tax**

Contracts relating to the transfer of Securities are subject to a Euro 200.00 registration tax as follows: (i) public deeds and notarised deeds are subject to mandatory registration; (ii) private deeds are subject to registration only in the case of voluntary registration.

### **Tax monitoring obligations**

Pursuant to Italian Law Decree No. 167 of 28 June 1990, converted by Law No. 227 of 4 August 1990, as amended by Law of 6 August 2013, no. 97 (Legge Europea 2013), individuals, non-commercial institutions and non-commercial partnerships resident in Italy, under certain conditions, will be required to report in their yearly income tax return, for tax monitoring purposes, the amount of investments (including the Securities) directly or indirectly held abroad during each tax year. Inbound and outbound transfers and other transfers occurring abroad in relation to investments should not be reported in the income tax return.

### **Stamp duty**

Pursuant to Article 19(1) of Decree No. 201 of 6 December 2011 (“**Decree 201**”), a proportional stamp duty applies on an annual basis to the periodic reporting communications sent by financial intermediaries, carrying out their business activity within the Italian territory, to their clients for the Securities deposited therewith. The stamp duty applies at the current rate of 0.2 per cent.; this stamp duty is determined on the basis of the market value or — if no market value figure is available — the nominal value or redemption amount of the Securities held. If the client is not an individual, the stamp duty cannot be higher than € 14,000.00.

### **Wealth tax**

Pursuant to Article 19(18) of Decree 201, Italian resident individuals holding the Securities outside the Italian territory are required to pay an additional tax at the current rate of 0.2 per cent..

This tax is calculated on the market value of the Securities at the end of the relevant year or — if no market value figure is available — the nominal value or the redemption value of such financial assets held outside the Italian territory. Taxpayers are entitled to an Italian tax credit equivalent to the amount of wealth taxes paid in the State where the financial assets are held (up to an amount equal to the Italian wealth tax due).

### **Italian Financial Transaction Tax**

Law No. 228 of 24 December 2012 (the “**Stability Law**”) introduced a fixed levy Italian Financial Transaction Tax (“**FTT**”) that applies to all transactions involving equity derivatives which have Italian shares, Italian equity-like instruments or Italian equity-related instruments as their underlying assets. An equity derivative is subject to the FTT if the underlying or reference value consists as to more than 50 per cent., of the market value of Italian shares, Italian equity-like instruments or Italian equity-related instruments. The FTT applies even if the transfer takes place outside Italy and/or any of the parties to the transaction are not resident in Italy. The FTT on derivative trades also applies to transactions in bonds and debt securities which allow the acquisition or the transfer of the financial instruments referred to above and which do not entail an unconditional obligation to pay, at maturity, an amount not lower than their nominal value. The amount of tax due depends on the type of derivative instrument and on the contract’s value, but is subject to a maximum of Euro 200,00. This FTT is reduced to 1/5 of the relevant amount if the transfer takes place on a regulated market or multilateral trading system.

The FTT applies to transactions carried out on or after 1 September 2013 and is due from each party involved in the relevant transaction. The FTT must be paid and accounted for to the Italian tax authorities by any intermediary intervening in any way in the execution of such transactions, e.g. banks, fiduciary companies or investment firms licensed to provide investment services on a

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professional basis to the public in accordance with Article 18 of Italian Legislative Decree No. 58 of 24 February 1998, including non-Italian resident intermediaries. However, the Stability Law provides that such an intermediary is permitted to refrain from executing the relevant transaction until they have received from the relevant person referred to above the amount of FTT due on the transaction. In terms of compliance with the FTT, non-Italian resident intermediaries may (i) fulfil all the relevant obligations through their Italian permanent establishment, if any; (ii) appoint an Italian withholding agent as a tax representative; or (iii) identify themselves by filing a request with the Italian Tax Administration for an Italian tax code. In the event that several financial intermediaries are involved, the obligation to make payment of the FTT to the Italian tax authorities falls on the party that directly receives the transaction order from the parties. If no intermediary is involved in a transaction, the relevant parties referred to above must pay the FTT due directly to the Italian tax authorities.

If a derivative is equity-settled, the consequent share transaction is ordinarily subject to the FTT on equity transactions (*i.e.* a stamp duty-like FTT of 0.2 per cent. on the transfer of shares and other equity-like instruments issued by Italian resident entities).

Some exemptions may apply.

### 11. Poland

*The following information of certain Polish taxation matters is based on the laws and practice in force as of the date of this Base Prospectus and is subject to any changes in law and the interpretation and application thereof, which changes could be made with retroactive effect. The following information does not purport to be a comprehensive description of all the tax consequences and considerations that may be relevant to acquisition, holding, disposing and redeeming of or cancelling (as applicable) the Securities, and does not purport to deal with the tax consequences applicable to all categories of investors. The following information is not intended to be, nor should it be construed to be, legal or tax advice. It is recommended that potential purchasers of Warrants and Certificates (the "Securities") consult with their legal and tax advisors as to the tax consequences of the purchase, holding, sale or redemption.*

#### **Taxation of income**

##### *Polish resident individuals*

Individuals having their place of residence in Poland ("**Polish Resident Individuals**") are subject to Polish Personal Income Tax ("**PIT**") on their worldwide incomes irrespective of the country from which the incomes were derived. Income other than interest derived by Polish Resident Individuals from financial instruments, such as the Securities should not be combined with income from other sources but will be subject to the 19 per cent. flat PIT rate. The income is calculated as the difference between the revenue earned in connection with the Securities (in principle, the selling price or redemption amount) and the related costs (in principle, the issue price). The tax is settled by Polish Resident Individuals on an annual basis. An annual tax return should be filed by Polish Resident Individuals by April 30 of the calendar year following the year in which the income was earned.

Interest under Securities earned by a Polish Resident Individuals should not be combined with income from other sources and will be subject to the 19 per cent. flat PIT rate. Under Art. 41.4 of the PIT Act, the interest payer, other than an individual not acting within the scope of his/her business activity, should withhold the 19 per cent. Polish tax on any interest payment. In practice, the obligation to withhold tax applies only to Polish interest payers and not to foreign payers. Under Art. 41.4d of the PIT Act, tax on interest or a discount on securities is withheld by entities keeping securities accounts for taxpayers, in their capacity as tax remitters, if the income (revenue) is earned in the territory of Poland and is associated with the securities registered in these accounts, and, furthermore, if relevant payments are made to the taxpayers through those entities. However, given that the interest on Securities may be classified as not earned in Poland

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and the term "person making the interest payment" is not precisely defined in the law, under some interpretations issued by the Polish tax authorities, in certain cases Polish banks or Polish brokerage houses maintaining securities accounts may refuse to withhold the tax based on the fact that they are acting only as an intermediary and therefore should not be obliged under Polish law to remit due tax. If the tax is not withheld, the individual is obliged to settle the tax himself/herself by 30 April of the following year.

In the event tax is withheld in the jurisdiction of the Issuer on interest payments, such tax may be generally deductible (in full or part) against tax payable in Poland on that interest income. Particular double tax treaties can provide other methods of withholding tax settlement.

If an individual holds the Securities as a business asset, in principle, the income should be taxed in the same way as other business income. The tax, at the 19 per cent. flat rate, or the 18 per cent. to 32 per cent. progressive tax rate depending on the choice and meeting of certain conditions by the individual, should be settled by the individual himself/herself.

### *Polish resident entities*

Entities having their seat or place of management in Poland ("**Polish Resident Entities**") are subject to Polish Corporate Income Tax ("**CIT**") on their worldwide incomes irrespective of the country from which the incomes were derived. Income earned by Polish Resident Entities on the disposal or redemption of Securities is subject to the 19 per cent. CIT rate. The income is calculated as the difference between the revenue earned on the disposal or redemption of Securities (in principle, the selling price or redemption amount) and the related costs (in principle, the issue price). Tax advances are generally paid by the Polish Resident Entities on a monthly basis (however, some categories of CIT taxpayers may pay tax advances on a quarterly basis). The final tax reconciliation is made by the Polish Resident Entities in the annual CIT return filed within three months of the end of the tax year.

The amount of interest earned by a Polish Resident Entity under Securities is subject to the 19 per cent. CIT rate. Tax advances are generally paid by the Polish Resident Entities on a monthly basis (however, some categories of CIT taxpayers may pay tax advances on a quarterly basis). The final tax reconciliation is made by the Polish Resident Entities in the annual CIT return filed within three months of the end of the tax year. In the event tax is withheld in the jurisdiction of the Issuer on interest payments, such tax may be generally deductible (in full or part) against tax payable in Poland on that interest income. However, this deduction can only be made provided that there is a treaty between Poland and the country of the Issuer's residence which gives legal basis for the exchange of tax information between these countries.

### *Non-resident individuals and entities*

Individuals and entities that are Polish non-residents will not generally be subject to Polish taxes on income from Securities unless such income is attributable to an enterprise which is either managed in Poland or carried on through a permanent establishment in Poland. If the Securities are issued by a foreign entity, in principle, the interest should not be considered as having been earned in Poland and therefore should not be subject to tax in Poland. Capital gains should also not be considered as arising in Poland unless the Securities are sold at a stock exchange in Poland (the **Warsaw Stock Exchange**). If the latter is the case, however, most tax treaties concluded by Poland provide a Polish tax exemption with respect to capital gains derived from Poland by a foreign tax resident. In addition, in the case of residents in a country which does not have a double tax treaty with Poland, there may be a risk of taxation of the types of income referred to in this paragraph, in the case of the disposal/redemption of Securities quoted on the Warsaw Stock Exchange.

### **Taxation of inheritances and donations**

The Polish tax on inheritance and donations is paid by individuals who received title to property rights exercised outside the territory of Poland (including, *inter alia*, the Securities) by right of

succession, as legacy, further legacy, testamentary instruction or gift only if at the moment of the acquisition of these property rights the acquirers were the Polish citizens or had residence within the territory of Poland. The rates of tax on inheritances and donations vary depending on the degree of kinship by blood, kinship through marriage or other types of personal relationships existing between the testator and the heir, or between the donor and the donee (the degree of the kinship is decisive for the assignment to a given tax group). The tax rate varies from 3 per cent. to 20 per cent. of the taxable base depending on the tax group to which the recipient was assigned. Acquisition of ownership or property rights (including Securities) by a spouse, descendants, ascendants, stepchildren, siblings, stepfather or stepmother is tax exempt if the beneficiary notifies the head of the competent tax office of the acquisition within six months of the day when the tax liability arose or, in the case of an inheritance, within six months of the day when the court decision confirming the acquisition of the inheritance becomes final. If that condition is not complied with, the acquisition of ownership or property rights is subject to tax in accordance with the rules applicable to acquirers falling within the first tax group.

### **Tax on civil law transactions**

Generally tax on civil law transactions at the rate of 1 per cent. is levied on the sale or exchange of property rights (e.g. rights attributable to securities) exercised in Poland. The tax is payable by the purchaser of the rights. The tax is also imposed on agreements for the sale or exchange of the rights exercised outside Poland only if the sale or exchange agreement is concluded in Poland and the purchaser has a place of residence or seat in the territory of Poland. However, the sale of Securities (i) to investment firms or foreign investment firms, or (ii) via investment firms or foreign investment firms acting as intermediaries, or (iii) the sale of the Securities either on the Warsaw Stocks Exchange or on any multilateral trading facility operating in accordance with relevant regulations (i.e. in the "**Organised trading**"), or (iv) outside the Organised trading by investment firms or foreign investment firms if the Securities had been acquired by such firms as a part of Organised trading - is exempt from tax on civil law transactions.

### **Polish implementation of the EU Savings Tax Directive**

In accordance with EC Council Directive 2003/48/EC on the taxation of savings income, Poland shall provide to the tax authorities of another EU member state (and certain non-EU countries and associated territories specified in that directive) details of payments of interest or other similar income paid or made available by a person having its seat within Poland to, or collected by such a person for, an individual resident in such other state.

## **12. Portugal**

### ***For Portuguese Securities issued by Deutsche Bank AG acting through its Portuguese Branch and centralized in Interbolsa***

*The following is a summary of the current Portuguese tax treatment at the date hereof in relation to certain aspects of the Portuguese taxation of payments in respect of the Portuguese Securities that are Certificates, Warrants and Notes. The statements do not deal with other Portuguese tax aspects regarding such Portuguese Securities and relate only to the position of persons who are absolute beneficial owners of such Securities. The following is a general guide, does not constitute tax or legal advice and should be treated with appropriate caution. The holders of such Portuguese Securities who are in any doubt as to their tax position should consult their own professional advisers.*

### **Income tax applicable to Certificate holders**

The positive difference, if any, between the minimum amount guaranteed and the subscription price of the Certificates qualifies as investment income, which is subject to Personal Income Tax ("**PIT**") and Corporate Income Tax ("**CIT**") in Portugal and is also subject to withholding tax in Portugal (further details regarding the regime applicable in such circumstances are set out below).

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The relevant withholding, if applicable, to a given beneficial owner of Certificates will be made by the Affiliate Member of Interbolsa (which may or not be the Issuer) through which such beneficial owner holds the Certificates.

Any income arising from Certificates that do not guarantee a minimum income to the Certificate holders qualifies under Portuguese tax law as a capital gain and therefore no withholding tax applies.

### **PIT**

#### *Investment Income*

##### *Resident*

Investment income obtained by tax resident individuals, and by non-resident individuals through a Portuguese permanent establishment, from Certificates shall be withheld at the rate of 16.5 per cent.. This withholding tax has the nature of a payment on account of the final tax due by the holder of the Certificates, which is calculated at progressive rates of up to 48 per cent. A additional solidarity charge of 2.5 per cent. applies on income in excess than €80,000 up to €250,000 and at 5 per cent. on income in excess of €250,000. Also a surcharge of 3.5 per cent. applies on income in excess of the annual value of the minimum wage. Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply.

##### *Non resident*

Investment income obtained by non-resident individuals without a permanent establishment located in Portugal to which the income may be attributable, from Certificates issued by Portuguese entities is subject to withholding tax at a rate of 28 per cent., which is the final tax on that income. A withholding tax rate of 35 per cent. applies in case of investment income payments to individuals resident in the countries and territories included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011). Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply (i.e. 28 per cent. or 35 per cent. in the case of individuals resident in blacklisted countries or territories).. Under the tax treaties entered into by Portugal that are in full force and effect on the date of this Prospectus, the withholding tax rate may be reduced and provided that the relevant formalities (including certification of residence by the tax authorities of the jurisdiction of residence of the beneficial owners of the investment income) are met. The reduction may apply at source or by way of a refund of the excess tax.

#### *Capital gains*

##### *Resident*

Gains obtained by tax resident individuals and by non-resident individuals through a Portuguese permanent establishment on transactions related to Certificates (with the exception of the remuneration arising from Certificates that guarantee the holder the right to receive a minimum value in excess of the subscription value) are subject to Portuguese capital gains taxation.

The taxable income subject to PIT is determined by the positive difference between the consideration received from the sale, transfer or redemption of the Certificates and their acquisition price. Any expenses directly and pertinently connected with the transaction are considered to be irrelevant for purpose of assessing the relevant taxable gain.



## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

Individuals may choose between (i) the taxation of the positive balance between capital gains and losses (losses resulting from transactions with parties resident in the countries and territories included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (Portaria) no. 150/2004, of 13 February 2004, amended by Ministerial Order (Portaria) no. 292/2011, 8 November 2011) at the autonomous rate of 28 per cent., or (ii) to aggregate that income to the remaining taxable income.

When aggregation is chosen, the taxable income will be subject to the general progressive personal income tax rates up to 48 per cent. An additional solidarity charge of 2.5 per cent. applies on income in excess than €80,000 up to €250,000 and at 5 per cent. on income in excess of €250,000. Also, a surcharge of 3.5 per cent. applies on income in excess of the annual value of the minimum wage. The option for aggregation allows an individual to carry forward any losses related to Certificates during a two year period. However, such losses may only be used to offset future gains deriving from transactions related to Certificates.

### *Non resident*

As far as the taxation of capital gains is concerned, gains obtained by non-resident individuals without a permanent establishment located in Portugal to which the income may be attributable, on transactions related to Certificates issued by Portuguese entities are subject to PIT taxation at a tax rate of 28 per cent.. However, such capital gains shall be exempt from PIT whenever the seller is not resident in a country and territory included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (Portaria) no. 150/2004, of 13 February 2004, amended by Ministerial Order (Portaria) no. 292/2011, 8 November 2011). Under the tax treaties entered into by Portugal, such gains are usually not subject to Portuguese PIT, but the applicable rules should be confirmed on a case by case basis. There is no Portuguese withholding tax on capital gains made on Certificates.

## **CIT**

### *Investment income*

#### *Resident*

Investment income in respect of the Certificates obtained by legal persons resident in Portugal for tax purposes and by non-resident legal persons with a permanent establishment in Portugal to which the income is attributable, is included in the taxable profits of such legal persons and is subject to a tax rate of 23 per cent., to which may be added a municipal surcharge ("*derrama municipal*") of up to 1.5 per cent. of such taxable profits. A State Surcharge ("*derrama estadual*") will be payable at the following rates: 3 per cent. on the part of a corporate taxpayer's taxable profits exceeding €1,500,000 up to €7,500,000; 5 per cent. on the part of the taxable profits exceeding €7,500,000 up to €35,000,000; and 7 per cent on the part of such taxable profits exceeding € 35,000,000.

As a general rule, withholding tax at a rate of 25 per cent. applies on investment income, any amounts so withheld being deemed to be a payment on account of the final tax due. Financial institutions, pension funds, retirement and/or education savings funds, share savings funds, venture capital funds incorporated under the laws in Portugal and some exempt entities are not subject to Portuguese withholding tax. Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply.

#### *Non resident*

Investment income obtained by non-resident legal persons without a permanent establishment in the Portuguese territory to which the income is attributable, from Certificates issued by Portuguese entities is subject to withholding tax at a rate of 25 per cent. which is the final tax payable on that income. A withholding tax rate of 35 per cent. applies in case of investment income payments to

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legal persons resident in the countries and territories included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011). Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply (i.e. 25 per cent. or 35 per cent. in the case of legal persons resident in blacklisted countries or territories). Under the tax treaties entered into by Portugal, which are in full force and effect on the date of this Prospectus, the withholding tax rate may be reduced provided that the relevant formalities (including certification of residence by the tax authorities of the jurisdiction of residence of the beneficial owners of the investment income) are met. The reduction may apply at source or by way of a refund of the excess tax.

### *Capital gains*

#### *Resident*

Gains obtained by legal persons resident in Portugal for tax purposes and by non-resident legal persons with a permanent establishment in Portugal to which the income is attributable, on transactions related to Certificates (with the exception of the remuneration arising from Certificates that guarantee the holder the right to receive a minimum value in excess of the subscription value), are subject to Portuguese capital gains taxation.

The taxable income subject to CIT shall be subject to a tax rate of 23 per cent. applicable on the taxable profits, to which may be added a municipal surcharge ("*derrama municipal*") of up to 1.5 per cent. of such taxable profits. A State Surcharge ("*derrama estadual*") will be payable at the following rates: 3 per cent. on the part of a corporate taxpayer's taxable profits exceeding €1,500,000 up to €7,500,000; 5 per cent. on the part of the taxable profits exceeding €7,500,000 up to €35,000,000; and 7 per cent on the part of such taxable profits exceeding €35,000,000. There is no Portuguese withholding tax on capital gains made on Certificates.

#### *Non resident*

As far as the taxation of capital gains is concerned, gains obtained by legal persons without a permanent establishment in the Portuguese territory to which the income is attributable, on transactions related to Certificates issued by Portuguese entities are in principle subject to CIT taxation at a tax rate of 25 per cent.. However, such capital gains shall be exempt from CIT whenever the seller (i) is not more than 25% directly or indirectly held by Portuguese resident entities and/or (ii) is not resident in a country and territory included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011). Under the tax treaties entered into by Portugal, such gains are usually not subject to Portuguese CIT, but the applicable rules should be confirmed on a case by case basis. There is no Portuguese withholding tax on capital gains made on Certificates.

### **Other taxes**

A 10% stamp duty applies to the acquisition through gift or inheritance of Certificates by an individual except when the beneficiary is the respective spouse, parent or children. Legal persons are subject to CIT on the acquisition through gift or inheritance of Certificates, when issued by an entity domiciled in Portuguese the territory.

## **Warrants**

### **Income tax applicable to Warrants holders**

#### ***PIT***

##### *Capital gains*

##### *Resident*

Income arising from autonomous Warrants is characterised as capital gains and subject to PIT.

Individuals may choose between (i) the taxation of the positive balance between capital gains and losses (losses resulting from transactions with parties resident in the countries and territories listed in Ministerial Order (Portaria) no. 150/2004, of 13 February 2004, amended by Ministerial Order (Portaria) no. 292/2011, 8 November 2011, are excluded) at the autonomous rate of 28 per cent., or (ii) to aggregate that income to the remaining taxable income.

When aggregation is chosen, the taxable income will be subject to the general progressive personal income tax rates up to 48 per cent. An additional solidarity charge of 2.5 per cent. applies on income in excess than €80,000 up to €250,000 and at 5 per cent. on income in excess of €250,000. Also, a surcharge of 3.5 per cent. applies on income in excess of the annual value of the minimum wage. The option for aggregation allows an individual to carry forward any losses related to Warrants during a two year period. However, such losses may only be used to offset future gains deriving from transactions related to Warrants.

In either cases, there is no Portuguese withholding tax on capital gains made on autonomous Warrants.

##### *Non resident*

As far as the taxation of capital gains is concerned, gains obtained by non-resident individuals without a permanent establishment located in Portugal to which the income may be attributable, on transactions related to Warrants issued by Portuguese entities are subject to PIT taxation at a standard 28 percent rate. However, such capital gains shall be exempt from PIT whenever the seller is not resident in a country and territory included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (Portaria) no. 150/2004, of 13 February 2004, amended by Ministerial Order (Portaria) no. 292/2011, 8 November 2011). Under the tax treaties entered into by Portugal, such gains are usually not subject to Portuguese PIT, but the applicable rules should be confirmed on a case by case basis.

There is no Portuguese withholding tax on capital gains made on autonomous Warrants.

#### ***CIT***

##### *Capital gains*

##### *Resident*

The positive difference between capital gains and capital losses on the sale or exercise of the autonomous Warrants is included in taxable profit and is subject to CIT at a 23 per cent. tax rate applicable on its taxable income, to which may be added a municipal surcharge ("*derrama municipal*") of up to 1.5 per cent. of such taxable income. A State Surcharge ("*derrama estadual*") will be payable at the following rates: 3 per cent. on the part of a corporate taxpayer's taxable profits exceeding €1,500,000 up to €7,500,000; 5 per cent. on the part of the taxable profits exceeding €7,500,000 up to €35,000,000; and 7 per cent on the part of such taxable profits exceeding €35,000,000. There is no Portuguese withholding tax on capital gains made on autonomous Warrants.

##### *Non resident*

Capital gains derived from the sale of autonomous Warrants issued by Portuguese entities and obtained by non-resident legal persons without a permanent establishment located in Portugal to which the income may be attributable, are subject to CIT taxation at a tax rate of 25 per cent..

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However, such capital gains shall be exempt from CIT whenever the seller (i) is not more than 25% directly or indirectly held by Portuguese resident entities and/or (ii) is not resident in a country and territory included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011). Under the tax treaties entered into by Portugal, such gains are usually not subject to Portuguese CIT, but the applicable rules should be confirmed on a case by case basis. There is no Portuguese withholding tax on capital gains made on autonomous Warrants.

### **Other taxes**

A 10% stamp duty applies to the acquisition through gift or inheritance of autonomous Warrants by an individual except when the beneficiary is the respective spouse, parent or children. There is neither wealth nor estate tax in Portugal. Legal persons are subject to CIT on the acquisition through gift or inheritance of autonomous Warrants, when issued by an entity domiciled in Portuguese the territory.

### **Notes**

Economic benefits derived from interest, accrued interest, amortisation and reimbursement premiums and other instances of remuneration arising in respect of Notes are designated as investment income for Portuguese tax purposes. However the difference between the sales proceeds and the acquisition cost, net of interest accrued from the last interest payment date or from the date of issue, placement or endorsement if payment has not occurred, to the date of transfer, shall be classified for Portuguese tax purposes as a capital gain,

### **PIT**

#### *Resident*

Interest and other types of investment income obtained from Notes held by a Portuguese resident individual, or by a non-resident individual through a Portuguese permanent establishment, is subject to PIT. If payment of interest or other investment income is made available to Portuguese resident individuals, withholding tax applies at a rate of 28 per cent., which is the final tax payable on that income unless the individual elects to include such income in his taxable income (income being subject to tax at progressive rates of up to 48 per cent). A additional solidarity charge of 2.5 per cent. applies on income in excess than €80,000 up to €250,000 and at 5% on income in excess of €250,000. Also, a surcharge of 3.5% applies on income in excess of the annual value of the minimum wage. Where an investor elects to include such investment income in his taxable income, the tax withheld is deemed to be a payment on account of the final tax due. Accrued interest qualifies as interest for tax purposes.

Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply.

#### *Non resident*

Interest and other types of investment income obtained by non-resident individuals without a Portuguese permanent establishment to which the income is attributable, from Notes issued by Portuguese entities is subject to withholding tax at a rate of 28 per cent., which is the final tax payable on that income. A withholding tax rate of 35 per cent. applies in case of investment income payments to legal persons resident in the countries and territories included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011). Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final

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withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply (i.e. 28 per cent. or 35 per cent. in the case of legal persons resident in blacklisted countries or territories). Under the tax treaties entered into by Portugal, which are in full force and effect on the date of this Prospectus, the withholding tax rate may be reduced, provided that the relevant formalities (including certification of residence by the tax authorities of the jurisdiction of residence of the beneficial owners of the interest and other investment income) are met. The reduction may apply at source or by way of a refund of the excess tax.

Pursuant to the special debt securities tax regime described below, interest and capital gains deriving from Notes are PIT exempt provided certain conditions apply.

### **CIT**

#### *Resident*

Interest and other investment income derived from Notes obtained by legal persons resident for tax purposes in Portugal and by non-resident legal persons with a permanent establishment in Portugal to which the income is attributable, are included in the taxable profits of such legal persons and are subject to a 23 per cent. tax rate, to which may be added a municipal surcharge ("*derrama municipal*") of up to 1.5 per cent. of such taxable profits. A State Surcharge ("*derrama estadual*") will be payable at the following rates: 3 per cent. on the part of a corporate taxpayer's taxable profits exceeding €1,500,000 up to €7,500,000; 5 per cent. on the part of the taxable profits exceeding €7,500,000 up to €35,000,000; and 7 per cent on the part of such taxable profits exceeding €35,000,000.

As a general rule, withholding tax at a rate of 25 per cent. applies on interest and other investment income, any amounts so withheld being deemed to be a payment on account of the final tax due. Financial institutions, pension funds, retirement and/or education savings funds, share savings funds, venture capital funds incorporated under the laws in Portugal and some exempt entities are not subject to Portuguese withholding tax.

#### *Non resident*

Interest and other types of investment income obtained by non-resident legal persons without a Portuguese permanent establishment to which the income is attributable, from Notes issued by Portuguese entities are subject to withholding tax at a rate of 25 per cent., which is the final tax payable on that income. A withholding tax rate of 35 per cent. applies in case of investment income payments to legal persons resident in the countries and territories included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011). Investment income paid or made available to accounts opened in the name of one or more accountholders acting on behalf of one or more unidentified third parties is subject to a final withholding tax rate of 35 per cent., unless the relevant beneficial owner(s) of the income is/are identified, in which case, the withholding tax rates applicable to such beneficial owner(s) will apply (i.e. 25 per cent. or 35 per cent. in the case of legal persons resident in blacklisted countries or territories). Under the tax treaties entered into by Portugal, which are in full force and effect on the date of this Prospectus, the withholding tax rate may be reduced, provided that the relevant formalities (including certification of residence by the tax authorities of the jurisdiction of residence of the beneficial owners of the interest and other investment income) are met. The reduction may apply at source or by way of a refund of the excess tax.

Pursuant to the special debt securities tax regime described below, interest and capital gains deriving from Notes are CIT exempt provided certain conditions apply.

#### **Other taxes**

A 10% stamp duty applies to the acquisition through gift or inheritance of Notes by an individual except when the beneficiary is the respective spouse, parent or children. There is neither wealth

nor estate tax in Portugal. Legal persons are subject to CIT on the acquisition through gift or inheritance of Notes, when issued by an entity domiciled in Portuguese territory.

### **Special debt securities tax regime**

Pursuant to Decree-Law no. 193/2005, of 7 November, as amended from time to time (hereinafter, "Decree-Law 193/2005"), investment income paid, and capital gains realised, by Note holders not resident in Portugal in respect of debt securities registered (i) with a centralised system recognised by the Portuguese Securities' Code and complementary legislation (such as the *Central de Valores Mobiliários*, managed by Interbolsa), (ii) with an international clearing system whose managing entity has its head-office or place of effective management in an EU Member State or EEA Country (provided, in this case, that such State is bound to cooperate with Portugal under an administrative cooperation arrangement in tax matters similar to the exchange of information schemes in relation to tax matters existing within the EU Member States) or (iii) integrated in other centralised systems authorised by the Portuguese Government will be exempt from Portuguese income tax provided the following requirements are met: (i) the Note holders are not resident in the Portuguese territory (and do not have any registered or deemed permanent establishment therein to which interest is attributable); and (ii) the Noteholders are not resident in countries or territories included in the Portuguese "blacklist" (countries and territories listed in Ministerial Order (*Portaria*) no. 150/2004, of 13 February 2004, amended by Ministerial Order (*Portaria*) no. 292/2011, 8 November 2011), with the exception of central banks and governmental agencies located in those blacklisted jurisdictions; For purposes of the exemption granted under Decree-Law 193/2005, the Portuguese Government has recognised both Euroclear Bank SA/NV (**Euroclear**) and Clearstream Banking, société anonyme (**Clearstream**) as entities managing an international clearing system.

Pursuant to Decree-Law 193/2005 several procedures must be met in order for the above exemptions to apply. These vary depending on whether the Notes are domestic cleared notes – held through a direct or indirect registered entity – or internationally cleared notes – held through an entity managing an international clearing system.

If the conditions for the exemption to apply are met but, due to inaccurate or insufficient information, tax was withheld, a special refund procedure is available under the special regime approved by Decree-law no. 193/2005. The refund claim is to be submitted to the direct or indirect registering entity (entity that does not perform the role of direct registering entity but is a client of the latter and provides custody, register and portfolio management, or similar services) of the Notes within six months from the date the withholding took place. A special tax form for these purposes is available to download at [www.portaldasfinancas.gov.pt](http://www.portaldasfinancas.gov.pt).

The refund of withholding tax in other circumstances, or after the six months period set out above, is to be claimed from the Portuguese tax authorities under the general procedures and within the general deadlines. The absence of evidence of non-residence in respect of any non-resident entity that benefits from the above mentioned tax exemption regime shall result in the loss of the tax exemption and consequent submission to the above applicable Portuguese general tax provisions.

### **Implementation of the EU Savings Directive in Portugal**

Portugal has implemented EC Council Directive 2003/48/EC on taxation of savings income into Portuguese law through Decree-Law no. 62/2005, of 11 March 2005, as amended by Law no. 39-A/2005, of 29 July 2005.

## **13. Spain**

*The following is a summary of current Spanish law and practice relating to the withholding tax treatment of the Securities. The statements herein regarding Spanish taxes and withholding taxes in Spain are based on the laws in force as well as administrative interpretations thereof in Spain as at the date of this Base Prospectus and are subject to any changes in law occurring after such*

*date, which changes could be made on a retroactive basis. In particular, prospective holders or beneficial owners of the Securities are advised to monitor the development of the tax reform announced in Spain (the "Reform") which will affect the taxation of the Securities. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to subscribe for, purchase, own or dispose of the Securities and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules. Prospective holders or beneficial owners of the Securities are advised to consult their own tax advisers concerning the overall tax consequences of their ownership and disposition of the Securities.*

## **Tax Treatment of Securities Issued by Entities Other Than Deutsche Bank AG, Sucursal en España**

### **(A) WARRANTS**

Following the criterion of the Spanish Directorate-General for Taxation in several rulings (amongst others, rulings dated 27 August 2007 and 23 May 2007), income earned by Spanish residents under Warrants should be considered as capital gains, in which case no withholdings on account of Personal Income Tax ("PIT") or Corporate Income Tax ("CIT") will have to be deducted.

Notwithstanding that, Spanish resident individuals recognizing capital gains will still be subject to PIT, to be declared in their annual tax returns together with any other financial income, according to the following rates:

- (a) In case of capital gains obtained (in 2014) after one year from the acquisition of the Warrant:
- Amounts up to EUR 6,000.00: 21 per cent.
  - Amounts between EUR 6,000.01 and EUR 24,000: 25 per cent.
  - Amounts exceeding EUR 24,000: 27 per cent.

In principle, the applicable rates on capital gains are expected to be under the Reform: (i) for amounts up to EUR 6,000.00: 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016; (ii) for amounts between EUR 6,000.01 and EUR 50,000.00: 22 per cent. as from 1 January 2015 and 21 per cent. as from 1 January 2016; and (iii) for any amount in excess of EUR 50,000: 24 per cent. as from 1 January 2015 and 23 per cent. as from 1 January 2016.

- (b) In case of capital gains obtained before one year from the acquisition of the Warrant: the capital gain would be taxed at the taxpayer's marginal tax rate, up to a maximum of 52 per cent., although certain Spanish regions have increased the marginal tax rates up to a maximum of 56 per cent.

This dual regime is expected to disappear under the Reform, so that all type of capital gains will be subject to taxation as described in (a) above.

However, when certain income included in the taxpayer's taxable base has already been taxed abroad, the taxpayer shall be entitled to a tax credit against the PIT taxable base for the lowest amount of the following: (i) the amount effectively paid abroad; and (ii) the amount resulting from applying the average tax rate to the taxable base effectively taxed abroad.

Likewise, Spanish resident companies or Non-Resident Income Taxpayers acting through a permanent establishment in Spain earning such income will still be subject to CIT, to be declared in their annual tax returns, at a general 30 per cent. Rate in 2014. In principle, it is expected under

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the Reform that the tax rate would be reduced to 28 per cent. in year 2015 and to 25 per cent from year 2016 onwards. However, when certain income included in the taxpayer's taxable base has already been taxed abroad, the taxpayer shall be entitled to a tax credit against the CIT or Non-Resident Income Tax ("NRIT") taxable base for the lowest amount of the following: (i) the amount effectively paid abroad; and (ii) the amount that should have been paid in Spain in the case that such income had been obtained in Spain.

### **(B) NOTES AND CERTIFICATES**

Where Notes and Certificates are issued by an Issuer which is not a Spanish tax resident entity and does not have a permanent establishment in Spain to which the issue of the Notes and Certificates is connected, the Issuer should not be obliged to deduct withholdings on account of Spanish income taxes.

Where a financial institution (either resident in Spain or acting through a permanent establishment in Spain) acts as depositary of the Notes and Certificates or intervenes as manager on the collection of any income under the Notes and Certificates (acting in such role, a "**Relevant Financial Institution**"), such Relevant Financial Institution will be responsible for making the relevant withholding on account of Spanish tax on any income deriving from the Notes and Certificates, provided that such income had not been previously subject to withholding tax in Spain.

Furthermore, any such Relevant Financial Institution may become obliged to comply with the formalities set out in Spanish tax regulations when intervening in the transfer or reimbursement of the Notes and Certificates.

#### *(i) PIT - Individuals with tax residence in Spain*

Withholding tax will apply at the applicable rate, currently 21 per cent. (in principle, it is expected under the Reform that the withholding tax rate would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards) in respect of interest payments made under the Notes and Certificates. In addition, income obtained upon transfer, redemption or repayment of the Notes and Certificates may also be subject to PIT withholdings, currently 21 per cent. (in principle, it is expected under the Reform that the PIT withholding tax rate would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards). Notwithstanding this, when the Notes (i) are represented in book-entry form, (ii) are admitted to trading on a Spanish secondary stock exchange and (iii) generate explicit yield, holders can benefit from a withholding tax exemption in respect of the income arising from the transfer or reimbursement of the Notes, exception made of income derived from accounts entered into with financial institutions, provided that such income were based on financial instruments, such as Notes and Certificates. However, under certain circumstances, when a transfer of the Notes has occurred within the 30-day period immediately preceding any relevant coupon payment date such holders may not be eligible for such withholding tax exemption.

In any event, holders who are resident for tax purposes in Spain may credit any withholding tax suffered on income obtained under the Notes and Certificates against their final PIT liability for the relevant fiscal year.

Notwithstanding the above, Spanish resident individuals earning such income will still be subject to PIT –to be declared in their annual tax returns together with any other financial income– according to the following rates:

- Amounts up to EUR 6,000.00: 21 per cent.  
Amounts ranging between EUR 6,000.01 and EUR 24,000: 25 per cent.
- Amounts exceeding EUR 24,000: 27 per cent.

In principle, the applicable rates on financial income are expected to be under the Reform: (i) for amounts up to EUR 6,000.00: 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016; (ii) for amounts between EUR 6,000.01 and EUR 50,000.00: 22 per cent. as from 1



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January 2015 and 21 per cent. as from 1 January 2016; and (iii) for any amount in excess of EUR 50,000: 24 per cent. as from 1 January 2015 and 23 per cent. as from 1 January 2016.

However, when certain income included in the taxpayer's taxable base has already been taxed abroad, the taxpayer shall be entitled to a tax credit against the PIT taxable base for the lowest amount of the following: (i) the amount effectively paid abroad; and (ii) the amount resulting from applying the average tax rate to the taxable base effectively taxed abroad.

### (ii) CIT – *Legal entities with tax residence in Spain*

The current withholding tax in Spain is 21 per cent. In principle, it is expected under the Reform that the withholding tax would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards. Amounts withheld in Spain, if any, can be credited against Spanish final CIT liability.

However, holders of the Notes and Certificates who are Corporate Income Taxpayers can benefit from a withholding tax exemption when the Notes and Certificates are admitted to trading on an organised stock exchange in an OECD state (the "**OECD Exemption**").

Similarly, when the Notes and Certificates (i) are represented in book-entry form and (ii) are admitted to trading on a Spanish secondary stock exchange or in the Spanish Alternative Fixed Income Market ("MARF"), holders who are Corporate Income Taxpayers or Non-Residents' Income Taxpayers acting through a Spanish permanent establishment can benefit from a withholding tax exemption (the "**Domestic Exemption**") in respect of income arising from the Notes and Certificates, exception made of income derived from accounts entered into with financial institutions, provided that such income were based on financial instruments, such as Notes and Certificates.

Spanish resident companies earning such income will still be subject to CIT to be declared in their annual tax returns, at a general 30 per cent. rate in 2014. In principle, it is expected under the Reform that the tax rate would be reduced to 28 per cent. in year 2015 and to 25 per cent from year 2016 onwards.. However, when certain income included in the taxpayer's taxable base has already been taxed abroad, the taxpayer shall be entitled to a tax credit against the CIT taxable base for the lowest amount of the following: (i) the amount effectively paid abroad; and (ii) the amount that should have been paid in Spain in the case that such income had been obtained in Spain.

### (iii) NRIT – *Non-Resident Investors acting through a Permanent Establishment in Spain*

Ownership of the Notes and Certificates by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Notes and Certificates form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Notes and Certificates are, generally, the same as those previously set out for Spanish Corporate Income Taxpayers. See (ii) "CIT - *Legal Entities with tax residence in Spain*" above.

## **Tax Treatment of Securities Issued by Deutsche Bank AG, Sucursal en España**

### **(A) WARRANTS**

Following the criterion of the Spanish Directorate-General for Taxation in several rulings (amongst others, rulings dated 27 August 2007 and 23 May 2007), income earned by Spanish residents under Warrants should be considered as capital gains, in which case no withholdings on account of PIT or CIT will have to be deducted.

Notwithstanding that, Spanish resident individuals recognizing capital gains will still be subject to PIT, to be declared in their annual tax returns together with any other financial income, according to the following rates:

- (a) In case of capital gains obtained (in 2014) after one year from the acquisition of the Warrant:
- Amounts up to EUR 6,000.00: 21 per cent.
  - Amounts between EUR 6,000.01 and EUR 24,000: 25 per cent.
  - Amounts exceeding EUR 24,000: 27 per cent.

In principle, the applicable rates on capital gains are expected to be under the Reform: (i) for amounts up to EUR 6,000.00: 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016; (ii) for amounts between EUR 6,000.01 and EUR 50,000.00: 22 per cent. as from 1 January 2015 and 21 per cent. as from 1 January 2016; and (iii) for any amount in excess of EUR 50,000: 24 per cent. as from 1 January 2015 and 23 per cent. as from 1 January 2016.

- (b) In case of capital gains obtained before one year from the acquisition of the Warrant: the capital gain would be taxed at the taxpayer's marginal tax rate, up to a maximum of 52 per cent., although certain Spanish regions have increased the marginal tax rates up to a maximum of 56 per cent.

This dual regime is expected to disappear under the Reform, so that all type of capital gains will be subject to taxation as described in (a) above.

However, when certain income included in the taxpayer's taxable base has already been taxed abroad, the taxpayer shall be entitled to a tax credit against the PIT taxable base for the lowest amount of the following: (i) the amount effectively paid abroad; and (ii) the amount resulting from applying the average tax rate to the taxable base effectively taxed abroad.

Likewise, Spanish resident companies or Non-Resident Income Taxpayers acting through a permanent establishment in Spain earning such income will still be subject to CIT or NRIT, respectively, to be declared in their annual tax returns, at a general 30 per cent. rate in 2014. In principle, it is expected under the Reform that the tax rate would be reduced to 28 per cent. in year 2015 and to 25 per cent from year 2016 onwards. However, when certain income included in the taxpayer's taxable base has already been taxed abroad, the taxpayer shall be entitled to a tax credit against the CIT or NRIT taxable base for the lowest amount of the following: (i) the amount effectively paid abroad; and (ii) the amount that should have been paid in Spain in the case that such income had been obtained in Spain.

### **(B) NOTES AND CERTIFICATES**

- (i) *PIT - Individuals with tax residence in Spain*

Withholding tax will apply at the applicable rate, currently 21 per cent. (in principle, it is expected under the Reform that the withholding tax rate would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards) in respect of interest payments made under the Notes and Certificates. In addition, income obtained upon transfer, redemption or repayment of the

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Notes and Certificates may also be subject to PIT withholdings, currently 21 per cent. (in principle, it is expected under the Reform that the withholding tax rate would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards). Notwithstanding this, when the Notes (i) are represented in book-entry form, (ii) are admitted to trading on a Spanish secondary stock exchange and (iii) generate explicit yield, holders can benefit from a withholding tax exemption in respect of the income arising from the transfer or reimbursement of the Notes, exception made of income derived from accounts entered into with financial institutions, provided that such income were based on financial instruments, such as Notes and Certificates. However, under certain circumstances, when a transfer of the Notes has occurred within the 30-day period immediately preceding any relevant coupon payment date such holders may not be eligible for such withholding tax exemption.

In any event, holders who are resident for tax purposes in Spain may credit any withholding tax suffered on income obtained under the Notes and Certificates against their final PIT liability for the relevant fiscal year.

Either (a) Deutsche Bank AG, Sucursal en España or (b) Financial Institutions (either resident in Spain or acting through a permanent establishment in Spain) acting as depositary of the Notes and Certificates or intervening as manager in the collection of any income under the Notes and Certificates, will be responsible for making the relevant withholding (if any) on account of Spanish tax on any income deriving from the Notes and Certificates, as well as may become obliged to comply with the formalities set out in the regulations developing the Law on Spanish PIT.

Notwithstanding the above, Spanish resident individuals earning such income will still be subject to PIT –to be declared in their annual tax returns together with any other financial income– according to the following rates:

- Amounts up to EUR 6,000.00: 21 per cent.
- Amounts ranging between EUR 6,000.01 and EUR 24,000: 25 per cent.
- Amounts exceeding EUR 24,000: 27 per cent.

In principle, the applicable rates on financial income are expected to be under the Reform: (i) for amounts up to EUR 6,000.00: 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016; (ii) for amounts between EUR 6,000.01 and EUR 50,000.00: 22 per cent. as from 1 January 2015 and 21 per cent. as from 1 January 2016; and (iii) for any amount in excess of EUR 50,000: 24 per cent. as from 1 January 2015 and 23 per cent. as from 1 January 2016.

### (ii) CIT - *Legal Entities with tax residence in Spain*

Any income arising from the Notes and Certificates is, as a general rule, subject to withholding tax at the applicable rate, currently 21 per cent. (in principle, it is expected under the Reform that the withholding tax rate would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards). However, in accordance with Section 59(s) of regulations developing the Law on CIT, Spanish Corporate Income Taxpayers (which for the sake of clarity, include Spanish tax resident funds and Spanish tax resident pension funds) can also benefit from the OECD Exemption.

The Spanish Directorate General of Taxes (*Dirección General de Tributos*) issued a ruling dated 27 July 2004 in which it determined that securities, such as the Notes and Certificates, issued in Spain may benefit from the OECD Exemption if the relevant securities are both admitted to trading on an organised stock exchange in an OECD state and placed in an OECD State other than Spain. Where this requirement is not met, the Issuer will be required to make the corresponding withholdings.

Additionally, in accordance with Section 59(q) of regulations developing the Law on CIT, Spanish Corporate Income Taxpayers (which for the sake of clarity, include Spanish tax resident funds and Spanish tax resident pension funds) can also benefit from the Domestic Exemption.

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

Notwithstanding the above, amounts withheld (if any) may be credited by the relevant holders of Notes and Certificates against their final CIT liability.

Either (a) Deutsche Bank AG, Sucursal en España or (b) Financial Institutions (either resident in Spain or acting through a permanent establishment in Spain) acting as depository of the Notes and Certificates or intervening as manager in the collection of any income under the Notes and Certificates will be responsible for making the relevant withholding (if any) on account of Spanish tax on any income deriving from the Notes and Certificates, as well as may become obliged to comply with the formalities set out in the regulations developing the Law on Spanish PIT.

Spanish resident companies earning such income will still be subject to CIT to be declared in their annual tax returns, at a general 30 per cent. rate in 2014. In principle, it is expected under the Reform that the tax rate would be reduced to 28 per cent. in year 2015 and to 25 per cent from year 2016 onwards.

### (iii) NRIT – Non-Resident Investors acting through a Permanent Establishment in Spain

Ownership of the Notes and Certificates by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Notes and Certificates form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Notes and Certificates are, generally, the same as those previously set out for Spanish Corporate Income Taxpayers. See (ii) "CIT - *Legal Entities with tax residence in Spain*" above.

### (iv) NRIT — *Non-Spanish Tax Resident Investors not acting through a Permanent Establishment in Spain*

Interest and other income deriving from the Notes and Certificates will be tax exempt in Spain and exempt from Spanish withholding tax when obtained by persons who are resident for tax purposes in a Member State of the European Union (other than Spain) or by a permanent establishment of such persons in another Member State of the European Union (other than Spain), provided that such income is not obtained through a country or territory regarded as a tax haven (pursuant to Royal Decree 1080/1991, of 5 July) and provided further that any such person provides the Issuer with a certificate of tax residence issued by the competent authorities of their jurisdiction of residence prior to the date on which any relevant payment is made or becomes due. Such certificate is valid for a one-year period.

Holders of Notes and Certificates who are resident for tax purposes in a jurisdiction which has ratified a DTT (other than a Member State of the European Union) will be subject to NRIT and Spanish withholding tax on income obtained from the Notes and Certificates at the reduced rates (or subject to any exemption) set out in the DTT, if any. Such holders will have to evidence their tax residence by delivering to the Issuer, prior to the date on which any relevant payment is made or becomes due, a tax residence certificate within the meaning of the applicable DTT issued by the competent authorities of their jurisdiction of residence or, as the case may be, the equivalent document set out in the order which further develops the applicable DTT. Such certificate of tax residence is valid for a one-year period.

The Issuer will withhold from any interest payment and any income arising from the repayment of the Notes and Certificates at the general rate applicable from time to time, which is currently 21 per cent. (in principle, it is expected under the Reform that the withholding tax would be 20 per cent. as from 1 January 2015 and 19 per cent. as from 1 January 2016 onwards), or at the reduced rate set out in the applicable DTT, unless the application of a tax exemption is evidenced, as described above.

Notwithstanding the above, these holders will be tax exempt in Spain on any income arising from the transfer of the Notes and Certificates on a Spanish official secondary stock exchange, provided that they are resident in a jurisdiction which has ratified a DTT with Spain containing an exchange of information clause.

**Other taxes**

**(A) INDIRECT TAXES**

Whatever the nature and residence of the investor, the acquisition and transfer of the Securities will be exempt from indirect taxes in Spain, i.e. exempt from Transfer Tax and Stamp Duty and exempt from Value Added Tax.

**(B) NET WEALTH TAX ("NWT")**

(i) Individuals with tax residency in Spain

Only individual holders of Securities would be subject to the NWT as legal entities are not taxable persons under NWT.

Relevant taxpayers will be all those individuals who have their habitual residence in Spain regardless of the place where their assets or rights are located or could be exercised and whose net wealth is higher than EUR 700,000, as this amount is considered as exempt from NWT.

Spanish resident taxpayers should include in their NWT self-assessment the Securities for the following amounts:

- (a) if they are listed in an official market, the average negotiation value of the fourth quarter; and
- (b) in other case, its nominal value (including redemption premiums).

The value of the Securities together with the rest of the taxpayer's wealth, once reduced by the deductible in rem liens and encumbrances which reduce the rights and assets values and the personal debts of the taxpayer, shall be taxed at a tax rate between 0.2 to 2.5 per cent.

Finally, please note that the Spanish regions are entitled to modify (i) the threshold of net wealth exempt from taxation; (ii) the tax rates; and (iii) the tax benefits and exemptions to be applied in their territory.

(ii) Individuals with no tax residency in Spain

Individuals resident in a jurisdiction which has ratified a DTT in relation to the NWT would generally not be subject to such tax in Spain. Otherwise, non-Spanish resident individuals whose properties and rights located in Spain, or that can be exercised within the Spanish territory exceed EUR700,000 would be subject to the NWT, the applicable rates ranging between 0.2 and 2.5 per cent.

However, non-Spanish resident individuals will be exempt from the NWT in respect of the Securities whose income is exempt from NRIT as described above.

Non-Spanish resident companies are not subject to NWT.

**(C) INHERITANCE AND GIFT TAX ("IGT")**

(i) Individuals with tax residency in Spain

Individuals resident in Spain who acquire ownership or other rights over any Securities by inheritance, gift or legacy will be subject to IGT. The applicable effective tax rates range between 7.65 per cent and 81.6 per cent, depending on several factors such as family relationship and pre-existing heritage. However, it is necessary to take into account that the IGT (including certain tax benefits) has been transferred to the Spanish regions. Therefore, an analysis must be made in each specific case to determine to what extent any regional legislation might be applicable, since there might be differences in respect of the final taxation under IGT depending on the region in which an investor resides.

(ii) Companies with tax residency in Spain

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

Companies resident in Spain which acquire ownership or other rights over the Securities by inheritance, gift or legacy are not subject to IGT, as income obtained will be subject to CIT.

(iii) Individuals and companies with no tax residency in Spain

Non-Spanish resident individuals that acquire ownership or other rights over the Securities by inheritance, gift or legacy, will not be subject to IGT provided that the Securities were not located in Spain and the rights deriving from them could not be exercised within Spanish territory.

The acquisition of Securities by inheritance, gift or legacy by non-resident companies is not subject to the IGT, as income obtained will be subject to the NRIT, except as provided in any applicable DTT.

**14. The proposed financial transactions tax (FTT)** On 14 February 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**").

The Commission's Proposal has very broad scope and could, if introduced apply to certain dealings in the Securities (including secondary market transactions) in certain circumstances.

Under the Commission's Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Securities where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

A joint statement issued in May 2014 by ten of the eleven participating Member States indicated an intention to implement the FTT progressively, such that it would initially apply to shares and certain derivatives, with this initial implementation occurring by 1 January 2016.

The FTT proposal remains subject to negotiation between the participating Member States. It may therefore be altered prior to any implementation. Additional EU Member States may decide to participate.

Prospective holders of the Securities are advised to seek their own professional advice in relation to the FTT.

**B. GENERAL SELLING AND TRANSFER RESTRICTIONS**

**1. Introduction**

The distribution of Components of the Base Prospectus and the offering of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession the Components of the Base Prospectus come are required by the Issuer to inform themselves about and to observe any such restrictions.

**2. United States of America**

The Securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and trading in the Securities has not been approved by the United States Commodity Futures Trading Commission (the "**CFTC**") under the United States Commodity Exchange Act (the "**Commodity Exchange Act**"). Any offer or sale of the Securities must be made in a transaction exempt from the registration requirements of the Securities Act pursuant to Regulation S thereunder. No Securities, or interests therein, may at any time be offered, sold, resold, pledged, exercised, redeemed or delivered, directly or indirectly, in the United States or to, or for the account or benefit of (or on behalf of), any U.S. person or to others for offer, sale, resale, pledge, exercise, redemption or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person. No Securities may be exercised or redeemed by or on behalf of a U.S. person or a person within the United States. "**United States**" means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction, and "**U.S. person**" means (i) an individual who is a resident of the United States; (ii) a corporation, partnership or other entity organised in or under the laws of the United States or any political subdivision thereof or which has its principal place of business in the United States; (iii) any estate or trust which is subject to United States federal income taxation regardless of the source of its income; (iv) any trust if a court within the United States is able to exercise primary supervision over the administration of the trust and if one or more United States trustees have the authority to control all substantial decisions of the trust; (v) a pension plan for the employees, officers or principals of a corporation, partnership or other entity described in (ii) above; (vi) any entity organised principally for passive investment, 10 per cent. or more of the beneficial interests in which are held by persons described in (i) to (v) above if such entity was formed principally for the purpose of investment by such persons in a commodity pool the operator of which is exempt from certain requirements of Part 4 of the United States Commodity Futures Trading Commission's regulations by virtue of its participants being non-U.S. persons; or (vii) any other "U.S. person" as such term may be defined in Regulation S under the United States Securities Act of 1933, as amended, or a person who does not come within the definition of a non-United States person under Rule 4.7 of the United States Commodity Exchange Act, as amended.

Prior to the exercise of a Warrant or Certificate and/or a physical delivery of an Underlying in respect of a Security, the holder thereof will be required to represent that, among other things, the holder is not a U.S. person, the Security was not exercised on behalf of a U.S. person and no cash, and in the case of a physical delivery of an Underlying, no securities or other property have been or will be transferred in the United States or to, or the account or benefit of, a U.S. person in connection with any exercise or redemption thereof.

Any person purchasing Warrants or Certificates is deemed to agree with the Issuer and, if different, the seller of such Warrants or Certificates that (i) it will not at any time offer, sell, resell or

## VII. GENERAL INFORMATION ON TAXATION AND SELLING RESTRICTIONS

deliver, directly or indirectly, any Warrants or Certificates so purchased in the United States or to, or for the account or benefit of, any U.S. person, (ii) it is not purchasing any Warrants or Certificates of such series for the account or benefit of any U.S. person and (iii) it will not make offers, sales, re-sales or deliveries of any Warrant or Certificate (otherwise acquired), directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person.

### 3. European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each a "**Relevant Member State**"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") the Securities have not been offered and will not be offered to the public in that Relevant Member State except, with effect from and including the Relevant Implementation Date, the Securities may be offered to the public in that Relevant Member State:

- (a) during the period beginning one weekday after the date of approval of the Base Prospectus in relation to the Securities which has been approved by the competent authority in that Relevant Member State or in another Relevant Member State and notified to the competent authority in that Relevant Member State, in accordance with the Prospectus Directive in each case, and ending on the date which is twelve months after the date of publication, provided that the Final Terms were published in relation to these Securities no later than the date of the public offer, and were submitted to the competent authority in the Relevant Member State;
- (b) to legal persons which are qualified investors within the meaning of the *Prospectus Directive* (as defined below); or
- (c) in other circumstances under Art. 3 (2) of the *Prospectus Directive* (as defined below),

provided that such an offer of Securities does not obligate the issuer to publish a prospectus in accordance with Art. 3 of the Prospectus Directive (as defined below) or a supplement to the prospectus in accordance with Art. 16 of the Prospectus Directive (as defined below).

For the purposes of this provision, an "offer of Securities to the public" in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe the Securities, if a measure implementing the Prospectus Directive in that Member State results in deviation; "**Prospectus Directive**" means Directive 2003/71/EC (and amendments, including the 2010 PD Amending Directive provided it was implemented in the Relevant Member State); "**2010 PD Amending Directive**" means Directive 2010/73/EU.

### 4. United Kingdom

An invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 ("**FSMA**") may only be communicated or caused to be communicated in connection with the issue or sale of any Securities in circumstances in which Section 21(1) of the FSMA would not, if the Issuer was not an authorised person, apply to the Issuer.

All applicable provisions of the FSMA must be complied with in respect to anything carried out in relation to any Securities in, from or otherwise involving the United Kingdom.



## 5. Italy

The offering of the Securities has not been registered pursuant to Italian securities legislation and, accordingly, no Securities may be offered, sold or delivered, nor may copies of the Components of the Base Prospectus or of any other document relating to the Securities be distributed in the Republic of Italy, except:

- (a) to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time ("**Regulation No. 11971**"); or
- (b) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Article 34-ter of Regulation No. 11971.

Any offer, sale or delivery of the Securities or distribution of copies of the Components of the Base Prospectus or any other document relating to the Securities in the Republic of Italy under (a) or (b) above must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the Banking Act); and
- (b) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and
- (c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or other Italian authority.

Please note that in accordance with Article 100-bis of the Financial Services Act, where no exemption from the rules on public offerings applies under (i) and (ii) above, the subsequent distribution of the Securities on the secondary market in Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Financial Services Act and Regulation No. 11971.

Failure to comply with such rules may result in the sale of such Securities being declared null and void and in the liability of the intermediary transferring the financial instruments for any damages suffered by the investors.

## 6. France

*Offer to the public in France:* the Securities will only be offered or sold, directly or indirectly, to the public in France and the Components of the Base Prospectus, the relevant Final Terms and any other offering material relating to the Securities will only be distributed to the public in France in the period beginning on the date of publication of the relevant Final Terms, in accordance with Articles L.412-1 and L.621-8 of the French Monetary and Financial Code (*Code monétaire et financier*) and the *Règlement général of the Autorité des marchés financiers*, and ending at the latest within the 12-month period after the date of the visa of the Base Prospectus;

*Private placement in France:* the Securities will not be offered or sold, directly or indirectly, to the public in France and the Components of the Base Prospectus, the relevant Final Terms and any other offering material relating to the Securities will not be distributed to the public in France, and such offers, sales and distributions will be made in France only to (a) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*), and/or (b) qualified investors (*investisseurs qualifiés*) other than individuals, all as defined in, and in accordance with, articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Monetary and Financial Code (*Code monétaire et financier*).

**7. Switzerland**

The offering of the Securities in Switzerland will comply with any laws, regulations or guidelines in Switzerland from time to time, including, but not limited to, any regulations made by the Swiss Federal Banking Commission and/or the Swiss National Bank (if any) in relation to the offer, sale, delivery or transfer of the Securities or the distribution of any offering material in Switzerland in respect of such Securities.

**8. Luxembourg**

In addition to the cases described in the European Economic Area selling restrictions in respect of an offer of Securities to the public in an EEA Member State (including the Grand Duchy of Luxembourg) ("**Luxembourg**"), an offer of Securities to the public can also be made in Luxembourg:

- (a) at any time, to national and regional governments, central banks, international and supranational institutions (such as the International Monetary Fund, the European Central Bank, the European Investment Bank) and other similar international organisations;
- (b) at any time, to legal entities which are authorised or regulated to operate in the financial markets (including credit institutions, investment firms, other authorised or regulated financial institutions, undertakings for collective investment and their management companies, pension and investment funds and their management companies, insurance undertakings and commodity dealers) as well as entities not so authorised or regulated whose corporate purpose is solely to invest in securities; and
- (c) at any time, to certain natural persons or small and medium-sized enterprises (as defined in the Luxembourg act dated 10th July, 2005 on prospectuses for securities implementing the Directive 2003/71/EC (the Prospectus Directive) into Luxembourg law) recorded in the register of natural persons or small and medium-sized enterprises considered as qualified investors as held by the *Commission de surveillance du secteur financier* as competent authority in Luxembourg in accordance with the Prospectus Directive.

**9. General**

The Securities may only be offered or sold in compliance with all applicable securities laws and regulations in force in any jurisdiction in which any purchase, offer, sale or delivery of Securities is made or in which this Document is distributed or held and where any consent, approval or permission required for the purchase, offer, sale or delivery of Securities under the laws and regulations in force in such jurisdiction is obtained.

With regard to each issue of Securities, certain other additional restrictions may be set out in the applicable Final Terms.

## VIII. DESCRIPTION OF THE ISSUER

### **STATUTORY AUDITORS**

The independent auditors of Deutsche Bank are KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft (“**KPMG**”), THE SQUAIRE, Am Flughafen, 60549 Frankfurt am Main, Germany. KPMG is a member of the chamber of public accountants (*Wirtschaftsprüferkammer*).

### **INFORMATION ABOUT DEUTSCHE BANK**

The Bank's name is Deutsche Bank Aktiengesellschaft. The Bank is registered in the Commercial Register of the District Court Frankfurt am Main under registration number HRB 30 000.

Deutsche Bank originated from the reunification of Norddeutsche Bank Aktiengesellschaft, Hamburg, Rheinisch-Westfälische Bank Aktiengesellschaft, Düsseldorf, and Süddeutsche Bank Aktiengesellschaft, Munich; pursuant to the Law on the Regional Scope of Credit Institutions, these had been disincorporated in 1952 from Deutsche Bank which was founded in 1870. The merger and the name were entered in the Commercial Register of the District Court Frankfurt am Main on 2 May 1957.

Deutsche Bank is a banking institution and a stock corporation incorporated under the laws of Germany. 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).

### **Business Overview**

#### ***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 maintains its head office in Frankfurt am Main and branch offices in Germany and abroad including in London, New York, Sydney, Tokyo, Hong Kong and an Asia-Pacific Head Office in Singapore which serve as hubs for its operations in the respective regions.

Following a comprehensive strategic review, Deutsche Bank realigned its organizational structure in the fourth quarter 2012. The Bank reaffirmed its commitment to the universal banking model and to its four existing corporate divisions. Deutsche Bank strengthened this emphasis with an integrated Asset & Wealth Management Corporate Division that includes former Corporate Banking & Securities businesses such as exchange-traded funds (ETFs). Furthermore, the Bank created a Non-Core Operations Unit. This unit includes the former Group Division Corporate Investments (CI) as well as non-core operations which were re-assigned from other corporate divisions.

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

### **Corporate Banking & Securities (CB&S)**

CB&S is made up of the business divisions Corporate Finance and Markets. These businesses offer financial products worldwide including the underwriting of stocks and bonds, trading services for investors and the tailoring of solutions for companies' financial requirements.

The CB&S businesses are supported by the Credit Portfolio Strategies Group (CPSG), which has responsibility for a range of loan portfolios and from 2013 centralized the hedging of certain uncollateralized counterparty derivative exposure, actively managing the risk of these through the implementation of a structured hedging regime.

As part of the ongoing optimization of Deutsche Bank's business model, in response to the changing market and regulatory environment, Deutsche Bank continued to evaluate its business portfolio, adapting it to reflect current market opportunities and meet client needs. In that context, at the end of 2014, Deutsche Bank announced the cessation of most trading in single name credit default swaps (CDS) and physical precious metals.

During the fourth quarter of 2013, the decision was taken to scale down and discontinue elements of the commodities business. The portfolios containing discontinued activities were aggregated under the Special Commodities Group (SCG), which has been subsequently transferred from CB&S to NCOU in the first quarter of 2014. SCG contains assets, liabilities and contingent risks related to Energy, Agriculture, Base Metals and Dry Bulk exposures. The continued commodities business remains in CB&S.

Effective in November 2012, following a comprehensive strategic review of the Group's organizational structure, CB&S was realigned as part of the Group's new banking model. This realignment covered three main aspects: the transfer of non-core assets (namely correlation and capital intensive securitization positions, monoline positions, and IAS 39 reclassified assets) to the NCOU; the transfer of passive and third-party alternatives businesses, such as ETF's, into the newly integrated Deutsche AWM corporate division; and a refinement of coverage costs between CB&S and GTB.

### **Global Transaction Banking (GTB)**

GTB delivers commercial banking products and services to corporate clients and financial institutions, including domestic and cross-border payments, financing for international trade, as well as the provision of trust, agency, depositary, custody and related services. Its business divisions consist of:

- Trade Finance and Cash Management Corporates

- Institutional Cash and Securities Services

### **Deutsche Asset & Wealth Management (DeAWM)**

With € 1.0 trillion of invested assets as of 31 December 2014, Deutsche AWM is one of the world's leading investment organizations. Deutsche AWM helps individuals and institutions worldwide to protect and grow their wealth, offering traditional active, passive and alternative investments across all major asset classes. Deutsche AWM also provides customized wealth management solutions and private banking services to high-net-worth and ultra-high-net-worth (UHNW) individuals and family offices.

### **Private & Business Clients (PBC)**

PBC operates under a single retail banking business model across Europe and selected Asian markets. PBC serves retail and affluent clients as well as small and medium sized business customers.

The PBC Corporate Division comprises three business units under one strategic steering, supported by a joint services and IT platform:

- Private & Commercial Banking, which comprises all of PBC's activities in Germany under the Deutsche Bank brand;
- Advisory Banking International, which covers PBC's activities in Europe (outside Germany) and Asia including Deutsche Bank's stake in and partnership with Hua Xia Bank; and
- Postbank, which comprises among other businesses, Postbank, norisbank and BHW.

PBC continued to focus on realizing potential from the Private & Commercial Banking business unit by leveraging the integrated commercial banking coverage model for small and medium sized corporate clients. This enables us to capture new opportunities from small and medium sized business clients by improving PBC's client proximity and cross-divisional collaboration leveraging the expertise of Deutsche Bank Group.

In Continental Europe Deutsche Bank operates its Advisory Banking International business unit in five major banking markets: Italy, Spain, Poland, Belgium and Portugal. In Asia, India and China are Deutsche Bank's core markets. In India, PBC operates a branch network of seventeen branches supported by a mobile sales force. In China, Deutsche Bank hold a 19.99 % stake in the Hua Xia Bank, with which Deutsche Bank have a strategic partnership and cooperation agreement.

Postbank continues to operate in the market with its own brand. Deutsche Bank continued its integration of Postbank into PBC and Deutsche Bank seeks to significantly strengthen its joint business model and to generate revenue and cost synergies.

### **Non-Core Operations Unit (NCOU)**

In the fourth quarter 2012, Deutsche Bank established the NCOU to operate as a separate division alongside Deutsche Bank's core businesses. As set out in Strategy 2015+, Deutsche Bank's objectives in setting up the NCOU are to improve external transparency of its non-core positions; to increase management focus on the core operating businesses by separating the non-core activities; and to facilitate targeted accelerated de-risking.

The NCOU manages assets with a value of approximately € 39 billion and CRR/CRD 4 fully loaded RWA equivalent of € 59 billion, as of 31 December 2014.

In addition to managing Deutsche Bank's global principal investments and holding certain other non-core assets to maturity, targeted de-risking activities within the NCOU are intended to help Deutsche Bank reduce its risks that are not related to its planned future strategy, thereby reducing both balance sheet and the associated capital demand. In carrying out these targeted de-risking

activities, the NCOU will prioritize for exit those positions with less favorable capital and leverage profiles, which is aligned with the Bank's overall strategic objectives.

The NCOU's portfolio includes activities that are non-core to the Bank's strategy going forward; assets materially affected by business, environment, legal or regulatory changes; assets earmarked for de-risking; assets suitable for separation; assets with significant capital absorption but low returns; and assets exposed to legal risks. In addition, certain liabilities were also assigned to the NCOU following similar criteria to those used for asset selection, e.g. liabilities of businesses in run-off or for sale, legacy bond issuance formats and various other short-dated liabilities, linked to assigned assets.

In RWA terms the majority now relates to legacy CB&S assets and includes credit correlation trading positions, securitization assets, exposures to monoline insurers and assets reclassified under IAS 39. NCOU's portfolio also includes legacy PBC assets such as selected foreign residential mortgages and consumer assets as well as other financial investments no longer deemed strategic for Postbank. The assets previously managed in the former Group Division Corporate Investments relate to the Bank's global principal investment activities which now primarily consist of Deutsche Bank's stake in the port operator Maher Terminals.

During 2014, the NCOU continued to reduce risks and achieved a 39 % reduction in total assets. Significant disposals were executed from across portfolios, notably the completion of the sales of BHF-BANK and The Cosmopolitan of Las Vegas.

### ***Principal Markets***

The Bank operates in approximately 70 countries out of approximately 2,800 branches worldwide, of which approximately 66% were in Germany. Deutsche Bank offers a wide variety of investment, financial and related products and services to private individuals, corporate entities and institutional clients around the world.

## **ORGANISATIONAL STRUCTURE**

Deutsche Bank AG is the parent company of a group consisting of banks, capital market companies, fund management companies, property finance companies, installment financing companies, research and consultancy companies and other domestic and foreign companies.

The following table presents an overview of the significant subsidiaries, determined by quantitative and qualitative criteria, which are held by the Company, both directly and indirectly. The Company owns 100% of the equity and voting rights in these subsidiaries, except for Deutsche Postbank AG, of which the Company owns shares representing approximately 94.1% of the equity and voting rights and except for DWS Holding & Services GmbH, of which the Company owns shares representing approximately 99.4 % of the equity and voting rights. Their principal countries of operation are the same as their countries of incorporation.

## VIII. DESCRIPTION OF THE ISSUER

<u>Name of Subsidiary</u>	<u>Registered office</u>	<u>Share of capital held</u>	<u>Voting rights</u>
DB USA Corporation <sup>(1)</sup> .....	Delaware, United States	100%	100%
Deutsche Bank Americas Holding Corporation <sup>(2)</sup> .....	Delaware, United States	100%	100%
German American Capital Corporation <sup>(3)</sup> .....	Delaware, United States	100%	100%
DB U.S. Financial Markets Holding Corporation <sup>(4)</sup> .....	Delaware, United States	100%	100%
Deutsche Bank Securities Inc. <sup>(5)</sup> .....	Delaware, United States	100%	100%
DB Structured Products, Inc. <sup>(6)</sup> .....	Delaware, United States	100%	100%
Deutsche Bank Trust Corporation <sup>(7)</sup> .....	New York, United States	100%	100%
Deutsche Bank Trust Company Americas <sup>(8)</sup> .....	New York, United States	100%	100%
Deutsche Bank Luxembourg S.A. <sup>(9)</sup> .....	Luxembourg	100%	100%
Deutsche Bank Privat- und Geschäftskunden Aktiengesellschaft <sup>(10)</sup> .....	Frankfurt am Main, Germany	100%	100%
DB Finanz-Holding GmbH <sup>(11)</sup> .....	Frankfurt am Main, Germany	100%	100%
Deutsche Postbank AG <sup>(12)</sup> .....	Bonn, Germany	94.1%	94.1%
DWS Holding & Services GmbH <sup>(13)</sup>	Frankfurt am Main, Germany	99.4 %	99.4 %

- 1 Taunus Corporation is one of two top-level holding companies for Deutsche Bank's subsidiaries in the United States.
- 2 Deutsche Bank Americas Holding Corporation is a second tier holding company for subsidiaries in the United States.
- 3 German American Capital Corporation is engaged in purchasing and holding loans from financial institutions, trading and securitization of mortgage whole loans and mortgage securities, and providing collateralized financing to counterparties.
- 4 DB U.S. Financial Markets Holding Corporation is a second tier holding company for subsidiaries in the United States.
- 5 Deutsche Bank Securities Inc. is a U.S. company registered as a broker dealer and investment advisor with the Securities and Exchange Commission, a municipal advisor with the Municipal Securities Rulemaking Board, and a futures commission merchant with the Commodities Future Trading Commission. It is a member of the New York Stock Exchange and various other exchanges.
- 6 DB Structured Products, Inc. is a US subsidiary that has ceased engaging in new business and is in the process of voluntarily surrendering the various approvals and licenses it holds in respect of mortgage-related activities.
- 7 Deutsche Bank Trust Corporation is a bank holding company under Federal Reserve Board regulations.
- 8 Deutsche Bank Trust Company Americas is a New York State-chartered bank and member of the Federal Reserve System. It originates loans and other forms of credit, accepts deposits, arranges financings and provides numerous other commercial banking and financial services.
- 9 The primary business of this company comprises Treasury and Markets activities, especially as a major supplier of Euro liquidity for Deutsche Bank Group. Further business activities are the international loan business, where the bank acts as lending office for continental Europe and as risk hub for the credit portfolio strategies group, and private banking. The company serves private individuals, affluent clients and small business clients with banking products.
- 10 The company serves private individuals, affluent clients and small business clients with banking products.
- 11 The company holds the majority stake in Deutsche Postbank AG.
- 12 The business activities of this company comprise retail banking, business with corporate customers, money and capital markets activities as well as home savings loans.
- 13 The business activities of this company comprise acquisition, management, coordination and sale of investments in especially investment companies both nationally and internationally for its own account as well as rendering services for general and administrative functions for the investments and other comparable companies.

## TREND INFORMATION

### ***Statement of no Material Adverse Change***

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

### ***Recent Developments***

Relevant developments until and including 31 December 2014 are described in the Annual Report for 2014 which was published on 20 March 2015. Since 31 December 2014, no relevant developments have occurred.

### ***Outlook***

Corporate Banking & Securities (CB&S) reported solid revenues in full year 2014 despite a challenging market environment with low market volatility and client activity in the first half of the year. In the second half of 2014 volatility increased and CB&S saw stronger revenue momentum across the franchise. For 2015, the investment banking industry is likely to see moderate growth supported by a better macroeconomic outlook and increased volatility. However, challenges will remain including ongoing regulatory pressure, continued pressure on resources and the potential impact of geo-political events. In 2014, CB&S achieved an adjusted post-tax return on average active equity of 13 %. In 2015, Deutsche Bank will face significant headwinds to achieve the financial target of an adjusted post-tax return on average active equity of 13 % to 15 %. In particular, regulatory driven expenditures, including a higher contribution to the Single Resolution Fund compared to prior levels of bank levies, will negatively impact post-tax return on average active equity for the division.

The business environment of Private & Business Clients (PBC) remained challenging during 2014 with headwinds including further declines in interest rates, tighter regulation and significant non-recurring charges regarding loan processing fees triggered by two rulings in May and October 2014 of the German Federal Court of Justice (Bundesgerichtshof). Despite the challenging environment, PBC's revenues grew on a year-on-year basis reflecting an upturn in client activity in respect of Investment & Insurance Products and growth in certain Credit products, primarily in Germany. Provision for credit losses also improved in the period reflecting the quality of the loan portfolio. The overall macroeconomic outlook for the countries in which PBC operates is expected to remain on its moderate growth path in 2015. Nevertheless, the entire market environment is likely to continue to be challenging. The ongoing expansionary monetary policy in the Eurozone is not expected to realize relief from the low interest rate environment in the near term. As a result of the low interest rate environment, the deposit business may continue to face significant pressure. The development of investment product revenues is particularly dependent on movements in the European macroeconomic environment and the recovery of customer confidence in Germany. Further revisions in regulatory requirements may further affect the overall revenue-generation capacity. A failure to integrate Postbank's operations and to execute the OpEx program on a timely and efficient basis could have a material adverse effect on targeted efficiency gains. With regard to credit products, PBC's aim is to grow its core German business by further expanding margins and volume growth, whilst maintaining strict risk discipline and carefully optimizing capital use. In terms of investment products, the aim is to continue the growth path across all businesses. Additionally, it will be invested in selected digital offerings to expand multi-channel offering. This digitization program is being rolled out in all Deutsche Bank businesses. With the program to integrate PBC's operations, Deutsche Bank is consolidating and advancing its joint services and IT platform to improve PBC's efficiency. PBC's market position will be strengthened by leveraging the integrated commercial banking coverage model for small and mid-sized corporate clients, a joint venture between PBC and GTB. PBC will continue to focus on low-risk mortgage business, developing its investment and insurance product business, and will uphold strict cost discipline. In Advisory



Banking International, PBC is capitalizing on its advisory strength in Europe, and continue to make efficient use from growth investments in key Asian countries. Postbank will pursue its growth path in Germany whilst continuing to align business practices and will seek cost savings through organizational measures. The progress of integrating Postbank should enable PBC to achieve the targeted synergies. A new contract with Deutsche Post DHL will lead to notably reduced revenues in 2015 and a year over year decrease of Postbank's net revenues. This will partly be compensated by lower costs. The cost-to-achieve (CtA) for Postbank integration and other measures of the OpEx program are expected to be largely in line with initial targets, however, they are still dependent on the milestones and progress of individual projects. While decreasing spending for CtA is expected in 2015 compared to 2014, the related cost reduction progress continues into 2015 and beyond.

In 2014, net revenues and income before income taxes in Global Transaction Banking (GTB) developed solidly, despite a persistently challenging market environment, as reflected by further cuts to already low interest rates, heightened geopolitical risks and a highly competitive business environment. Transaction banking will likely continue to be influenced by several critical factors, as it was in 2014. The relatively low interest rate levels, including negative interest rates in some key markets, are expected to remain with a potential recovery in certain markets, especially in the U.S., in the second half of the year. Global growth may accelerate in 2015 with the U.S. economy expected to return to its healthy recovery path. The eurozone should continue its modest recovery, while growth rates among emerging markets are expected to be diverging. Revenue pools in transaction banking are expected to see moderate growth with different dynamics among products. Volume growth is likely to be offset by continued pressure on margins as well as the ongoing low interest rate environment. Significantly more expansive and rigorous regulation, including potential structural changes, cost pressure as well as litigation will pose challenges to the overall banking industry. The described trends will continue to impact GTB's business. The sustained momentum of profitable growth and client acquisition in the underlying business in recent years, together with high quality and innovative products, should leave GTB well-placed to cope with these challenges and grow its client base. However, the highly competitive business environment is expected to remain challenging and low interest rate levels, which even turned negative in the second half of last year, are expected to persist. Furthermore, the cost pressures will continue to pose a challenge for GTB including increased regulatory requirements, and charges related to the potential settlement of litigation-related cases. While the business will continue to work diligently towards the Strategy 2015+ aspiration, the targeted growth may prove to be challenging in the current business environment.

In 2014, Deutsche Asset & Wealth Management (Deutsche AWM) continued to benefit from higher assets under management following elevated market levels, increased net new money, and the positive foreign exchange impact from the strengthening of the U.S. dollar, which have positively increased recurring revenue streams. Continued global economic recovery is expected to bolster the asset and wealth management industry in 2015. While certain macroeconomic developments such as European sovereign debt issues, emerging market volatility, and the changing regulatory environment will continue to challenge the industry, Deutsche Bank's 2015 outlook is positive. Deutsche AWM's 2015 strategic directives, supported by solid achievements in 2014, position it well to benefit from industry trends. Building on the progress made in 2014 in implementing core transformation projects, performance is projected to further improve in 2015 driven by both efficiency gains and revenue enhancement. Deutsche Bank strives to maintain the momentum of this growth by delivering high quality services to its clients and sustainable platform efficiencies. Deutsche Bank's geographic footprint strategy is to continue enhancing capabilities in select markets to further growth, particularly by leveraging Deutsche Bank Group's global reach. In particular, Deutsche Bank remains focused on benefiting from emerging market growth, where wealth creation is rapidly increasing the demand for asset and wealth management services. Deutsche Bank's focused strategy also entails selective business portfolio optimization in 2015. In line with the goal of increasing the number of ultra-high-net-worth (UHNW) relationships by 50 % between 2012 and 2015, Deutsche Bank will continue to expand the UHNW business globally over the coming year. This is an especially attractive opportunity, as UHNW is growing faster than other

wealth segments. Deutsche Bank's global coverage model and integrated client service teams are crucial for continued success serving these sophisticated clients. The Key Client Partners (KCP) desks, which provide access to cross asset class, cross-border investment opportunities and financing solutions, will further benefit the most sophisticated UHNW client relationships in 2015. The conversion in the passive business to physical replication exchange-traded funds (ETFs) will be completed in 2015 and solidify Deutsche AWM's position as one of Europe's largest direct replication ETF providers. Deutsche Bank expects that these existing products and new launches in 2015 will be a growth driver of its assets under management. The success of the new physical ETFs offering will depend in part on sustained client demand for physical passive investments. Increasing collaboration with other divisions across Deutsche Bank Group remains a priority in 2015. These relationships are viewed as a significant opportunity; ongoing collaborations include PBC distributing DWS funds in Germany and CB&S assisting wealthy clients with their corporate financing requirements. Furthermore, Deutsche Bank will continue to leverage the strengths of its active investment platform (i.e. in fixed income and dividend equity funds) to provide clients with attractive services. In 2015, technology and operations improvements initiated in 2014 will be fully implemented, equipping Deutsche AWM with a state-of-the-art IT infrastructure to serve its wealth and asset management clients. For example, the successful roll out of the wealth platform will be used in 2015 to bring significant improvements in terms of efficiency and functionality. Modest incremental investment will be made for targeted platform improvements in 2015 as well. Overall, a broad set of initiatives comprise Deutsche Bank's strategy for geographic and operational footprint optimization. Financial performance in 2015 for Deutsche AWM will rely on successful delivery of these projects. Growing assets under management and improving return on new assets will also be critical to achieving its goals. To realize these targets, Deutsche Bank will continue to leverage its integrated coverage model and expand its product offering.

During 2014, the Non-Core Operations Unit (NCOU) continued to execute its de-risking strategy with specific focus on the disposal of operating assets previously held in the former Corporate Investments division. Sales completed in 2014 included BHF-BANK and The Cosmopolitan of Las Vegas. These were supplemented by the further winding down of legacy banking assets, such as the early termination of some of the credit derivative protection currently in the monocline portfolio together with the sale of underlying bonds as well as a significant reduction in CRD IV exposure from the credit correlation portfolio. Asset de-risking in 2014 has delivered net gains of € 181 million. NCOU is expected to further contribute to the Bank's strategic targets including the deleveraging program. The strategy and mandate focus on accelerated de-risking and are aligned with the Bank's overall objectives. The aim is to reduce balance sheet size, free up capital and protect shareholder value by reducing risks from remaining assets and business activities. This has translated into an emphasis on reducing capital demand to improve Deutsche Bank's capital ratios without diluting shareholders. Going forward, there will also be a strong focus on deleveraging the balance sheet as measured under CRR/CRD 4, thereby assisting the bank to meet its leverage ratio targets. Additional focus is on resolving high-profile contingent risks and non-bank assets as well as aligning the underlying cost base of the NCOU division with the de-risking progress. Challenges remain for the successful execution of this strategy. The NCOU includes significant investments in individual companies and carries other assets that are no longer part of the Bank's core business. These investments and assets are exposed to changes in the economic environment and market conditions. Such changes may make the associated timeline for de-risking activity less certain and may also impact future results. In addition, the NCOU continues to incur the associated costs from expensive liabilities and for the use of Deutsche Bank Group platforms. The pace of de-risking has slowed as the portfolio size has decreased. This has created a heightened sensitivity to volatility in risk weighted asset calculations, primarily in market and operational risk, and potentially impacting overall capital delivery in the near term. In addition to the uncertainty which arises from the NCOU derisking strategy, it is also expected that the litigation and enforcement environment will continue to be challenging.

**ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES**

In accordance with German law, Deutsche Bank has both a **Management Board** (*Vorstand*) and a **Supervisory Board** (*Aufsichtsrat*). These Boards are separate; no individual may be a member of both. The Supervisory Board appoints the members of the Management Board and supervises the activities of this Board. The Management Board represents Deutsche Bank and is responsible for the management of its affairs.

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The **Management Board** consists of:

Jürgen Fitschen	Co-Chairman, Regional Management (Global without Germany & UK), Non-Core Operations Unit
Anshuman Jain	Co-Chairman, Corporate Banking & Securities, Global Transaction Banking, Deutsche Asset & Wealth Management
Stefan Krause	Chief Financial Officer <sup>9</sup> , Strategy and Organizational Development
Dr. Stephan Leithner	Regional Management (Europe except Germany and UK), Government & Regulatory Affairs, Compliance and Human Resources
Stuart Wilson Lewis	Chief Risk Officer
Rainer Neske	Private & Business Clients
Henry Ritchotte	Chief Operating Officer
Christian Sewing	Legal, Incident Management Group, Group Audit

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<sup>9</sup> DR. MARCUS SCHENCK WILL BE APPOINTED TO THE MANAGEMENT BOARD, EFFECTIVE ON CONCLUSION OF THE ANNUAL GENERAL MEETING ON 21 MAY 2015, AT WHICH TIME HE WILL SUCCEED STEFAN KRAUSE AS CHIEF FINANCIAL OFFICER.

The **Supervisory Board** consists of the following members:

Dr. Paul Achleitner	Chairman of the Supervisory Board of Deutsche Bank AG, Frankfurt
Alfred Herling*	Deputy Chairman Chairman of the Combined Staff Council Wuppertal/Sauerland of Deutsche Bank; Chairman of the General Staff Council of Deutsche Bank; Chairman of the Group Staff Council of Deutsche Bank; Member of the European Staff Council of Deutsche Bank
Frank Bsirske*	Chairman of the trade union ver.di (Vereinte Dienstleistungsgewerkschaft), Berlin
John Cryan	Member of various supervisory boards/other directorships
Dina Dublon	Member of various supervisory boards/other directorships
Katherine Garrett-Cox	Chief Executive Officer of Alliance Trust PLC, Dundee
Timo Heider*	Chairman of the Group Staff Council of Deutsche Postbank AG; Chairman of the General Staff Council of BHW Bausparkasse AG, Postbank Finanzberatung AG and BHW Kreditservice GmbH; Chairman of the Staff Council of BHW Bausparkasse AG, BHW Kreditservice GmbH, Postbank Finanzberatung AG and BHW Holding AG; Member of the Group Staff Council of Deutsche Bank; Member of the European Staff Council of Deutsche Bank
Sabine Irrgang*	Head of Human Resources Management (Baden and Württemberg), Deutsche Bank AG
Prof. Dr. Henning Kagermann	President of acatech – German Academy of Science and Engineering, Munich
Martina Klee*	Chairperson of the Staff Council Group COO Eschborn/Frankfurt of Deutsche Bank
Peter Löscher	Chief Executive Officer of Renova Management AG, Zurich
Henriette Mark*	Chairperson of the Combined Staff Council Munich and Southern Bavaria of Deutsche Bank; Member of the Group and General Staff Councils of Deutsche Bank

Louise M. Parent	Of Counsel, Cleary Gottlieb Steen & Hamilton LLP, New York
Gabriele Platscher*	Chairperson of the Combined Staff Council Braunschweig/Hildesheim of Deutsche Bank
Bernd Rose*	Chairman of the joint General Staff Council of Postbank Filialvertrieb AG and Postbank Filial GmbH; Member of the General Staff Council of Deutsche Postbank AG, Member of the General Staff Council of Deutsche Bank AG; Member of the European Staff Council of Deutsche Bank
Rudolf Stockem*	Secretary to the trade union ver.di (Vereinte Dienstleistungsgewerkschaft), Berlin
Stephan Szukalski*	Federal Chairman of the German Association of Bank Employees (Deutscher Bankangestellten-Verband: DBV), Chairman of the Staff Council of Betriebs-Center für Banken AG
Dr. Johannes Teysen	Chairman of the Management Board of E.ON SE, Dusseldorf
Georg F. Thoma	Of Counsel, Shearman & Sterling LLP, Frankfurt

Prof. Dr. Klaus Rüdige Member of various supervisory boards  
Trützscher

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\* elected by the employees in Germany

The members of the Management Board accept membership on the Supervisory Boards of other corporations within the limits prescribed by law.

The business address of each member of the Management Board and of the Supervisory Board of Deutsche Bank is Taunusanlage 12, 60325 Frankfurt am Main, Germany.

There are no conflicts of interest between any duties to Deutsche Bank and the private interests or other duties of the members of the Supervisory Board and the Management Board.

Deutsche Bank has issued and made available to its shareholders the declaration prescribed by § 161 AktG.

**MAJOR SHAREHOLDERS**

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

Pursuant to German law and the 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 aware of no arrangements which may at a subsequent date result in a change in 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 BaFin of such change within four trading days. The minimum disclosure threshold is 3% of the corporation's issued voting share capital. To the Bank's knowledge, there are only two shareholders holding more than 5 and less than 10 per cent. Deutsche Bank shares.

**FINANCIAL INFORMATION CONCERNING DEUTSCHE BANK'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES*****Historical Financial Information / Financial Statements***

Deutsche Bank's consolidated financial statement for the financial year 2013 is incorporated by reference in, and forms part of, this Base Prospectus. Deutsche Bank's consolidated financial statement for the financial year 2014 is part of this Base Prospectus.

Pursuant to Regulation (EC) No 1606/2002 and accompanying amendments to the HGB, the consolidated financial statements for the years ended 31 December 2013 and 2014 were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union.

***Auditing of Historical Annual Financial Information***

KPMG audited Deutsche Bank's non-consolidated and consolidated financial statements for the fiscal years 2013 and 2014. In each case an unqualified auditor's certificate has been provided.

***Legal and Arbitration Proceedings***

Deutsche Bank Group operates in a legal and regulatory environment that exposes it to significant litigation risks. As a result, Deutsche Bank Group is involved in litigation, arbitration and regulatory proceedings and investigations in Germany and in a number of jurisdictions outside Germany, including the United States, arising in the ordinary course of business.

Other than set out herein, Deutsche Bank is not involved (whether as defendant or otherwise) in, nor does it have knowledge of, any pending or threatened legal, arbitration, administrative or other proceedings that may have, or have had in the recent past, a significant effect on the financial position or profitability of the Bank or Deutsche Bank Group. Furthermore, other than as set out herein, there have been no legal, arbitration, administrative or other proceedings within the last twelve months and no such proceedings have been concluded during such period which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Bank or Deutsche Bank Group.

### Charter/BMY Matter

On 8 December 2014, the United States Department of Justice (“DOJ”) filed a civil complaint against, among others, Deutsche Bank, alleging that the Bank owes more than \$190 million in taxes, penalties, and interest relating to two transactions that occurred between March and May 2000. The DOJ’s complaint arises out of Deutsche Bank’s March 2000 acquisition of Charter Corp. (“Charter”) and its subsequent sale in May 2000 of Charter to an unrelated entity, BMY Statutory Trust (the “Trust”). Charter’s primary asset, both at the time of purchase by Deutsche Bank and sale to the Trust, was appreciated Bristol-Myers Squibb Company (“BMY”) stock. When the BMY stock was sold by the Trust, the Trust offset its gain with a loss from an unrelated transaction. The Internal Revenue Service subsequently disallowed the loss on audit exposing the BMY gain to taxation. The IRS assessed additional tax, penalties and interest against the Trust, which have not been paid. Relying on certain theories, including fraudulent conveyance, the DOJ is now seeking to recoup from Deutsche Bank the taxes, plus penalties and interest, owed by the Trust. The matter is in the early stages.

### City of Milan Matters

In January 2009, the City of Milan (the “City”) issued civil proceedings in the District Court of Milan against Deutsche Bank and three other banks (together the “Banks”) in relation to a 2005 bond issue by the City (the “Bond”) and a related swap transaction which was subsequently restructured several times between 2005 and 2007 (the “Swap”) (the Bond and Swap together, the “Transaction”). The City sought damages and/or other remedies on the grounds of alleged fraudulent and deceitful acts and alleged breach of advisory obligations. During March 2012, the City and the Banks agreed to discharge all existing civil claims between them in respect of the Transaction, with no admission of liability by the Banks. While some aspects of the Swap remain in place between Deutsche Bank and the City, others were terminated as part of the civil settlement. As a further condition of the civil settlement, the sums seized from the Banks by the Milan Prosecutor (in the case of Deutsche Bank, € 25 million) were returned by the Prosecutor to the Banks, despite this seizure having been part of the trial described below. Deutsche Bank also received a small interest payment in respect of the seized sum.

In March 2010, at the Milan Prosecutor’s request, the Milan judge of the preliminary hearing approved the indictment of each of the Banks and certain of their employees (including two current employees of Deutsche Bank). The indictments of the employees were for alleged criminal offences relating to the Swap and subsequent restructuring, in particular fraud against a public authority. The Banks were charged with an administrative (non-criminal) offence of having systems and controls that did not prevent the employees’ alleged crimes. A first instance verdict was handed down on 19 December 2012. This verdict found all the Banks and certain employees, including the two Deutsche Bank employees, guilty of the charges against them. A reasoned judgment was handed down on 3 February 2013. Deutsche Bank and its employees filed appeals of this judgment in May 2013, and the appeals commenced on 30 January 2014. On 7 March 2014, the Milan Court of Appeal upheld all the grounds of appeal and quashed both the criminal convictions of the employees and the administrative liability of the Banks. In its reasoned judgment published on 3 June 2014, the appeal court held that “the facts pleaded before the court did not occur” and that the Bank’s compliance model was adequate and effective. The prosecutor did not file an appeal to this judgment by the deadline of 21 July 2014. Deutsche Bank received a stamped final copy of the judgment on 26 September 2014 and has been advised that the matter is now concluded.

### Corporate Securities Matters

Deutsche Bank and Deutsche Bank Securities Inc. (“DBSI”) regularly act in the capacity of underwriter and sales agent for debt and equity securities of corporate issuers and are from time to time named as defendants in litigation commenced by investors relating to those securities.

Deutsche Bank and DBSI, along with numerous other financial institutions, have been sued in the United States District Court for the Southern District of New York in various actions in their

capacity as underwriters and sales agents for debt and equity securities issued by American International Group, Inc. (“AIG”) between 2006 and 2008. The complaint alleges, among other things, that the offering documents failed to reveal that AIG had substantial exposure to losses due to credit default swaps, that AIG’s real estate assets were overvalued, and that AIG’s financial statements did not conform to GAAP. Fact discovery is complete. On 7 October 2014, the court granted preliminary approval to a proposed settlement of the action in which AIG is providing consideration for the settlement. Approval of the settlement will result in Deutsche Bank and DBSI being released of all claims. The hearing on the fairness of the settlement has been scheduled for March 2015.

DBSI, along with numerous other financial institutions, was named as a defendant in a putative class action lawsuit pending in the United States District Court for the Southern District of New York relating to alleged misstatements and omissions in the registration statement of General Motors Company (“GM”) in connection with GM’s 18 November 2010 initial public offering (“IPO”). DBSI acted as an underwriter for the offering. On 4 September 2014, the court dismissed all of the plaintiffs’ claims with prejudice. The court also denied plaintiffs’ request for leave to further amend the complaint. The plaintiffs have filed an appeal. The underwriters, including DBSI, received a customary agreement to indemnify from GM as issuer in connection with the offering, upon which they have notified GM that they are seeking indemnity.

#### CO2 Emission Rights

The Frankfurt am Main Office of Public Prosecution (the “OPP”) is investigating alleged value-added tax (VAT) fraud in connection with the trading of CO2 emission rights by certain trading firms, some of which also engaged in trading activity with Deutsche Bank. The OPP alleges that certain employees of Deutsche Bank knew that their counterparties were part of a fraudulent scheme to avoid VAT on transactions in CO2 emission rights, and it searched Deutsche Bank’s head office and London branch in April 2010 and issued various requests for documents. In December 2012, the OPP widened the scope of its investigation and again searched Deutsche Bank’s head office. It alleges that certain employees deleted e-mails of suspects shortly before the 2010 search and failed to issue a suspicious activity report under the Anti-Money Laundering Act which, according to the OPP, was required. It also alleges that Deutsche Bank filed an incorrect VAT return for 2009, which was signed by two members of the Management Board, and incorrect monthly returns for September 2009 to February 2010. Deutsche Bank is cooperating with the OPP.

#### Credit Default Swap Antitrust Matters

On 1 July 2013, the European Commission (EC) issued a Statement of Objections (the “SO”) against Deutsche Bank, Markit Group Limited (Markit), the International Swaps and Derivatives Association, Inc. (ISDA), and twelve other banks alleging anti-competitive conduct under Article 101 of the Treaty on the Functioning of the European Union (TFEU) and Article 53 of the European Economic Area Agreement (the “EEA Agreement”). The SO sets forth preliminary conclusions of the EC that (i) attempts by certain entities to engage in exchange trading of unfunded credit derivatives were foreclosed by improper collective action in the period from 2006 through 2009, and (ii) the conduct of Markit, ISDA, Deutsche Bank and the twelve other banks constituted a single and continuous infringement of Article 101 of the TFEU and Article 53 of the EEA Agreement. If the EC finally concludes that infringement occurred, it may seek to impose fines and other remedial measures on Deutsche Bank, Markit, ISDA and the twelve other banks. Deutsche Bank filed a response contesting the EC’s preliminary conclusions in January 2014. Deutsche Bank and other SO addressees presented orally the key elements of their responses at an oral hearing in May 2014. Following the oral hearing, the EC announced its intention to carry out a further investigation of the facts.

#### Antitrust Litigation regarding Credit Default Swaps

A multi-district civil class action is currently pending in the United States District Court for the Southern District of New York against Deutsche Bank and numerous other credit default swap



(CDS) dealer banks, as well as Markit and ISDA. Plaintiffs filed a second consolidated amended class action complaint on 11 April 2014 alleging that the banks conspired with Markit and ISDA to prevent the establishment of exchange-traded CDS, with the effect of raising prices for over-the-counter CDS transactions. Plaintiffs seek to represent a class of individuals and entities located in the United States or abroad who, during a period from 1 January 2008 through 31 December 2013, directly purchased CDS from or directly sold CDS to the dealer defendants in the United States. Defendants moved to dismiss the second consolidated amended class action complaint on 23 May 2014. On 4 September 2014, the court granted in part and denied in part the motion to dismiss. Discovery on plaintiffs' remaining claims is ongoing.

#### Credit Correlation

Certain regulatory authorities are investigating Deutsche Bank's bespoke credit correlation trading book and certain risks within that book, during the credit crisis. Issues being examined include the methodology used to value positions in the book as well as the robustness of controls governing the application of valuation methodologies. Deutsche Bank has been in discussions with the SEC staff regarding the resolution of its investigation in this matter. There can be no assurance that such a resolution will be achieved.

#### Dole Food Company

DBSI and Deutsche Bank AG, New York Branch ("DBNY") have been named as codefendants in a class action pending in Delaware Court of Chancery that was brought by former shareholders of Dole Food Company, Inc. ("Dole"). Plaintiffs allege that defendant David H. Murdock and certain members of Dole's board and management (who are also named as defendants) breached their fiduciary duties, and that DBSI and DBNY aided and abetted in those breaches, in connection with Mr. Murdock's privatization of Dole, which closed on 1 November 2013 (the "Transaction"). Plaintiffs claim approximately U.S. \$250 million in damages. On 5 February 2015, the Delaware Court of Chancery denied the motion for summary judgment of DBSI and DBNY. Trial in this matter commenced on 23 February 2015. DBSI and DBNY are parties to customary indemnity agreements from Dole (and certain of its affiliates) in connection with the Transaction, and DBSI and DBNY have notified Dole (and its relevant affiliates) that they are seeking indemnity.

#### Esch Funds Litigation

Sal. Oppenheim jr. & Cie. AG & Co. KGaA ("Sal. Oppenheim") was prior to its acquisition by Deutsche Bank in 2010 involved in the marketing and financing of participations in closed end real estate funds. These funds were structured as Civil Law Partnerships under German law. Usually, Josef Esch Fonds-Project GmbH performed the planning and project development. Sal. Oppenheim held an indirect interest in this company via a joint-venture. In relation to this business a number of civil claims have been filed against Sal. Oppenheim. Some but not all of these claims are also directed against former managing partners of Sal. Oppenheim and other individuals. The claims brought against Sal. Oppenheim relate to investments of originally approximately € 1.1 billion. The investors are seeking to unwind their fund participation and to be indemnified against potential losses and debt related to the investment. The claims are based in part on an alleged failure of Sal. Oppenheim to provide adequate information on related risks and other material aspects important for the investors' decision. Based on the facts of the individual cases, some courts decided in favor and some against Sal. Oppenheim. Appeals are pending.

#### FX Investigations and Litigations

Deutsche Bank has received requests for information from certain regulatory and law enforcement agencies globally who are investigating trading, and various other aspects, of the foreign exchange market. The Bank is cooperating with these investigations. Relatedly, Deutsche Bank is conducting its own internal global review of foreign exchange trading and other aspects of its foreign exchange business. In connection with this review, the Bank has taken, and will continue to take, disciplinary action with regards to individuals if merited. Deutsche Bank has also been named as a defendant in three putative class actions – two involving non-U.S. plaintiffs and one involving U.S. plaintiffs – brought in the United States District Court for the Southern District of

New York alleging antitrust claims relating to the alleged manipulation of foreign exchange rates. On 28 January 2015, the federal judge overseeing the class actions granted the motion to dismiss with prejudice in the two actions involving non-U.S. plaintiffs while denying the motion to dismiss in the action involving U.S. plaintiffs.

#### High Frequency Trading/Dark Pool Trading

Deutsche Bank has received requests for information from certain regulatory authorities related to high frequency trading and the operation of Deutsche Bank's alternative trading system ("ATS" or "Dark Pool"), SuperX. The Bank is cooperating with these requests. Deutsche Bank was initially named as a defendant in putative class action complaints alleging violations of U.S. securities laws related to high frequency trading, but in their consolidated amended complaint filed 2 September 2014, the plaintiffs did not include Deutsche Bank as a defendant.

#### Interbank Offered Rates Matters

Deutsche Bank has received subpoenas and requests for information from various regulatory and law enforcement agencies in Europe, North America and Asia/Pacific in connection with industry-wide investigations concerning the setting of London Interbank Offered Rate (LIBOR), Euro Interbank Offered Rate (EURIBOR), Tokyo Interbank Offered Rate (TIBOR) and other interbank offered rates. Deutsche Bank is cooperating with these investigations.

As previously reported, Deutsche Bank reached a settlement with the European Commission on 4 December 2013 as part of a collective settlement to resolve the European Commission's investigations in relation to anticompetitive conduct in the trading of Euro interest rate derivatives and Yen interest rate derivatives. Under the terms of the settlement agreement, Deutsche Bank agreed to pay € 725 million in total. Deutsche Bank nonetheless remains exposed to civil litigation and further regulatory action relating to these benchmarks.

Deutsche Bank has been informed by certain of the authorities investigating these matters that proceedings against Deutsche Bank will be recommended with respect to some aspects of the matters under investigation, and Deutsche Bank is engaged in discussions with those authorities about potential resolution of those investigations.

In the period from mid-2012 to autumn 2014, five financial institutions entered into settlements with the U.K. Financial Conduct Authority (formerly the Financial Services Authority), U.S. Commodity Futures Trading Commission, U.S. Department of Justice (DOJ), and other regulators. While the terms of the various settlements differed, they all involved significant financial penalties and regulatory consequences. For example, three financial institutions' settlements included a Deferred Prosecution Agreement, pursuant to which the DOJ agreed to defer prosecution of criminal charges against the applicable entity provided that the financial institution satisfies the terms of the Deferred Prosecution Agreement. The terms of the other two financial institutions' settlements included Non-Prosecution Agreements, pursuant to which the DOJ agreed not to file criminal charges against the entities so long as certain conditions are met. In addition, affiliates of two of the financial institutions agreed to plead guilty to a crime in a United States court for related conduct.

A number of civil actions, including putative class actions, are pending in federal court in the United States District Court for the Southern District of New York (SDNY) against Deutsche Bank and numerous other banks. All but two of these actions were filed on behalf of parties who allege that they held or transacted in U.S. dollar LIBOR-based derivatives or other financial instruments and sustained losses as a result of purported collusion or manipulation by the defendants relating to the setting of U.S. dollar LIBOR. With one exception, all of the civil actions pending in the SDNY concerning U.S. dollar LIBOR are being coordinated as part of a multidistrict litigation (U.S. dollar LIBOR MDL). In March 2013, the court dismissed the federal and state antitrust claims, claims asserted under the Racketeer Influenced and Corrupt Organizations Act (RICO) and certain state law claims that had been asserted in six amended complaints. Plaintiffs representing a putative class of bond-holders are currently pursuing an appeal from the dismissal of their sole claim (a federal antitrust claim) from the U.S. dollar LIBOR MDL to the United States Court of Appeals for

the Second Circuit, following a decision by the United States Supreme Court permitting them to pursue an appeal at this time. The District Court has also granted applications made by other plaintiffs in the U.S. dollar LIBOR MDL whose federal antitrust claims were dismissed by the District Court, or whose cases were stayed by the District Court pending the outcome of the bondholder plaintiffs' appeal to the Supreme Court, to pursue immediate appeals to the Second Circuit on their federal antitrust claims. (The Second Circuit has denied a request by a separate group of plaintiffs to reinstate their appeal, which was initially dismissed by the Second Circuit as untimely in 2013. That group of plaintiffs has now filed a new notice of appeal.) Additional complaints relating to the alleged manipulation of U.S. dollar LIBOR have been filed in, removed to, or transferred to the SDNY and are being coordinated as part of the U.S. dollar LIBOR MDL. The court issued a decision in June 2014 permitting plaintiffs to proceed with certain claims under the Commodity Exchange Act (CEA), as well as certain state law contract and unjust enrichment claims. Various plaintiffs proceeding in their individual capacities (i.e., non-class actions) have filed amended complaints, and the parties have briefed motions to dismiss. Plaintiffs representing putative classes of homeowners and lenders have also filed amended complaints, and the parties are briefing motions to dismiss. The Bank has also filed motions to dismiss complaints for lack of personal jurisdiction filed by putative classes of plaintiffs who allegedly transacted in over-the-counter financial instruments referencing U.S. dollar LIBOR and plaintiffs who allegedly transacted in exchange-traded financial instruments referencing U.S. dollar LIBOR. An additional action concerning U.S. dollar LIBOR is independently pending in the SDNY and is subject to pending motions to dismiss. Finally, the Bank has also been named as a defendant in a civil action pending in the Central District of California concerning U.S. dollar LIBOR. The court has granted the Bank's motion to dismiss for lack of personal jurisdiction and has dismissed the claims asserted against the other defendants in the case as well. The plaintiff has filed a notice of appeal seeking review by the United States Court of Appeals for the Ninth Circuit.

A putative class action was filed against Deutsche Bank and other banks concerning the alleged manipulation of Yen LIBOR and Euroyen TIBOR. On 28 March 2014, the SDNY court granted defendants' motions to dismiss claims asserted under U.S. federal antitrust laws and for unjust enrichment, but denied defendants' motions as to certain claims asserted under the CEA. Motions to dismiss the case for lack of personal jurisdiction filed by Deutsche Bank and certain other foreign defendants are pending and discovery is stayed through 7 April 2015. Deutsche Bank is also a defendant in a putative class action concerning the alleged manipulation of EURIBOR. The court granted a motion to stay discovery through 12 May 2015. Defendants' time to respond to that complaint has been stayed pending amendments to the complaint. Claims for damages in these cases have been asserted under various legal theories, including violations of the CEA, federal and state antitrust laws, RICO, and other federal and state laws.

#### ISDAFIX

Deutsche Bank has received requests for information from certain regulatory authorities concerning the setting of ISDAFIX benchmarks, which provide average mid-market rates for fixed interest rate swaps. The Bank is cooperating with these requests. In addition, the Bank has been named as a defendant in five putative class actions that were consolidated in the United States District Court for the Southern District of New York asserting antitrust, fraud, breach of contract and unjust enrichment claims relating to a purported conspiracy to manipulate the U.S. dollar ISDAFIX benchmark. Plaintiffs filed an amended complaint on 12 February 2015. Defendants intend to move to dismiss the amended complaint.

#### Kaupthing CLN Claims

In June 2012, Kaupthing hf, an Icelandic stock corporation, (acting through its Winding-up Committee) issued Icelandic law clawback claims for approximately € 509 million (plus interest) against Deutsche Bank in both Iceland and England. The claims relate to leveraged credit linked notes, referencing Kaupthing, issued by Deutsche Bank to two British Virgin Island special purpose vehicles ("SPVs") in 2008. The SPVs were ultimately owned by high net worth individuals. Kaupthing claims to have funded the SPVs and alleges that Deutsche Bank was or should have

been aware that Kaupthing itself was economically exposed in the transactions. It is claimed that the transactions are voidable by Kaupthing on a number of alternative grounds, including the ground that the transactions were improper because one of the alleged purposes of the transactions was to allow Kaupthing to influence the market in its own CDS (credit default swap) spreads and thereby its listed bonds. Additionally, in November 2012, an English law claim (with allegations similar to those featured in the Icelandic law claims) was commenced by Kaupthing against Deutsche Bank in London. Deutsche Bank filed its defense in the Icelandic proceedings in late February 2013 and continues to defend the claims. In February 2014, both proceedings in England were stayed pending final determination of the Icelandic proceedings. Additionally, in December 2014, the SPVs and their Joint Liquidators served Deutsche Bank with substantively similar claims arising out of the CLN transactions against Deutsche Bank and other defendants in England. The SPVs' claims are not expected to increase Deutsche Bank's overall potential liability in respect of the CLN transactions beyond the amount already claimed by Kaupthing.

#### Kirch

The public prosecutor's office in Munich has conducted and is currently conducting criminal investigations in connection with the Kirch case with regard to former Management Board members as well as the current Management Board members Juergen Fitschen and Dr. Stephan Leithner. The Kirch case involved several civil proceedings between Deutsche Bank AG and Dr. Leo Kirch as well as media companies controlled by him. The key issue was whether an interview given by Dr. Rolf Breuer, then Spokesman of Deutsche Bank's Management Board, in 2002 with Bloomberg television, during which Dr. Breuer commented on Dr. Kirch's (and his companies') inability to obtain financing, caused the insolvency of the Kirch companies. In February 2014, Deutsche Bank and the Kirch heirs reached a comprehensive settlement, which has ended all legal disputes between them.

The investigation involving current Management Board member Juergen Fitschen and several former Management Board members has been concluded. At the beginning of August 2014, an indictment was filed with the District Court of Munich against Mr. Fitschen and such former Management Board members. The public prosecutor has applied for the court to order Deutsche Bank's secondary participation in the proceedings in regard to a potential regulatory offence pursuant to Section 30 of the German Regulatory Offences Act. The indictment was served to the former Management Board members, Mr. Fitschen and Deutsche Bank AG in September 2014. On 2 March 2015, the District Court of Munich admitted the indictment and opened the trial against all accused. The court also ordered the secondary participation of Deutsche Bank AG.

The investigation involving current Management Board member Dr. Stephan Leithner is ongoing.

The allegations of the public prosecutors are that the two current Management Board members failed to correct in a timely manner factual statements made by Deutsche Bank's litigation counsel in submissions filed in a civil case between Kirch and Deutsche Bank AG before the Munich Higher Regional Court and the Federal Court of Justice, after allegedly having become aware that such statements were not correct. Under German law, a party in a civil litigation is under a statutory duty to make sure all factual statements made by it in court are accurate. The investigation of Dr. Leithner and the indictment of Mr. Fitschen are based on the allegation that (unlike the other current Management Board members of the Bank) they had special knowledge or responsibility in relation to the Kirch case. The indictment regarding former Management Board members is based on the allegation that such former Management Board members gave incorrect testimony to the Munich Higher Regional Court.

The Supervisory Board and the Management Board of the Bank have obtained opinions from an international law firm and a retired president of one of the leading courts of appeal in Germany to the effect that there is no basis for the accusation of criminal wrongdoing made by the public prosecutors against Mr. Fitschen and Dr. Leithner. Deutsche Bank is fully cooperating with the Munich public prosecutor's office.

KOSPI Index Unwind Matters

Following the decline of the Korea Composite Stock Price Index 200 (“KOSPI 200”) in the closing auction on 11 November 2010 by approximately 2.7 %, the Korean Financial Supervisory Service (“FSS”) commenced an investigation and expressed concerns that the fall in the KOSPI 200 was attributable to a sale by Deutsche Bank of a basket of stocks, worth approximately € 1.6 billion, that was held as part of an index arbitrage position on the KOSPI 200. On 23 February 2011, the Korean Financial Services Commission, which oversees the work of the FSS, reviewed the FSS’ findings and recommendations and resolved to take the following actions: (i) to file a criminal complaint to the Korean Prosecutor’s Office for alleged market manipulation against five employees of Deutsche Bank Group and Deutsche Bank’s subsidiary Deutsche Securities Korea Co. (DSK) for vicarious liability; and (ii) to impose a suspension of six months, commencing 1 April 2011 and ending 30 September 2011, of DSK’s business for proprietary trading of cash equities and listed derivatives and DMA (direct market access) cash equities trading, and the requirement that DSK suspend the employment of one named employee for six months. There was an exemption to the business suspension which permitted DSK to continue acting as liquidity provider for existing derivatives linked securities. On 19 August 2011, the Korean Prosecutor’s Office announced its decision to indict DSK and four employees of Deutsche Bank Group on charges of spot/futures linked market manipulation. The criminal trial commenced in January 2012. A verdict in respect of DSK and one of the four indicted employees may be delivered during 2015. In addition, a number of civil actions have been filed in Korean courts against Deutsche Bank and DSK by certain parties who allege they incurred losses as a consequence of the fall in the KOSPI 200 on 11 November 2010. The claimants are seeking damages with an aggregate claim amount of approximately € 250 million (at present exchange rates) plus interest and costs. These litigations are at various stages of proceedings, with verdicts in some actions possible during 2015.

Monte Dei Paschi

In February 2013 Banca Monte Dei Paschi Di Siena (“MPS”) issued civil proceedings in Italy against Deutsche Bank AG alleging that Deutsche Bank assisted former MPS senior management in an accounting fraud on MPS, by undertaking repo transactions with MPS and “Santorini”, a wholly owned SPV of MPS, which helped MPS defer losses on a previous transaction undertaken with Deutsche Bank. MPS claimed at least € 500 million in damages. Subsequently, in July 2013, the Fondazione Monte Dei Paschi, MPS’ largest shareholder, also issued civil proceedings in Italy for damages based on substantially the same facts. In December 2013, Deutsche Bank reached an agreement with MPS in relation to the transactions that resolves the civil proceedings by MPS. The civil proceedings by the Fondazione Monte Dei Paschi remain pending.

A criminal investigation was launched by the Siena Public Prosecutor into the transactions and certain unrelated transactions entered into by a number of other international banks with MPS. Such investigation was moved in September 2014 from Siena to the Milan Public Prosecutors as a result of a change in the alleged charges being investigated. No charges have yet been brought. Separately, Deutsche Bank has also received requests for information from certain regulators relating to the original transactions, including with respect to Deutsche Bank’s accounting for its MPS-related transactions and alleged failures by Deutsche Bank’s management adequately to supervise the individuals involved in the matter. Deutsche Bank is cooperating with these regulators.

Mortgage-Related and Asset-Backed Securities Matters and Investigation

Deutsche Bank, along with certain affiliates (collectively referred in these paragraphs to as “Deutsche Bank”), have received subpoenas and requests for information from certain regulators and government entities, including members of the Residential Mortgage-Backed Securities Working Group of the U.S. Financial Fraud Enforcement Task Force, concerning its activities regarding the origination, purchase, securitization, sale and/or trading of mortgage loans, residential mortgage-backed securities (RMBS), commercial mortgage-backed securities (CMBS), collateralized debt obligations, other asset-backed securities and credit derivatives. Deutsche Bank is cooperating fully in response to those subpoenas and requests for information.

Deutsche Bank has been named as a defendant in a civil action brought by the Commonwealth of Virginia asserting claims for fraud and breach of the Virginia Fraud Against Taxpayers Act as a result of purchases by the Virginia Retirement System (VRS) of RMBS issued or underwritten by Deutsche Bank. Deutsche Bank is one of thirteen financial institutions named as defendants. The complaint alleges damages of \$1.15 billion in the aggregate against all defendants but does not specify the damages sought from each defendant. The action was originally filed under seal by a private party and was unsealed on 16 September 2014, after the Attorney General for Virginia decided to intervene in the action. The case is in the early stages, and Deutsche Bank is contesting VRS's assertion that the Virginia state court can exercise personal jurisdiction over it.

Deutsche Bank has been named as defendant in numerous other civil litigations in connection with its various roles, including issuer or underwriter, in offerings of RMBS and other asset-backed securities. These cases, described below, include putative class action suits, actions by individual purchasers of securities and actions by trustees on behalf of RMBS trusts. Although the allegations vary by lawsuit, these cases generally allege that the RMBS offering documents contained material misrepresentations and omissions, including with regard to the underwriting standards pursuant to which the underlying mortgage loans were issued, or assert that various representations or warranties relating to the loans were breached at the time of origination.

Deutsche Bank is a defendant in putative class actions relating to its role, along with other financial institutions, as underwriter of RMBS issued by IndyMac MBS, Inc. On 8 September 2014, Deutsche Bank, certain other financial institution defendants and lead plaintiffs executed a stipulation to settle the action. On 30 September 2014, the court issued an order certifying the class for settlement and approving notice to the class. On 23 February 2015, the court issued an order approving the settlement and dismissing the action. Under the settlement, all settling defendants paid a total of \$ 340 million. Deutsche Bank's portion of the settlement is not material to it.

Deutsche Bank is a defendant in a putative class action relating to its role, along with other financial institutions, as underwriter of RMBS issued by Novastar Mortgage Corporation. On 4 February 2015, the court issued an order vacating its prior decision that had dismissed five of six RMBS offerings from the case. The court ordered the plaintiffs to amend the operative complaint to include the previously dismissed offerings. Discovery in the action, which had been stayed while the plaintiffs' motion had been pending, will now resume.

On 18 December 2013, the United States District Court for the Southern District of New York dismissed the claims against Deutsche Bank in a putative class action relating to RMBS issued by Residential Accredited Loans, Inc. and its affiliates.

Deutsche Bank is a defendant in various non-class action lawsuits and arbitrations by alleged purchasers of, and counterparties involved in transactions relating to, RMBS, and their affiliates, including Aozora Bank, Ltd., Commerzbank AG, the Federal Deposit Insurance Corporation (as conservator for Colonial Bank, Franklin Bank S.S.B., Guaranty Bank, Citizens National Bank and Strategic Capital Bank), the Federal Home Loan Bank of Boston, the Federal Home Loan Bank of San Francisco, the Federal Home Loan Bank of Seattle, HSBC Bank USA, National Association (as trustee for certain RMBS trusts), Knights of Columbus, Mass Mutual Life Insurance Company, Phoenix Light SF Limited (as purported assignee of claims of special purpose vehicles created and/or managed by WestLB AG), Royal Park Investments (as purported assignee of claims of a special-purpose vehicle created to acquire certain assets of Fortis Bank), Sealink Funding Ltd. (as purported assignee of claims of special purpose vehicles created and/or managed by Sachsen Landesbank and its subsidiaries), Texas County & District Retirement System and The Charles Schwab Corporation.

On 17 November 2014, pursuant to confidential settlement agreements executed on 6 November 2014, Assured Guaranty Municipal Corporation dismissed with prejudice the action it had filed against Deutsche Bank and Deutsche Bank dismissed with prejudice the third-party claims it had filed in that action against Greenpoint Mortgage Funding, Inc. The net financial impact of the settlements was not material to Deutsche Bank.

On 15 December 2014, pursuant to a confidential settlement agreement executed on 9 December 2014, Landesbank Baden-Württemberg dismissed with prejudice the action it had filed against Deutsche Bank. The financial terms of the settlement are not material to Deutsche Bank.

On 18 December 2014, a stipulation was filed dismissing with prejudice claims brought against Deutsche Bank by Mass Mutual Life Insurance Company relating to offerings issued by entities affiliated with Countrywide. Deutsche Bank's understanding is that the dismissal with respect to these offerings was pursuant to a confidential settlement agreement to which Deutsche Bank was not a party. Deutsche Bank remains a defendant in separate litigation brought by Mass Mutual Life Insurance Company relating to certificates not issued by entities affiliated with Countrywide.

On 14 January 2015, the court granted Deutsche Bank's motion to dismiss the action brought against it by Aozora Bank, Ltd., relating to a collateralized debt obligation identified as Blue Edge ABS CDO Ltd. On 17 February 2015, Aozora Bank, Ltd. filed a motion to reargue, or, in the alternative, to file an amended complaint. Deutsche Bank has opposed the motion. Deutsche Bank also is a defendant, along with UBS AG and affiliates, in an action brought by Aozora Bank relating to a collateralized debt obligation identified as Brooklyn Structured Finance CDO, Ltd., in which a motion to dismiss currently is pending before the court.

Pursuant to a confidential settlement agreement dated 15 January 2015, John Hancock Life Insurance Company (U.S.A.) and affiliates agreed to dismiss with prejudice the action they had filed against Deutsche Bank. The financial terms of the settlement are not material to Deutsche Bank.

On 22 January 2015, pursuant to a confidential settlement agreement with Deutsche Bank dated 14 January 2015, the Federal Home Loan Bank of San Francisco dismissed with prejudice claims that it had filed against Deutsche Bank relating to seven RMBS offerings.

On 26 January 2015, pursuant to a confidential agreement between the Federal Home Loan Bank of San Francisco and Countrywide, the Federal Home Loan Bank of San Francisco entered an order dismissing with prejudice claims brought against Deutsche Bank by the Federal Home Loan Bank of San Francisco relating to 15 offerings issued by entities affiliated with Countrywide. Deutsche Bank's understanding is that the dismissal with respect to these 15 offerings was pursuant to a confidential settlement agreement to which Deutsche Bank was not a party. Deutsche Bank remains a defendant in the case with respect to one RMBS offering and two offerings described as resecuritizations of RMBS certificates. The case is in discovery.

Deutsche Bank and Monarch Alternative Capital LP and certain of its advisory clients and managed investments vehicles (Monarch) reached an agreement on 18 December 2014 to propose a settlement agreement to HSBC Bank USA, National Association (HSBC) to resolve litigation relating to three RMBS trusts. Pursuant to the agreement with Monarch, Monarch requested that HSBC conduct a vote of certificateholders for each of the trusts with respect to the approval or rejection of the proposed settlements. HSBC has notified the relevant certificateholders of the proposed settlement agreements and that it is currently undertaking a review of the proposed agreements and intends to issue future notices to certificateholders regarding the proposed agreements shortly. In the event one or more of the settlements are completed, a substantial portion of the settlement funds paid by Deutsche Bank would be reimbursed by a non-party to the litigation. The net economic impact of the settlements is not material to Deutsche Bank.

In the actions against Deutsche Bank solely as an underwriter of other issuers' RMBS offerings, Deutsche Bank has contractual rights to indemnification from the issuers, but those indemnity rights may in whole or in part prove effectively unenforceable where the issuers are now or may in the future be in bankruptcy or otherwise defunct.

Deutsche Bank has entered into agreements with certain entities that have threatened to assert claims against Deutsche Bank in connection with various RMBS offerings and other related products to toll the relevant statutes of limitations. It is possible that these potential claims may have a material impact on Deutsche Bank. In addition, Deutsche Bank has entered into settlement

agreements with some of these entities, the financial terms of which are not material to Deutsche Bank.

Deutsche Bank National Trust Company (“DBNTC”) and Deutsche Bank Trust Company Americas (“DBTCA”) have been sued by investors in civil litigation concerning their roles as trustees of certain RMBS trusts. On 18 June 2014, a group of investors filed a civil action against DBNTC and DBTCA in New York State Supreme Court purportedly on behalf of and for the benefit of 544 private-label RMBS trusts asserting claims for alleged violations of the Trust Indenture Act of 1939 (TIA), breach of contract, breach of fiduciary duty and negligence based on DBNTC and DBTCA’s alleged failure to perform their duties as trustees for the trusts. Plaintiffs have since dismissed their state court complaint and refiled an amended complaint in the U.S. District Court for the Southern District of New York. On 18 June 2014, Royal Park Investments SA/NV filed a purported class action on behalf of investors in 10 RMBS trusts against DBNTC in the U.S. District Court for the Southern District of New York asserting claims for alleged violations of the TIA, breach of contract and breach of trust based on DBNTC’s alleged failure to perform its duties as trustee for the trusts. DBNTC has moved to dismiss the complaint. On 7 November 2014, the National Credit Union Administration Board, as an investor in 121 RMBS trusts, filed a lawsuit in the U.S. District Court for the Southern District of New York against DBNTC as trustee of those trusts, alleging violations of the TIA and the New York Streit Act for DBNTC’s alleged failure to perform certain purported statutory and contractual duties. On 23 December 2014, certain CDOs that hold RMBS certificates issued by 21 RMBS trusts filed a complaint in the U.S. District Court for the Southern District of New York against DBNTC as trustee of the trusts, asserting claims for violation of the TIA and the Streit Act, breach of contract, breach of fiduciary duty, negligence, gross negligence, and negligent misrepresentation, based on DBNTC’s alleged failure to perform its duties as trustee for the trusts.

#### Ocala Litigation

Deutsche Bank is a secured creditor of Ocala Funding LLC (“Ocala”), a commercial paper vehicle sponsored by Taylor Bean & Whitaker Mortgage Corp. (“Taylor Bean”), which ceased mortgage lending operations and filed for bankruptcy protection in August 2009. Bank of America is the trustee, collateral agent, custodian and depository agent for Ocala. Deutsche Bank commenced a civil litigation in the United States District Court for the Southern District of New York against Bank of America resulting from Bank of America’s failure to secure and safeguard cash and mortgage loans that secured Deutsche Bank’s commercial paper investment. This litigation is in discovery.

#### Parmalat Litigation

Following the bankruptcy of the Italian company Parmalat, prosecutors in Parma conducted a criminal investigation against various bank employees, including employees of Deutsche Bank, and brought charges of fraudulent bankruptcy against a number of Deutsche Bank employees and others. The trial commenced in September 2009 and is ongoing.

Certain retail bondholders and shareholders have alleged civil liability against Deutsche Bank in connection with the above-mentioned criminal proceedings. Deutsche Bank has made a formal settlement offer to those retail investors who have asserted claims against Deutsche Bank. This offer has been accepted by some of the retail investors. The outstanding claims will be heard during the criminal trial process.

In January 2011, a group of institutional investors (bondholders and shareholders) commenced a civil claim for damages, in an aggregate amount of approximately € 130 million plus interest and costs, in the Milan courts against various international and Italian banks, including Deutsche Bank and Deutsche Bank S.p.A., on allegations of cooperation with Parmalat in the fraudulent placement of securities and of deepening the insolvency of Parmalat. On 26 January 2015, the court in Milan dismissed the claim on the merits and awarded costs to the banks. The claimants now have a period of time in which to decide whether to appeal.



Pas-de-Calais Habitat

On 31 May 2012, Pas-de-Calais Habitat (“PDCH”), a public housing office, initiated proceedings before the Paris Commercial Court (the “Court”) against Deutsche Bank in relation to four swap contracts entered into in 2006, restructured on 19 March 2007 and 18 January 2008 and subsequently restructured in 2009 and on 15 June 2010. PDCH asks the Court to declare the 19 March 2007 and 18 January 2008 swap contracts (the “Swap Contracts”) null and void, or terminated, or to grant damages to PDCH in an amount of approximately € 170 million on the grounds, inter alia, that Deutsche Bank committed fraudulent and deceitful acts, manipulated the Libor and Euribor rates which are used as a basis for calculating the sums due by PDCH under the Swap Contracts and has breached its obligations to warn, advise and inform PDCH. A hearing date is set in March 2015 for the filing of PDCH’s submissions in reply. The earliest date for a hearing on the merits would be in the third quarter of 2015.

Postbank Voluntary Public Takeover Offer

On 12 September 2010, Deutsche Bank announced the decision to make a takeover offer for the acquisition of all shares in Deutsche Postbank AG. On 7 October 2010, the Bank published the official offer document. In its takeover offer, Deutsche Bank offered to Postbank shareholders a consideration of € 25 for each Postbank share.

In November 2010, a former shareholder of Postbank, Effecten-Spiegel AG, which had accepted the takeover offer, brought a claim against Deutsche Bank alleging that the offer price was too low and was not determined in accordance with the applicable law of the Federal Republic of Germany. The plaintiff alleges that Deutsche Bank had been obliged to make a mandatory takeover offer for all shares in Deutsche Postbank AG in 2009 already. The plaintiff avers that, in 2009, the voting rights of Deutsche Post AG in Deutsche Postbank AG had to be attributed to Deutsche Bank AG pursuant to Section 30 of the German Takeover Act.

The Cologne regional court dismissed the claim in 2011 and the Cologne appellate court dismissed the appeal in 2012. The Federal Court set aside the Cologne appellate court’s judgment and referred the case back to the appellate court. In its judgment, the Federal Court stated that the appellate court had not sufficiently considered the plaintiff’s allegation of an “acting in concert” between Deutsche Bank AG and Deutsche Post AG in 2009. The Cologne appellate court has scheduled an oral hearing for 29 April 2015 and has indicated that the chairman of Deutsche Post’s management board may be heard as a witness. A formal resolution to take evidence has, however, not yet been made by the appellate court.

In 2014, some further former shareholders of Deutsche Postbank AG, who accepted the 2010 tender offer, brought similar claims as Effecten-Spiegel AG against Deutsche Bank. The Bank is of the opinion that all these actions, including the action by Effecten-Spiegel AG, are without merit and is defending itself against the claims.

Precious metals Investigation and Litigations

Deutsche Bank has received requests for information from certain regulatory and law enforcement authorities who are investigating trading, and various other aspects of, precious metals. The Bank is cooperating with these investigations. Relatedly, Deutsche Bank has been conducting its own internal review of precious metals trading and other aspects of its precious metals business. Deutsche Bank is also named as a defendant in several putative class action complaints pending in the United States District Court for the Southern District of New York alleging violations of U.S. antitrust law and the U.S. Commodity Exchange Act related to the alleged manipulation of gold and silver prices through participation in the Gold and Silver Fixes.

Referral Hiring Practices Investigations

Certain regulators are investigating, among other things, Deutsche Bank’s compliance with the Foreign Corrupt Practices Act and other laws with respect to the Bank’s hiring practices related to candidates referred by clients, potential clients and government officials, and its engagement of

consultants in the Asia/Pacific region. Deutsche Bank is responding to and continuing to cooperate with these investigations.

#### Sebastian Holdings Litigation

Deutsche Bank is in litigation in the United Kingdom and the United States with Sebastian Holdings Inc., a Turks and Caicos company (“SHI”). The dispute arose in October 2008 when SHI accumulated trading losses and subsequently failed to meet margin calls issued by Deutsche Bank.

The U.K. litigation was commenced by Deutsche Bank to recover approximately U.S. \$ 246 million owed by SHI after the termination of two sets of master trading agreements with SHI. As a counterclaim, SHI duplicated aspects of its claim in the U.S. litigation (described below). The pleaded counterclaim, although not fully specified and containing elements which may have been duplicative, was for at least NOK 8.28 billion (around € 955 million or U.S. \$ 1.08 billion at recent exchange rates, which do not necessarily equate to the rates applicable to the claim), plus substantial consequential loss claims based primarily on the lost profits SHI claimed it would have made on the moneys allegedly lost.

Judgment in the English Commercial Court was handed down in November 2013. SHI was found liable to Deutsche Bank for approximately U.S. \$ 236 million, plus interest. Deutsche Bank was awarded 85 % of costs, including an interim costs award of GBP 34 million. SHI’s counterclaim was denied in full. SHI applied for permission to appeal elements of this decision but in July 2014 the Court of Appeal ordered that as a condition of SHI continuing to prosecute its appeal it must pay into court the judgment debt, plus interest and costs, by 27 August 2014. SHI failed to comply with the Court of Appeal’s order and applied to the Supreme Court for permission to appeal such order, but on 16 February 2015 the Supreme Court refused SHI permission. The appeal has now been struck out.

In June 2014, Deutsche Bank won an action in the English Commercial Court against Mr. Alexander Vik (SHI’s sole shareholder and director) personally who was held liable to Deutsche Bank in respect of the GBP 34 million interim costs award, plus a further GBP 2 million in interest accrued since November 2013 and Deutsche Bank’s costs. Such sums were paid by Mr. Vik who has since obtained permission to appeal this decision in the Court of Appeal, but no appeal date has yet been set.

The U.S. litigation relates to a damages claim brought by SHI against Deutsche Bank in New York State court, arising out of the same circumstances as Deutsche Bank’s suit against SHI in the U.K. and seeking damages of at least U.S. \$ 2.5 billion in an amended complaint filed 10 January 2011. The New York State Court has granted Deutsche Bank’s motion to dismiss SHI’s tort claims, certain of its contract and quasi-contract claims, and its claims for punitive damages, which ruling has been affirmed by the Appellate Division. SHI has filed a motion for leave to file an amended complaint, and Deutsche Bank has filed a motion for summary judgment dismissing the action. The Court heard argument on the two motions on 7 January 2015 and reserved decision. No trial date has been set.

In November and December 2013, Deutsche Bank commenced actions in Connecticut and New York seeking to enforce the English judgment against SHI and Mr. Vik. SHI’s and Mr. Vik’s jurisdictional motions to dismiss the Connecticut action were withdrawn, and their motions to strike the complaint for failure to state a claim were denied by the Court on 6 January 2015. Discovery is now beginning. The Connecticut court has scheduled the case for trial commencing 10 November 2015. The English judgment against SHI has been recognized in Connecticut, and, on 18 July 2014, a New York judge granted Deutsche Bank summary judgment in its claim to recognize the English judgment against SHI in New York. In addition, Deutsche Bank has brought claims in New York against SHI, Mr. Vik, and other defendants, including Mr. Vik’s wife and a family trust, in respect of fraudulent transfers that stripped SHI of assets in October 2008. The action also seeks to enforce the English judgment against Mr. Vik.

Trust Preferred Securities Litigation

Deutsche Bank and certain of its affiliates and officers were the subject of a consolidated putative class action, filed in the United States District Court for the Southern District of New York, asserting claims under the federal securities laws on behalf of persons who purchased certain trust preferred securities issued by Deutsche Bank and its affiliates between October 2006 and May 2008. The court dismissed the plaintiffs' second amended complaint with prejudice, which was affirmed by the United States Court of Appeals for the Second Circuit.

On 30 July 2014, the plaintiffs filed a petition for rehearing and rehearing en banc with the Second Circuit. On 16 October 2014, the Second Circuit denied the petition. In February 2015, the plaintiffs filed a petition for a writ of certiorari seeking review by the United States Supreme Court.

U.S. Embargoes-Related Matters

Deutsche Bank has received requests for information from certain regulatory and law enforcement agencies concerning its historical processing of U.S. dollar payment orders through U.S. financial institutions for parties from countries subject to U.S. embargo laws. These agencies are investigating whether such processing complied with U.S. federal and state laws. In 2006, Deutsche Bank voluntarily decided that it would not engage in new U.S. dollar business with counterparties in Iran, Sudan, North Korea and Cuba and with certain Syrian banks, and to exit existing U.S. dollar business with such counterparties to the extent legally possible. In 2007, Deutsche Bank decided that it would not engage in any new business, in any currency, with counterparties in Iran, Syria, Sudan and North Korea and to exit existing business, in any currency, with such counterparties to the extent legally possible; it also decided to limit its non-U.S. dollar business with counterparties in Cuba. Deutsche Bank is providing information to and otherwise cooperating with the investigating agencies.

ZAO FC Eurokommerz

On 17 December 2013, the liquidator of ZAO FC Eurokommerz commenced proceedings in the Arbitrazh Court of the City of Moscow against Deutsche Bank. The claim amounts to approximately € 210 million and relates to the repayment of a RUB 6.25 billion bridge loan facility extended to ZAO FC Eurokommerz on 21 August 2007. The bridge loan was repaid in full on 21 December 2007. LLC Trade House, a creditor of ZAO FC Eurokommerz, filed for bankruptcy on 31 July 2009. The liquidator alleges, among other things, (i) that Deutsche Bank must have known that ZAO FC Eurokommerz was in financial difficulties at the time of repayment and (ii) that the bridge loan was repaid from the proceeds of a securitization transaction which was found to be invalid and consequently the proceeds should not have been available to repay the bridge loan. The first instance hearing on the merits of the claim took place on 23 December 2014. The judge found in favor of Deutsche Bank on the basis of the statute of limitations and the absence of evidence to prove that ZAO FC Eurokommerz was in financial difficulties at the time the loan was repaid and that an abuse of rights was committed by Deutsche Bank when accepting the contested repayment. The liquidator may appeal the decision. Deutsche Bank has received no indication that any notice of appeal was received by the court prior to the applicable deadline.

***Significant Change in Deutsche Bank Group's Financial Position***

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

**MATERIAL CONTRACTS**

In the usual course of its business, Deutsche Bank Group enters into numerous contracts with various other entities. Deutsche Bank Group has not, however, entered into any material contracts

outside the ordinary course of its business within the past two years.

***DOCUMENTS ON DISPLAY***

As long as this Base Prospectus is valid, Deutsche Bank will, upon request, provide, free of charge, a copy of the historical financial information and of the Articles of Association of Deutsche Bank at its specified office. These documents are available on the website of Deutsche Bank ([www.db.com/ir](http://www.db.com/ir)) as well.

**IX. ADDITIONAL INFORMATION ON DEUTSCHE BANK**

**A. Consolidated Financial Statement (IFRS) of Deutsche Bank Group for the financial year ending 31 December 2014 (audited)**



Leveraging strengths,  
rising to the challenges,  
earning trust

Financial Report 2014

*Passion to Perform*



# Deutsche Bank

## The Group at a glance

	2014	2013
Share price at period end <sup>1</sup>	€ 24.99	€ 33.07
Share price high <sup>1</sup>	€ 38.15	€ 36.94
Share price low <sup>1</sup>	€ 22.66	€ 28.05
Basic earnings per share <sup>2</sup>	€ 1.34	€ 0.64
Diluted earnings per share <sup>2</sup>	€ 1.31	€ 0.62
Average shares outstanding, in m., basic <sup>2</sup>	1,242	1,045
Average shares outstanding, in m., diluted <sup>2</sup>	1,269	1,073
Pre-tax return on average shareholders' equity	5.0 %	2.6 %
Pre-tax return on average active equity	5.1 %	2.6 %
Post-tax return on average shareholders' equity	2.7 %	1.2 %
Post-tax return on average active equity	2.7 %	1.2 %
Cost/income ratio <sup>3</sup>	86.7 %	89.0 %
Compensation ratio <sup>4</sup>	39.2 %	38.6 %
Noncompensation ratio <sup>5</sup>	47.5 %	50.3 %
in € m.		
Total net revenues	31,949	31,915
Provision for credit losses	1,134	2,065
Total noninterest expenses	27,699	28,394
Income before income taxes	3,116	1,456
Net income	1,691	681
	Dec 31, 2014 in € bn.	Dec 31, 2013 in € bn.
Total assets	1,709	1,611
Total Shareholders' equity	68.4	54.7
Book value per basic share outstanding	€ 49.32	€ 50.80 <sup>2</sup>
Tangible book value per basic share outstanding	€ 38.53	€ 37.87 <sup>2</sup>
Common Equity Tier 1 capital ratio (CRR/CRD 4) <sup>6</sup>	15.2 %	12.8 %
Common Equity Tier 1 capital ratio (CRR/CRD 4 fully loaded) <sup>6</sup>	11.7 %	12.8 %
Tier 1 capital ratio (CRR/CRD 4) <sup>6</sup>	16.1 %	16.9 %
Tier 1 capital ratio (CRR/CRD 4 fully loaded) <sup>6</sup>	12.9 %	16.9 %
Number		
Branches	2,814	2,907
thereof in Germany	1,845	1,924
Employees (full-time equivalent)	98,138	98,254
thereof in Germany	45,392	46,377
Long-term rating		
Moody's Investors Service	A3	A2
Standard & Poor's	A	A
Fitch Ratings	A+	A+

<sup>1</sup> To reflect the capital increase 2014, the historical share prices until and including June 5, 2014 (last trading day cum rights) have been adjusted with retroactive effect by multiplication with the correcting factor of 0.9538 (R-Factor).

<sup>2</sup> All periods have been adjusted in order to reflect the effect of the bonus component of subscription rights issued in June 2014 in connection with the capital increase.

<sup>3</sup> Total noninterest expenses as a percentage of total net interest income before provision for credit losses plus noninterest income.

<sup>4</sup> Compensation and benefits as a percentage of total net interest income before provision for credit losses plus noninterest income.

<sup>5</sup> Noncompensation noninterest expenses, which are defined as total noninterest expenses less compensation and benefits, as a percentage of total net interest income before provision for credit losses plus noninterest income.

<sup>6</sup> Figures presented for 2014 are based on the transitional rules ("CRR/CRD 4") and the full application ("CRR/CRD 4 fully loaded") of the CRR/CRD 4 framework. Figures presented for 2013 are based on "Basel 2.5". The capital ratios relate the respective capital to risk-weighted assets. Until 2013 transitional items pursuant to the former Section 64h (3) of the German Banking Act are excluded.

Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

The calculation of the regulatory capital numbers and ratios presented in this report include the proposal of the Management Board to the Supervisory Board and Annual General Meeting of a dividend payment of € 0.75 per share.

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# Management Report

## Operating and Financial Review

The following discussion and analysis should be read in conjunction with the consolidated financial statements and the related notes to them. Our Operating and Financial Review includes qualitative and quantitative disclosures on Segmental Results of Operations and Entity Wide disclosures on Net Revenue Components as required by International Financial Reporting Standard (IFRS) 8, “Operating Segments”. This information, which forms part of and is incorporated by reference into the financial statements of this report, is marked by a bracket in the margins throughout this Operating and Financial Review. For additional Business Segment disclosure under IFRS 8 please refer to Note 4 “Business Segments and Related Information” of the Consolidated Financial Statements.

### Executive Summary

#### The Global Economy

We estimate that growth of the global economy remained relatively weak at 3.4 % on an annual average in 2014, which was unchanged compared to the year before. After reaching its peak on the previous year at 3.6 % in the first quarter of 2014, growth declined to 3.3 % over the remainder of the year.

On an annual average, growth in industrialized countries accelerated in 2014, while growth in emerging market countries slowed. The economic output growth of industrialized countries is estimated to have increased from 1.2 % in 2013 to 1.7 % in 2014. The reduction in household debt continued to curb growth, especially in the eurozone. The major central banks maintained their extremely expansionary monetary policies, which supported the global economy. Key interest rates remained at historically low levels in 2014, and extensive quantitative easing provided additional stimulus.

In 2014, the eurozone continued its moderate recovery, which had begun mid-2013. After falling by 0.4 % in 2013, GDP rose by 0.9 % on an annual average in 2014, driven primarily by consumer spending. German economic growth accelerated from 0.1 % in 2013 to 1.6 % in 2014. After stagnation over the summer, growth accelerated markedly in the fourth quarter. The German economy is supported by the solid trend in consumer spending, driven by record employment levels and sound real income growth. In response to concerns about a negative feedback loop resulting from weak inflation, a de-anchoring of inflation expectations and a weak banking system that was restricting the credit supply, the European Central Bank (ECB) decided to adopt an even more expansionary policy in 2014. Over the course of the year, the ECB cut its key interest rates to 0.05 %, made liquidity available to the banks via targeted longer-term refinancing operations (TLTROs) and, towards the end of the year, launched a program to purchase covered bonds and asset-backed securities.

Despite the weather-related decline in GDP in the first quarter of 2014, U.S. economic growth accelerated slightly from 2.2 % in 2013 to 2.4 % in 2014. This was thanks to the continuous improvement in employment figures, the fracking boom as well as positive wealth effects from the ongoing recovery of the real estate market and the sharp rise in prices on the stock markets. Growth was also stimulated by the Federal Reserve's expansionary monetary policy. In light of the sound economic trend, the Fed scaled back its asset purchases during 2014 before terminating the program entirely in October.

In Japan, growth declined from 1.6 % in 2013 to stagnation in 2014. This was largely due to the increase in sales tax from 5 % to 8 % in April 2014. The Japanese economy continued to receive support from the country's extremely expansionary fiscal and monetary policies, the first two pillars of "Abenomics". However, the comprehensive structural reforms that constitute the third pillar of Abenomics have, for the most part, still not been implemented.

Economic activity in the emerging market countries slowed from 5.0 % in 2013 to an estimated 4.6 % in 2014. This was partly due to the relatively weak external demand, but also to restrictions on the supply side, for example, slower growth in labor supply and the capital stock. Growth was weaker in all regions, with the sharpest decline in Latin America.

We estimate that economic growth in Asia (excluding Japan) has slightly weakened from 6.6 % in 2013 to 6.5 % in 2014. After growth of 7.7 % in 2013, China's economy expanded by just 7.4 % in 2014, largely as a result of the downturn on the real estate market. Thanks to investor-friendly reforms in India by the new government under Prime Minister Modi, the Indian economy grew at an estimated 7.2 %, which was stronger than in 2013 with 6.9 %.

In the emerging market economies of Eastern Europe, the Middle East and Africa, growth slowed from 2.6 % in 2013 to an estimated 2.2 % in 2014. Growth in Russia declined from 1.3 % in 2013 to 0.6 % in 2014 as a result of the weak trend in commodity prices and sanctions in response to the Ukraine crisis.

We estimate that economic activity in Latin America grew by just 0.8 % in 2014, down from 2.5 % in 2013. In Brazil, political uncertainty surrounding the presidential elections, an interventionist economic policy, high inflation and weak commodity prices had a dampening effect. As a result, we estimate that the Brazilian economy merely stagnated in 2014, following growth of 2.5 % in 2013.

## The Banking Industry

On balance, 2014 was characterized by moderate progress for the banking industry. At the same time, the sharp contrast between Europe and the U.S. continued.

In Europe, lending to households edged up again over the course of the year, while the decline in the volume of lending to firms gradually slowed. Overall, however, there was a moderate decline in private sector lending. On the deposit side, business was remarkably stable given the increasingly serious repercussions of the low interest-rate environment and further cuts in key interest rates. There was consistently strong growth in corporate deposits as well as solid growth in retail deposits. In Germany, both corporate and household lending volumes increased slightly over the course of the year, once again outperforming the eurozone as a whole. In 2014, banks in Europe were far more active in debt funding markets than in the extremely weak preceding years, even though the volume remained below the average over the past decade. At the same time, demand for the ECB's targeted longer term refinancing operations (TLTROs) was limited. Total assets of eurozone banks saw a moderate increase for the first time since 2011, rising about 2.5 % in the year.

In the U.S., the contrast between corporate and retail lending was even more pronounced in 2014, with a double-digit expansion in the volume of loans to firms compared with sluggish growth in retail loans. There was, however, a solid increase in consumer loans, while mortgages declined slightly. The issuance of mortgage-backed securities also fell – substantially – on the previous year, highlighting the fact that, for the most part, the recent rises in real estate prices in the U.S. were not credit-driven. Banks' deposit volumes again increased sharply in 2014, although the pace of growth slowed suddenly at the end of the year.

Global investment banking delivered a relatively solid performance in 2014, resulting largely from a significant increase in equity origination and a slight increase in bond origination. M&A activity surged. Consequently, both equity underwriting and M&A volumes recorded their highest level since the boom year 2007. Fixed-income trading contracted in 2014. By contrast, equity trading picked up. Revenues in corporate finance increased across the board with the exception of the syndicated loan business, which saw a slight decline. From a regional perspective, revenues in Asia and Europe rose particularly sharply in 2014, albeit from a relatively weak starting point.

Global asset management continued to benefit from growing wealth of high net-worth clients in all key regions. This was largely due to strong stock and bond market gains. The yield on ten-year German government bonds plummeted over the course of the year from just below 2 % to 0.5 %, marking several all-time lows. By contrast, important share indices in North America and Europe reached record highs. Increased market volatility particularly in the second half of the year, with considerable fluctuation in commodity prices (notably the decline in oil prices) and exchange rates, is likely to have had a positive effect on the business.

With regard to changes in banking regulation and financial supervision, in 2014 the focus in Europe was on preparations for the Banking Union, which was launched at the end of the year with the start of the single supervisory mechanism led by the ECB. Prior to the launch, Europe's largest banks underwent a comprehensive balance-sheet assessment and stress test, which enhanced the transparency and cross-border comparability of bank data. In addition, the EU adopted new rules governing the recovery and resolution of failed banks, in which the principle of creditor bail-in plays a key role. In the U.S., a potential increase in capital requirements was again on the agenda, which fuelled a global debate on total loss-absorbing capacity (TLAC). Banks on both sides of the Atlantic continued to be plagued by numerous litigation and enforcement issues, with settlements sometimes involving considerable financial burdens.

Overall, U.S. banks were once again very profitable with net profits matching historical peak levels thanks to a stable trend in the operating business and another slight decline in loan loss provisions. By contrast, the profitability of European banks remained unsatisfactory in light of stagnating revenue levels and increasing expenditures, a decline in the cost of risk notwithstanding.

## Deutsche Bank Performance

In 2014 we continued to invest in the bank's future growth and in further strengthening our capital base. Revenues remained stable despite challenging markets. While we made progress on OpEx savings, costs were negatively affected by required regulatory spending. We expect 2015 to be a year of further challenges and disciplined implementation; however, we will continue to work diligently towards our 2015 targets and to our strategic vision for Deutsche Bank.

The financial highlights for the Group in the period and key performance indicators can be summarized as follows:

- Group net revenues of € 31.9 billion in 2014, up € 34 million versus 2013;
- Income before income taxes of € 3.1 billion, up € 1.7 billion versus 2013;
- Net income increased to € 1.7 billion in 2014; up € 1.0 billion versus 2013;
- Cost/income ratio (reported) was 86.7 %, down from 89.0 % in 2013. Cost/income ratio (adjusted) was 74.4 %, up from 72.5 % in 2013;
- CRR/CRD 4 fully loaded Common Equity Tier 1 ratio was 11.7 % at the end of 2014;
- Post-tax return on average active equity (reported) was 2.7 %, up from 1.2 % in 2013. Post-tax return on average active equity (adjusted) was 7.1 %, down from 7.7 % in 2013;
- CRR/CRD 4 fully loaded leverage ratio was 3.5 % at year-end 2014;
- CRR/CRD 4 fully loaded risk-weighted assets of € 394 billion as of December 31, 2014.

Our Group Key Performance Indicators are as follows:

Group Key Performance Indicators	Status end of 2014	Status end of 2013
Post-tax return on average active equity (reported) <sup>1</sup>	2.7 %	1.2 %
Post-tax return on average active equity (adjusted) <sup>2</sup>	7.1 %	7.7 %
Cost/income ratio (reported) <sup>3</sup>	86.7 %	89.0 %
Cost/income ratio (adjusted) <sup>4</sup>	74.4 %	72.5 %
Cost savings <sup>5</sup>	€ 3.3 bn	€ 2.1 bn
Costs to achieve savings <sup>6</sup>	€ 2.9 bn	€ 1.8 bn
CRR/CRD 4 fully loaded Common Equity Tier 1 ratio <sup>7</sup>	11.7 %	9.7 %
Fully loaded CRR/CRD 4 leverage ratio <sup>8</sup>	3.5 %	2.4 % <sup>9</sup>

<sup>1</sup> Based on Net Income attributable to Deutsche Bank shareholders.

<sup>2</sup> Based on Net Income attributable to Deutsche Bank shareholders, adjusted for litigation, CtA, impairment of goodwill and intangible assets, other severances and CRR/CRD 4 Credit Valuation Adjustment (CVA)/Debt Valuation Adjustment (DVA)/Funding Valuation Adjustment (FVA). Calculation is based on an adjusted tax rate of 34 % for year ended December 31, 2014 and 36 % for year ended December 31, 2013.

<sup>3</sup> Total noninterest expenses as a percentage of total net interest income before provision for credit losses plus noninterest income.

<sup>4</sup> Based on noninterest expenses, adjusted for litigation, CtA, impairment of goodwill and intangible assets, policyholder benefits and claims, other severances and other divisional specific cost one-offs; divided by reported revenues.

<sup>5</sup> Cost savings resulting from the implementation of the OpEx program.

<sup>6</sup> Costs-to-achieve (CtA) savings are costs which are directly required for the realisation of savings in the OpEx program.

<sup>7</sup> The CRR/CRD 4 fully loaded Common Equity Tier 1 ratio represents our calculation of our Common Equity Tier 1 ratio without taking into account the transitional provisions of CRR/CRD 4. Further detail on the calculation of this ratio is provided in the Risk Report.

<sup>8</sup> Further detail on the calculation of this ratio is provided in the Risk Report.

<sup>9</sup> Does not take into account recent revisions to the leverage exposure calculation under CRR/CRD 4.

Income before income taxes grew significantly year on year to € 3.1 billion driven by solid performances in the Core businesses, plus lower provision for credit losses and reduced litigation costs compared to 2013 as the resolution of some matters was pushed beyond 2014.

Net revenues in 2014 were € 31.9 billion, up € 34 million from 2013. Despite market challenges, CB&S, GTB and PBC reported increased net revenues in 2014, while Deutsche AWM reported a slight revenue decrease following mark-to-market movements on policyholder positions in Abbey Life. NCOU revenues were down year on year, primarily impacted by a decreasing portfolio following de-risking activities.

Noninterest expenses in 2014 were € 27.7 billion, down 2 % from 2013, benefitting primarily from lower litigation costs. In addition policyholder benefits & claims fell, savings were realized from the OpEx program, and restructuring activity costs decreased. However, compensation and benefits were higher compared to 2013, mainly driven by costs to comply with regulatory compensation requirements.

OpEx program annual cost savings of € 3.3 billion were achieved in 2014, above the € 2.9 billion target for 2014. Cumulative costs to achieve were € 2.9 billion (thereof € 1.2 billion spent in 2014, € 1.3 billion spent in 2013 and € 0.5 billion spent in 2012). However, the prevailing business environment and additional regulatory cost challenges had an adverse impact on our adjusted cost-income ratio and adjusted post-tax return on average active equity.

Our capital position strengthened with a fully loaded Common Equity Tier 1 ratio of 11.7 %, in excess of our strategy 2015+ target. Additionally the fully loaded CRR/CRD 4 leverage ratio was 3.5 % at the end of 2014 based on a CRR/CRD 4 leverage exposure of € 1,445 billion as of December 31, 2014.

Deutsche Bank met the requirements of the Comprehensive Assessment conducted by the European Central Bank (ECB) in 2014. The assessment comprised an Asset Quality Review (AQR) and a Stress Test which modeled the capital adequacy of the Bank under different stress scenarios. The assessment reaffirmed that our capital base exceeds regulatory requirements, even under severe market stress conditions, and underlined the quality of our asset base. The AQR adjustments identified were not material in nature and did not result in changes to the reported results or ratios.

## Deutsche Bank Group

### Deutsche Bank: Our Organization

Headquartered in Frankfurt am Main, Germany, we are the largest bank in Germany and one of the largest financial institutions in Europe and the world, as measured by total assets of € 1,709 billion as of December 31, 2014. As of that date, we employed 98,138 people on a full-time equivalent basis and operated in 71 countries out of 2,814 branches worldwide, of which 66 % were in Germany. We offer a wide variety of investment, financial and related products and services to private individuals, corporate entities and institutional clients around the world.

Following a comprehensive strategic review, we realigned our organizational structure in the fourth quarter 2012. We reaffirmed our commitment to the universal banking model and to our four existing corporate divisions. We strengthened this emphasis with an integrated Deutsche Asset & Wealth Management Corporate Division that includes former Corporate Banking & Securities businesses such as exchange-traded funds (ETFs). Furthermore, we created a Non-Core Operations Unit. This unit includes the former Group Division Corporate Investments (CI) as well as non-core operations which were re-assigned from other corporate divisions.

As of December 31, 2014 we were organized into the following five corporate divisions:

- Corporate Banking & Securities (CB&S)
- Private & Business Clients (PBC)
- Global Transaction Banking (GTB)
- Deutsche Asset & Wealth Management (Deutsche AWM)
- Non-Core Operations Unit (NCOU)

The five corporate divisions are supported by infrastructure functions. In addition, we have a regional management function that covers regional responsibilities worldwide.

We have 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 many other countries; and
- one or more representatives assigned to serve customers in a large number of additional countries.

### Management Structure

We operate the five corporate divisions and the infrastructure functions under the umbrella of a “virtual holding company”. We use this term to mean that, while we subject the corporate divisions to the overall supervision of our Management Board, which is supported by infrastructure functions, we do not have a separate legal entity holding these five corporate divisions but we nevertheless allocate substantial managerial autonomy to them. To support this structure, key governance bodies function as follows:

The Management Board has the overall responsibility for the management of Deutsche Bank, as provided by the German Stock Corporation Act. Its members are appointed and removed by the Supervisory Board, which is a separate corporate body. Our Management Board focuses on strategic management, corporate governance, resource allocation, risk management and control, assisted by functional committees.

The Group Executive Committee was established in 2002. It comprises the members of the Management Board and senior representatives from our regions, corporate divisions and certain infrastructure functions appointed by the Management Board. The Group Executive Committee is a body that is not required by the

Stock Corporation Act. It serves as a tool to coordinate our businesses and regions, discusses Group strategy and prepares recommendations for Management Board decisions. It has no decision making authority.

Within each corporate division and region, coordination and management functions are handled by operating committees and executive committees, which helps ensure that the implementation of the strategy of individual businesses and the plans for the development of infrastructure areas are integrated with global business objectives.

## Corporate Divisions

### Corporate Banking & Securities Corporate Division

#### Corporate Division Overview

CB&S is made up of the business divisions Corporate Finance and Markets. These businesses offer financial products worldwide including the underwriting of stocks and bonds, trading services for investors and the tailoring of solutions for companies' financial requirements.

The CB&S businesses are supported by the Credit Portfolio Strategies Group (CPSG), which has responsibility for a range of loan portfolios and, from 2013, centralized the hedging of certain uncollateralized counterparty derivative exposures, actively managing the risk of these through the implementation of a structured hedging regime.

As part of the ongoing optimization of our business model, in response to the changing market and regulatory environment, we continued to evaluate our business portfolio, adapting it to reflect current market opportunities and meet client needs. In that context, at the end of 2014, we announced the cessation of most trading in single name credit default swaps (CDS) and physical precious metals.

During the fourth quarter of 2013, the decision was taken to scale down and discontinue elements of the commodities business. The portfolios containing discontinued activities were aggregated under the Special Commodities Group (SCG), which was subsequently transferred from CB&S to NCOU in the first quarter of 2014. SCG contains assets, liabilities and contingent risks related to Energy, Agriculture, Base Metals and Dry Bulk exposures. The continued commodities business remains in CB&S.

Effective in November 2012, following a comprehensive strategic review of the Group's organizational structure, CB&S was realigned as part of the Group's new banking model. This realignment covered three main aspects: the transfer of non-core assets (namely correlation and capital intensive securitization positions, monoline positions, and IAS 39 reclassified assets) to the NCOU; the transfer of passive and third-party alternatives businesses, such as ETF's, into the newly integrated Deutsche AWM Corporate Division; and a refinement of coverage costs between CB&S and GTB.

We have made the following significant capital expenditures or divestitures since January 1, 2012:

In December 2014, we completed the sale of 75 % of a U.S.\$ 2.5 billion portfolio of U.S. special situation commercial real estate loans to a fund managed by the Texas Pacific Group. Deutsche Bank retains a 25 % stake in the portfolio and continues to originate and acquire new loans in the U.S. special situations commercial real estate market.

In June 2014, Markit Ltd., a provider of financial data and trade processing services, initiated its listing on NASDAQ Stock Market via a sale of shares from existing shareholders. As part of this listing, we sold 5.8 million of the 11.6 million shares (5.7 %) we held in Markit.

In June 2012, we completed the sale of DB Export Leasing GmbH to Interoute Communications Limited.



In March 2012, we completed the sale of our U.S. multi-family financing business (Deutsche Bank Berkshire Mortgage) to a group led by Lewis Ranieri and Wilbur L. Ross, in line with our desire to focus on our core business strengths in the U.S.

### Products and Services

Within our Corporate Finance Business Division, our clients are offered mergers and acquisitions, equity and debt financing and general corporate finance advice. In addition, we provide a variety of financial services to the public sector.

The Markets Business Division is responsible for the sales, trading and structuring of a wide range of fixed income, equity, equity-linked, foreign exchange and commodities products. The division aims to deliver solutions for the investing, hedging and other needs of customers. As part of increasing the efficiency of the business, our Rates, Flow Credit and FX businesses now operate as an integrated business with a single management team. The Structured Finance business encompasses non-flow financing and structured risk for clients across all industries and asset classes.

All our trading activities are covered by our risk management procedures and controls which are described in detail in the Risk Report.

### Distribution Channels and Marketing

In CB&S, the focus of our corporate and institutional coverage bankers and sales teams is on our client relationships. We have restructured our client coverage model so as to provide varying levels of standardized or dedicated services to our customers depending on their needs and level of complexity.

## Private & Business Clients Corporate Division

### Corporate Division Overview

PBC operates under a single retail banking business model across Europe and selected Asian markets. PBC serves retail and affluent clients as well as small and medium sized business customers.

The PBC Corporate Division comprises three business units under one strategic steering, supported by a joint services and IT platform:

- Private & Commercial Banking, which comprises all of PBC's activities in Germany under the Deutsche Bank brand;
- Advisory Banking International, which covers PBC's activities in Europe (outside Germany) and Asia including our stake in and partnership with Hua Xia Bank; and
- Postbank, which comprises, among other businesses, Postbank, norisbank and BHW.

PBC continued to focus on realizing potential from the Private & Commercial Banking business unit by leveraging the integrated commercial banking coverage model for small and medium sized corporate clients. This enables us to capture new opportunities from small and medium sized business clients by improving PBC's client proximity and cross-divisional collaboration leveraging the expertise of Deutsche Bank Group.

In Continental Europe we operate our Advisory Banking International business unit in five major banking markets: Italy, Spain, Poland, Belgium and Portugal. In Asia, India and China are our core markets. In India, PBC operates a branch network of seventeen branches supported by a mobile sales force. In China, we hold a 19.99 % stake in the Hua Xia Bank, with which we have a strategic partnership and cooperation agreement.

Postbank continues to operate in the market with its own brand. We continued our integration of Postbank into PBC and we seek to significantly strengthen our joint business model and to generate revenue and cost synergies.

We have made the following significant capital expenditures or divestitures since January 1, 2012:

In October 2014, we contributed ownership of the real estate of 90 retail banking branches in Italy to a closed-end institutional real estate fund, “Italian Banking Fund (IBF)” managed by Hines Italy SGR. The contributed real estate had a total value of € 134 million and will mostly be leased back for a period of at least 12 years.

In May 2014, we completed the sale of a 20.2 % stake in Deutsche Herold AG to Zürich Beteiligungs AG, a subsidiary of Zurich Insurance Group AG. Deutsche Bank acquired the 20.2 % stake from a third party immediately ahead of selling it to Zurich. 15.2 % of the disposal to Zurich was based on a share purchase agreement that was entered into by DB and Zurich in 2001. The remaining 5.0 % stake was sold due to Zurich exercising a call option.

In March 2012, Postbank and our wholly owned subsidiary DB Finanz-Holding GmbH (“DB Finanz-Holding”) agreed to enter into a domination and profit and loss transfer agreement according to Section 291 of the German Stock Corporation Act, with DB Finanz-Holding as controlling company and Postbank as dependent. The agreement became effective in June 2012 and reached final legal validity on September 11, 2012. The share in Postbank held at the end of 2014 is 94.1 %.

In February 2012, we exchanged a mandatorily-exchangeable bond issued by Deutsche Post in February 2009 into 60 million Postbank shares (and cash) and one day later Deutsche Post exercised its option to sell to us an additional 12.1 % of the share capital in Postbank. Together with shares held at this point in time, our ownership in Postbank increased to 93.7 %.

#### Products and Services

PBC offers a similar range of banking products and services throughout Europe and Asia, with some variations among countries that are driven by local market, regulatory and customer requirements.

We offer Investment and Insurance, Mortgages, Business Products, Consumer Finance, Payments, Cards & Accounts, Deposits and mid-cap related products provided by other divisions as part of our mid-cap joint venture, as well as postal services and non-bank products in Postbank.

Our investment products cover the full range of brokerage products (equities, bonds), mutual/closed-end funds (single- and multi-assets), structured products as well as discretionary portfolio management and securities custody services. In addition we provide life- and non-life insurance products as well as corporate pension schemes to our clients.

We offer standard to complex mortgage solutions and our mortgage product portfolio is complemented by publicly subsidized mortgages, mortgage brokerage and mortgage-related insurance. Our business products focus on managing transactions, risk and liquidity for our clients. In commercial banking and international services we optimize cash flow and market volatility for our clients and support their business expansions. In addition our loan product offering consists of personal installment loans, credit lines and overdrafts as well as point of sale (POS) business.

Our payments, cards and account products provide domestic, international and SEPA payments, debit, credit and prepaid cards as well as current accounts for private clients and business clients. Our deposits portfolio consists of sight deposits, term deposits and savings.

Our lending businesses are subject to our credit risk management processes. Please see the “Monitoring Credit Risk” and “Main Credit Exposure Categories” sections in the Risk Report.

## Distribution Channels and Marketing

In following a client-centric banking approach, we seek to optimize the interaction with our customers as well as the accessibility and availability of our services. PBC uses a broad multi-channel approach to serve its customers and distribute financial solutions depending on local strategic positioning and business model.

- Branches: Within our branches, we generally offer the entire range of products and advice.
- Financial Agents: In most countries, we additionally market our retail banking products and services through self-employed financial agents.
- Customer Contact Centers: Our Customer Contact Centers provide clients with remote services (i.e., account information, securities brokerage) supported by automated systems.
- Online and Mobile Banking: On our websites, we offer clients a broad variety of relevant product information and services including interactive tools, tutorials and rich media content. We provide a high performing transaction-platform for banking, brokerage and self-services, combined with a highly frequented multi-mobile offering for smartphones and tablets. Moreover, we further invest in improvements of selected digital capabilities. This digitization program is being rolled out in all our businesses.
- Self-service Terminals: These terminals support our branch network and allow clients to withdraw and transfer funds, receive custody account statements and make appointments with our financial advisors.

Moreover, we enter into country-specific distribution and cooperation arrangements. In Germany, we maintain cooperation partnerships with companies such as DP DHL (Postbank cooperation) and Deutsche Vermögensberatung AG (DVAG). With DVAG, we distribute our mutual funds and other banking products through DVAG's independent distribution network. In order to complement our product range, we have signed distribution agreements, in which PBC distributes the products of product suppliers. These include an agreement with Zurich Financial Services for insurance products, and product partnerships with thirteen fund companies for the distribution of their investment products.

To achieve a strong brand position internationally, we market our services consistently throughout the European and Asian countries we consider to be part of our strategic focus.

## Global Transaction Banking Corporate Division

### Corporate Division Overview

GTB delivers commercial banking products and services to corporate clients and financial institutions, including domestic and cross-border payments, financing for international trade, lending, as well as the provision of trust, agency, depository, custody and related services. Our business divisions consist of:

- Trade Finance and Cash Management Corporates
- Institutional Cash and Securities Services

We have made the following significant capital expenditures or divestitures since January 1, 2012:

On February 28, 2014, registrar services GmbH was sold to Link Market Services.

On June 1, 2013, the sale of Deutsche Card Services to EVO Payments International was completed.

### Products and Services

Trade Finance offers local expertise, a range of international trade products and services (including financing), custom-made solutions for structured trade and the latest technology across our international network so that our clients can better manage the risks and other issues associated with their cross-border and domestic trades.

Cash Management caters to the needs of a diverse client base of corporates and financial institutions. With the provision of a comprehensive range of innovative and robust solutions, we handle the complexities of global and regional treasury functions including customer access, payment and collection services, liquidity management, information and account services and electronic bill presentation and payment solutions.

Securities Services provides a range of trust, payment, administration and related services for selected securities and financial transactions, as well as domestic securities custody in more than 30 markets.

#### Distribution Channels and Marketing

GTB develops and markets its own products and services in Europe, the Middle East, Asia and the Americas. The marketing is carried out in conjunction with the coverage functions in this division, in CB&S and in PBC. Leveraging the integrated commercial banking coverage model for small and medium sized corporate clients enables us to capture new opportunities from this client group.

Customers can be differentiated into two main groups: (i) financial institutions, such as banks, mutual funds and retirement funds, broker-dealers, fund managers and insurance companies, and (ii) multinational corporations, large local corporates and medium-sized companies, predominantly in Germany and the Netherlands.

### Deutsche Asset & Wealth Management Corporate Division (Deutsche AWM)

#### Corporate Division Overview

With € 1.0 trillion of invested assets as of December 31, 2014, Deutsche AWM is one of the world's leading investment organizations. Deutsche AWM helps individuals and institutions worldwide to protect and grow their wealth, offering traditional active, passive and alternative investments across all major asset classes. Deutsche AWM also provides customized wealth management solutions and private banking services to high-net-worth and ultra-high-net-worth (UHNW) individuals and family offices.

#### Products and Services

Deutsche AWM's investment capabilities span both active and passive strategies and a diverse array of asset classes including equities, fixed income, real estate, infrastructure, private equity and hedge funds. The division also offers customized wealth management solutions and private banking services, including lending and discretionary portfolio management.

In 2014, Deutsche AWM enhanced its product offering across innovative and high-growth sectors, including expanding products based on the Cash Return on Capital Invested (CROCI) approach, alternative fund offerings and physical replication exchange-traded funds (ETFs), for which it is Europe's second largest provider (source: Deutsche Bank, Bloomberg Finance LP, Reuters). Additionally, through targeted hires, Deutsche AWM increased its private banking and wealth advisory teams to serve UHNW clients worldwide, and added to institutional and retail coverage teams in the Global Client Group.

#### Distribution Channels and Marketing

Global Coverage/Advisory teams manage client relationships, provide advice and assist clients to access Deutsche AWM's products and services. Deutsche AWM also markets and distributes its offering through other business divisions of Deutsche Bank Group, notably PBC for retail customers and CB&S for selected institutional and corporate clients, as well as through third-party distributors. To ensure holistic service and advice, all clients have a single point of access to Deutsche AWM, with dedicated teams serving specific client groups.

Deutsche AWM created its Key Client Partners (KCP) advisory centers in 2013, to deliver its cross divisional investment banking, corporate banking and asset management capabilities. The global centres give professional investors access to cross-asset class and cross-border investment opportunities and financing solutions in tandem with CB&S.

## Non-Core Operations Unit Corporate Division

In the fourth quarter 2012, we established the NCOU to operate as a separate division alongside Deutsche Bank's core businesses. As set out in Strategy 2015+, our objectives in setting up the NCOU are to improve external transparency of our non-core positions; to increase management focus on the core operating businesses by separating the non-core activities; and to facilitate targeted accelerated de-risking.

The NCOU manages assets with a value of approximately € 39 billion and fully loaded RWA equivalent of € 59 billion, as of December 31, 2014.

In addition to managing our global principal investments and holding certain other non-core assets to maturity, targeted de-risking activities within the NCOU are intended to help us reduce risks that are not related to our planned future strategy, thereby reducing both balance sheet and the associated capital demand. In carrying out these targeted de-risking activities, the NCOU will prioritize for exit those positions with less favorable capital and leverage profiles, which is aligned with the Bank's overall strategic objectives.

The NCOU's portfolio includes activities that are non-core to the Bank's strategy going forward; assets materially affected by business, environment, legal or regulatory changes; assets earmarked for de-risking; assets suitable for separation; assets with significant capital absorption but low returns; and assets exposed to legal risks. In addition, certain liabilities were also assigned to the NCOU following similar criteria to those used for asset selection, e.g. liabilities of businesses in run-off or for sale, legacy bond issuance formats and various other short-dated liabilities, linked to assigned assets.

In RWA terms the majority of NCOU's assets now relate to legacy CB&S assets, and includes credit correlation trading positions, securitization assets, exposures to monoline insurers and assets reclassified under IAS 39. NCOU's portfolio also includes legacy PBC assets such as selected foreign residential mortgages and consumer assets as well as other financial investments no longer deemed strategic for Postbank. The assets previously managed in the former Group Division Corporate Investments relate to the Bank's global principal investment activities which now primarily consist of our stake in the port operator Maher Terminals.

During 2014, the NCOU continued to reduce risks and achieved a 39 % reduction in total assets. Significant disposals were executed from across portfolios, notably the completion of the sales of BHF-BANK and The Cosmopolitan of Las Vegas.

We have made the following significant divestitures since January 1, 2012:

On December 19, 2014, we closed the sale of Nevada Property 1 LLC, the owner of The Cosmopolitan of Las Vegas, to Blackstone Real Estate Partners VII for U.S.\$ 1.73 billion, subject to closing purchase price adjustments.

In March 2014, we completed the sale of BHF-BANK to Kleinwort Benson Group and RHJ International for a total consideration of € 347 million primarily in cash (€ 316 million) and the remainder in the form of new shares in RHJ International issued at par value. These shares have also subsequently been sold.

In December 2013, our subsidiary Deutsche Postbank AG completed the sale of an approximately £ 1.4 billion UK commercial real estate loan portfolio to GE Capital Real Estate.

In June 2013, our subsidiary PB Capital Corporation, completed the sale of an approximately U.S.\$ 3.7 billion commercial real estate loan portfolio to San Francisco based Union Bank, N.A., an indirect subsidiary of Mitsubishi UFJ Financial Group, Inc.

In May 2013, Sicherungseinrichtungsgesellschaft deutscher Banken mbH ("SdB") fully repaid the remaining exposure (of which € 0.8 billion was allocated to the former Corporate Investments, now part of the NCOU) of ECB-eligible notes guaranteed by the SOFFin (Sonderfonds Finanzmarktstabilisierung, established in October 2008 by the German government in the context of the financial crisis).

In January 2013, we completed the sale of our 15 % participation in Dedalus GmbH & Co. KGaA, through which we indirectly held approximately 1.1 % of the shares in EADS N.V., for a consideration of approximately € 250 million.

In October 2012, we exited our exposure to Actavis, the generic pharmaceuticals company, upon completion of Watson Pharmaceuticals' acquisition of the company.

### **Infrastructure and Regional Management**

The infrastructure group consists of our centralized business support areas. These areas principally comprise control and service functions supporting our five corporate divisions.

This infrastructure group is organized to reflect the areas of responsibility of those Management Board members that are not in charge of a specific business line. The infrastructure group is organized into COO functions (i.e., Global Technology Operations, Corporate Services and COO Group Function), CFO functions (i.e., Finance, Tax, Insurance and Treasury), CRO functions (i.e., Credit Risk Management and Market Risk Management), CEO functions (i.e., Communications & Corporate Social Responsibility, Deutsche Bank Research, Group Audit), HR, Special Groups & Works Council, Legal & Audit, Compliance, AML & GRAD (Compliance, Anti-Money Laundering, Government & Regulatory Affairs) and Strategy, Organisation & Transformation (VKO).

The Regional Management function covers regional responsibilities worldwide. It focuses on governance, franchise development and performance development. Regional and country heads and management committees are established in the regions to enhance client-focused product coordination across businesses and to ensure compliance with regulatory and control requirements, both from a local and Group perspective. In addition, the Regional Management function represents regional interests at the Group level and enhances cross-regional coordination.

All expenses and revenues incurred within the Infrastructure and Regional Management areas are fully allocated to our five corporate divisions.

### **Significant Capital Expenditures and Divestitures**

Information on each Corporate Division's significant capital expenditures and divestitures from the last three financial years has been included in the above descriptions of the Corporate Divisions.

Since January 1, 2014, there have been no public takeover offers by third parties with respect to our shares and we have not made any public takeover offers in respect of any other company's shares.

## Results of Operations

### Consolidated Results of Operations

You should read the following discussion and analysis in conjunction with the consolidated financial statements.

#### Condensed Consolidated Statement of Income

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
Net interest income	14,272	14,834	15,975	(562)	(4)	(1,141)	(7)
Provision for credit losses	1,134	2,065	1,721	(931)	(45)	344	20
<b>Net interest income after provision for credit losses</b>	<b>13,138</b>	<b>12,769</b>	<b>14,254</b>	<b>369</b>	<b>3</b>	<b>(1,485)</b>	<b>(10)</b>
Commissions and fee income <sup>1</sup>	12,409	12,308	11,809	101	1	500	4
Net gains (losses) on financial assets/liabilities at fair value through profit or loss <sup>1</sup>	4,299	3,817	5,608	481	13	(1,791)	(32)
Net gains (losses) on financial assets available for sale	242	394	301	(152)	(39)	93	31
Net income (loss) from equity method investments	619	369	163	251	68	206	127
Other income (loss)	108	193	(120)	(85)	(44)	313	N/M
<b>Total noninterest income</b>	<b>17,677</b>	<b>17,082</b>	<b>17,761</b>	<b>596</b>	<b>3</b>	<b>(679)</b>	<b>(4)</b>
<b>Total net revenues<sup>2</sup></b>	<b>30,815</b>	<b>29,850</b>	<b>32,015</b>	<b>965</b>	<b>3</b>	<b>(2,164)</b>	<b>(7)</b>
Compensation and benefits	12,512	12,329	13,490	183	1	(1,160)	(9)
General and administrative expenses	14,654	15,126	15,017	(472)	(3)	110	1
Policyholder benefits and claims	289	460	414	(172)	(37)	46	11
Impairment of intangible assets	111	79	1,886	33	42	(1,808)	(96)
Restructuring activities	133	399	394	(267)	(67)	5	1
<b>Total noninterest expenses</b>	<b>27,699</b>	<b>28,394</b>	<b>31,201</b>	<b>(695)</b>	<b>(2)</b>	<b>(2,807)</b>	<b>(9)</b>
<b>Income before income taxes</b>	<b>3,116</b>	<b>1,456</b>	<b>814</b>	<b>1,660</b>	<b>114</b>	<b>642</b>	<b>79</b>
Income tax expense	1,425	775	498	650	84	277	56
<b>Net income</b>	<b>1,691</b>	<b>681</b>	<b>316</b>	<b>1,010</b>	<b>148</b>	<b>365</b>	<b>116</b>
Net income attributable to noncontrolling interests	28	15	53	13	83	(37)	(71)
Net income attributable to Deutsche Bank shareholders	1,663	666	263	997	150	403	154

N/M – Not meaningful

<sup>1</sup> Prior periods have been restated. For further detail please refer to Note 1 "Significant Accounting Policies and Critical Accounting Estimates" of this report.

<sup>2</sup> After provision for credit losses.

#### Net Interest Income

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
Total interest and similar income	25,001	25,601	31,593	(600)	(2)	(5,992)	(19)
Total interest expenses	10,729	10,768	15,619	(39)	0	(4,851)	(31)
<b>Net interest income</b>	<b>14,272</b>	<b>14,834</b>	<b>15,975</b>	<b>(562)</b>	<b>(4)</b>	<b>(1,141)</b>	<b>(7)</b>
Average interest-earning assets <sup>1</sup>	1,040,908	1,136,662	1,250,002	(95,754)	(8)	(113,340)	(9)
Average interest-bearing liabilities <sup>1</sup>	851,714	979,245	1,119,374	(127,531)	(13)	(140,129)	(13)
Gross interest yield <sup>2</sup>	2.40 %	2.25 %	2.53 %	0.15 ppt	7	(0.28) ppt	(11)
Gross interest rate paid <sup>3</sup>	1.26 %	1.10 %	1.40 %	0.16 ppt	15	(0.30) ppt	(21)
Net interest spread <sup>4</sup>	1.14 %	1.15 %	1.13 %	(0.01) ppt	(1)	0.02 ppt	2
Net interest margin <sup>5</sup>	1.37 %	1.31 %	1.28 %	0.06 ppt	5	0.03 ppt	2

ppt – Percentage points

<sup>1</sup> Average balances for each year are calculated in general based upon month-end balances.

<sup>2</sup> Gross interest yield is the average interest rate earned on our average interest-earning assets.

<sup>3</sup> Gross interest rate paid is the average interest rate paid on our average interest-bearing liabilities.

<sup>4</sup> Net interest spread is the difference between the average interest rate earned on average interest-earning assets and the average interest rate paid on average interest-bearing liabilities.

<sup>5</sup> Net interest margin is net interest income expressed as a percentage of average interest-earning assets.

## 2014

The decrease in net interest income in 2014 of € 562 million, or 4 %, to € 14.3 billion compared to € 14.8 billion in 2013, was primarily driven by lower interest income in NCOU due to asset reductions as a result of our continued de-risking. Overall, the net interest spread decreased by 1 basis point as a result of slightly lower increase of gross interest yield as compared to gross interest rate paid. The net interest margin improved by 6 basis points, mainly due to effects resulting from the aforementioned asset reductions.

## 2013

The decrease in net interest income in 2013 of € 1.1 billion, or 7 %, to € 14.8 billion compared to € 16.0 billion in 2012, was primarily driven by lower interest income on trading assets in CB&S, due to lower client activity reflecting lower liquidity and ongoing market uncertainty. Another main driver of the decline in net interest income was the accelerated de-risking strategy in NCOU. In PBC, slightly reduced margins and a strategic deposit volume reduction in Postbank also impacted net interest income in 2013. Overall, the net interest spread increased by 2 basis points, following an almost parallel decline in gross interest yield and gross interest rate paid. The net interest margin improved by 3 basis points, mainly due to margin improvements in Germany.

## Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
CB&S – Sales & Trading (equity)	1,066	1,125	991	(58)	(5)	133	13
CB&S – Sales & Trading (debt and other products)	2,487	2,544	4,508	(57)	(2)	(1,964)	(44)
Non-Core Operations Unit	(663)	(374)	(846)	(289)	77	472	(56)
Other	1,408	523	955	886	170	(433)	(45)
<b>Total net gains (losses) on financial assets/ liabilities at fair value through profit or loss</b>	<b>4,299</b>	<b>3,817</b>	<b>5,608</b>	<b>481</b>	<b>13</b>	<b>(1,791)</b>	<b>(32)</b>

## 2014

Net gains on financial assets/liabilities at fair value through profit or loss increased by € 481 million to € 4.3 billion for the full year 2014. The main driver for this was an increase of € 886 million in Other, mainly reflecting mark to market gains from interest rate movements in CB&S which was partly offset by an increase in net losses on financial assets/liabilities at fair value through profit or loss of € 289 million in NCOU, which included a loss related to the Special Commodities Group from our exposure to traded products in the U.S. power sector in 2014.

## 2013

Net gains on financial assets/liabilities at fair value through profit or loss decreased by € 1.8 billion to € 3.8 billion for the full year 2013. The main driver for this development was a decrease of € 2.0 billion in Sales & Trading (debt and other products), which was primarily driven by lower client activity coupled with a challenging trading environment and market uncertainty impacting Rates and Commodities, as well as by lower revenues in Foreign Exchange due to lower volatility and margin compression. In addition, the decrease was significantly driven by a fall of € 433 million in Other, mainly reflecting the non-recurrence of a prior year refinement in the calculation methodology of the Debt Valuation Adjustment (DVA) on certain derivative liabilities in CB&S, and the deconsolidation of funds in Deutsche AWM, offset by increases in other revenues categories and C&A. The increase of € 472 million in NCOU was due to a decrease in net losses on financial assets/liabilities at fair value through profit or loss, mainly driven by a smaller asset base as a result of an accelerated de-risking strategy and fair value movements on some of our non-core assets. The increase of € 133 million in net gains on financial assets/liabilities at fair value through profit or loss in Sales & Trading (equity) was due to increased client activity and an improved market environment resulting in higher revenues from equity trading.



## Net Interest Income and Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss

Our trading and risk management businesses include significant activities in interest rate instruments and related derivatives. Under IFRS, interest and similar income earned from trading instruments and financial instruments designated at fair value through profit or loss (i.e., coupon and dividend income) and the costs of funding net trading positions are part of net interest income. Our trading activities can periodically shift income between net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss depending on a variety of factors, including risk management strategies.

In order to provide a more business-focused discussion, the following table presents net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss by corporate division and by product within CB&S.

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
Net interest income	14,272	14,834	15,975	(562)	(4)	(1,141)	(7)
Total net gains (losses) on financial assets/ liabilities at fair value through profit or loss	4,299	3,817	5,608	481	13	(1,791)	(32)
<b>Total net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss</b>	<b>18,570</b>	<b>18,651</b>	<b>21,583</b>	<b>(81)</b>	<b>0</b>	<b>(2,932)</b>	<b>(14)</b>
<b>Breakdown by Corporate Division/product:<sup>1</sup></b>							
Sales & Trading (equity)	2,314	2,129	1,732	185	9	397	23
Sales & Trading (debt and other products)	6,685	6,069	7,851	616	10	(1,782)	(23)
Total Sales & Trading	8,998	8,197	9,582	801	10	(1,385)	(14)
Loan products <sup>2</sup>	695	599	182	95	16	418	N/M
Remaining products <sup>3</sup>	(61)	72	589	(133)	N/M	(517)	(88)
Corporate Banking & Securities	9,632	8,869	10,353	764	9	(1,485)	(14)
Private & Business Clients	5,962	5,966	6,220	(4)	0	(254)	(4)
Global Transaction Banking	2,232	1,984	2,016	248	12	(32)	(2)
Deutsche Asset & Wealth Management	1,505	1,568	1,974	(63)	(4)	(406)	(21)
Non-Core Operations Unit	(573)	245	650	(818)	N/M	(405)	(62)
Consolidation & Adjustments	(187)	19	369	(206)	N/M	(350)	(95)
<b>Total net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss</b>	<b>18,570</b>	<b>18,651</b>	<b>21,583</b>	<b>(81)</b>	<b>0</b>	<b>(2,932)</b>	<b>(14)</b>

N/M – Not meaningful

<sup>1</sup> This breakdown reflects net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss only. For a discussion of the corporate divisions' total revenues by product please refer to Note 4 "Business Segments and Related Information".

<sup>2</sup> Includes the net interest spread on loans as well as the fair value changes of credit default swaps and loans designated at fair value through profit or loss.

<sup>3</sup> Includes net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss of origination, advisory and other products.

## Corporate Banking & Securities (CB&S)

### 2014

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 9.6 billion in 2014, an increase of € 764 million, or 9 %, compared to 2013. In Sales & Trading (debt and other products), the main drivers for the increase were higher revenues in RMBS after having been impacted by de-risking activity and challenging market conditions in 2013, mark-to-market gains in relation to RWA mitigation efforts arising on CVA compared to a loss in 2013, and higher revenues in Credit Solutions due to increased financing. The increase in Sales & Trading (equity) in 2014 was primarily driven by client financing balances in Prime Finance and favorable trading conditions in Equity Derivatives. Revenue from Loan products also increased in the year reflecting investment in the Commercial Real Estate business. These revenue increases were partly offset by a decrease in Remaining products, mainly due to a Debt Valuation Adjustment (DVA) loss of € 126 million (full year 2013: a loss of € 21 million).

## 2013

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 9.0 billion in 2013, a decrease of € 1.5 billion, or 14 %, compared to 2012. This decrease was partly driven by products outside of Sales & Trading. For Remaining products, the decrease was mainly related to the non-recurrence of a refinement in the calculation methodology of the DVA on certain derivative liabilities in 2012. In Sales & Trading (debt and other products), the main drivers for the decrease were lower revenues in RMBS due to de-risking activity undertaken this year, weaker liquidity and market uncertainty, lower revenues in Foreign Exchange due to lower volatility and margin compression and weaker trading revenues in Commodities and Rates. Partly offsetting these were an increase in Loan products due to favourable movements in credit spreads, a lower proportion of lending activity measured at fair value and lower overall hedge costs. The increase in Sales & Trading (equity) in 2013 was primarily driven by non-recurrence of higher dividend payout in 2012 in Equity Derivatives, increased client activity and an improved market environment in Equity Trading business.

### Private & Business Clients (PBC)

## 2014

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 6.0 billion in 2014, a decrease of € 4 million, compared to 2013, primarily reflecting a continued challenging interest rate environment in Europe. This was partly offset by the positive impact of a subsequent gain related to a business sale closed in a prior period.

## 2013

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 6.0 billion in 2013, a decrease of € 254 million, or 4 %, compared to 2012. This decrease was primarily due to the ongoing low interest rate environment affecting revenues on deposits and a higher negative impact from purchase price allocation on Postbank.

### Global Transaction Banking (GTB)

## 2014

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 2.2 billion in 2014, an increase of € 248 million, or 12 %, compared to 2013. The increase was primarily driven by a change of our hedging instruments to manage the interest rate risk which increases our revenues at fair value through profit or loss but is offset in other revenues. Overall, net interest income remained under pressure due to the low interest rate environment.

## 2013

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 2.0 billion in 2013, a decrease of € 32 million, or 2 %, compared to 2012. Net interest income declined compared to the prior year driven by low interest rate in core markets, and competitive pressure on margins. Furthermore, foreign exchange-movements compared to 2012 adversely impacted the income reported in Euro.

### Deutsche Asset & Wealth Management (Deutsche AWM)

## 2014

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 1.5 billion in 2014, a decrease of € 63 million, or 4 %, compared to 2013. Higher net interest revenues in lending, deposits and alternatives were more than offset by an unfavorable change in the fair value of guarantees and negative effects from mark-to-market movements on policyholder positions in Abbey Life.

## 2013

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 1.6 billion in 2013, a decrease of € 406 million, or 21 %, compared to 2012. The decrease in net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss was mainly attributable to the deconsolidation of funds in 2013 and was offset by increases in other revenues categories.

### Non-Core Operations Unit (NCOU)

## 2014

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were a loss of € 573 million in 2014, a decrease of € 818 million, compared to 2013. The main driver of the decrease was lower net interest revenues due to asset reductions in NCOU as a result of our de-risking strategy. A one-time loss related to the Special Commodities Group from our exposure to traded products in the U.S. power sector during the first quarter 2014 also contributed to the fair value losses.

## 2013

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were € 245 million in 2013, a decrease of € 405 million, or 62 %, compared to 2012. The main driver of the decrease was lower portfolio revenues due to asset reductions across all products in the NCOU. This was a result of an accelerated de-risking strategy, leading overall to a reduction in fair value losses.

### Consolidation & Adjustments (C&A)

## 2014

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss were a negative € 187 million in 2014, compared with a gain of € 19 million in 2013. This decrease was largely driven by negative effects from timing differences from different accounting methods used for management reporting and IFRS. This was partially offset by higher income from our capital account, largely resulting from the capital increase.

## 2013

Combined net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss was a gain of € 19 million in 2013, compared with € 369 million in 2012. This decrease primarily reflected lower positive effects resulting from timing differences from different accounting methods used for management reporting and IFRS. The remaining decline was mainly due to net interest income which was not allocated to the business segments and items outside the management responsibility of the business segments, for example funding expenses on non-divisionalized assets/liabilities.

### Provision for Credit Losses

## 2014

Provision for credit losses in 2014 was € 1.1 billion, down by € 931 million, or 45 % versus 2013 reflecting material reductions in all businesses. Reduction in NCOU was driven by decreased provision for credit losses in IAS 39 reclassified and commercial real estate assets. Our Core bank benefited from increased releases and a non-recurrence of large single name bookings.

## 2013

Provision for credit losses recorded in 2013 increased by € 344 million to € 2.1 billion. In NCOU, provision for credit losses increased reflecting a number of single client items, including an item related to the European Commercial Real Estate sector. Provision for credit losses also increased in GTB, related to a single client credit event, and in CB&S, from higher charges relating to shipping companies. These increases were partly offset by lower provisions in PBC reflecting the improved credit environment in Germany.

## Remaining Noninterest Income

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
Commissions and fee income <sup>1</sup>	12,409	12,308	11,809	101	1	500	4
Net gains (losses) on financial assets available for sale	242	394	301	(152)	(39)	93	31
Net income (loss) from equity method investments	619	369	163	251	68	206	127
Other income (loss)	108	193	(120)	(85)	(44)	313	N/M
<b>Total remaining noninterest income</b>	<b>13,379</b>	<b>13,264</b>	<b>12,153</b>	<b>114</b>	<b>1</b>	<b>1,111</b>	<b>9</b>
<sup>1</sup> includes:							
Commissions and fees from fiduciary activities:							
Commissions for administration	404	435	449	(31)	(7)	(13)	(3)
Commissions for assets under management	3,057	2,963	2,609	94	3	354	14
Commissions for other securities business	283	247	239	36	14	8	3
<b>Total</b>	<b>3,745</b>	<b>3,646</b>	<b>3,297</b>	<b>98</b>	<b>3</b>	<b>349</b>	<b>11</b>
Commissions, broker's fees, mark-ups on securities underwriting and other securities activities:							
Underwriting and advisory fees	2,545	2,378	2,318	167	7	60	3
Brokerage fees	1,488	1,542	1,526	(54)	(3)	15	1
<b>Total</b>	<b>4,033</b>	<b>3,920</b>	<b>3,844</b>	<b>113</b>	<b>3</b>	<b>76</b>	<b>2</b>
Fees for other customer services	4,632	4,742	4,667	(111)	(2)	76	2
<b>Total commissions and fee income</b>	<b>12,409</b>	<b>12,308</b>	<b>11,809</b>	<b>101</b>	<b>1</b>	<b>500</b>	<b>4</b>

N/M – Not meaningful

### Commissions and fee income

#### 2014

Total Commissions and fee income increased from € 12.3 billion in 2013 by € 101 million to € 12.4 billion in 2014. Advisory revenues were higher than in the prior year reflecting a higher fee pool and market share gains. Fees for assets under management increased due to a favorable development in European & U.S. exchange traded funds. This was offset by a decrease in Fees for other customer services, mainly triggered by changes in regulatory requirements with regard to payment and card fees as well as lower revenues from Postal Services. Additionally a change in the reporting classification of certain product-related expenses resulted in a further decline.

#### 2013

Total Commissions and fee income increased from € 11.8 billion in 2012 by € 500 million to € 12.3 billion in 2013. Commissions for assets under management increased from a favorable development in the leveraged debt markets globally, which benefited from low interest rates. Underwriting and advisory fees as well as brokerage fees and fees for other customer services improved, driven by higher client activity levels and improved market conditions for global equity trading.

### Net gains (losses) on financial assets available for sale

#### 2014

Net gains on financial assets available for sale were € 242 million in 2014 compared to € 394 million in 2013. The decline in 2014 mainly resulted from de-risking activities related to the NCOU.

#### 2013

Net gains on financial assets available for sale were € 394 million in 2013 compared to € 301 million in 2012. The net gain in 2013 mainly resulted from the de-risking activities related to the NCOU portfolio.

## Net income (loss) from equity method investments

### 2014

Net gains from equity investments increased from € 369 million in 2013 to € 619 million in 2014. The drivers for this positive effect were prior year impairments in NCOU and an increased equity pick up related to the investment in Hua Xia Bank.

### 2013

Net gains from equity investments increased from € 163 million in 2012 to € 369 million in 2013. The result in 2013 included € 374 million from an equity pick up related to the investment in Hua Xia Bank.

## Other income (loss)

### 2014

Other income declined from € 193 million in 2013 to € 108 million in 2014. The decline in 2014 was primarily related to the restructuring of the debt financing of Maher Terminals, which resulted in a reclassification of the cumulative mark-to-market loss from other comprehensive income to other income in NCOU.

### 2013

Other income improved from negative € 120 million in 2012 to positive € 193 million in 2013. The improvement in 2013 is predominantly due to NCOU de-risking of portfolios. An impairment related to the expected sale of BHF-BANK was partly offset by continuing positive development of operating profits in Maher Terminals. Losses recorded from derivatives qualifying for hedge accounting were significantly lower than in the prior year.

## Noninterest Expenses

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
Compensation and benefits	12,512	12,329	13,490	183	1	(1,160)	(9)
General and administrative expenses <sup>1</sup>	14,654	15,126	15,017	(472)	(3)	110	1
Policyholder benefits and claims	289	460	414	(172)	(37)	46	11
Impairment of intangible assets	111	79	1,886	33	42	(1,808)	(96)
Restructuring activities	133	399	394	(267)	(67)	5	1
<b>Total noninterest expenses</b>	<b>27,699</b>	<b>28,394</b>	<b>31,201</b>	<b>(695)</b>	<b>(2)</b>	<b>(2,807)</b>	<b>(9)</b>

<sup>1</sup> includes:

	2014	2013	2012	in € m.	in %	in € m.	in %
IT costs	3,333	3,074	2,547	259	8	527	21
Occupancy, furniture and equipment expenses	1,978	2,073	2,115	(95)	(5)	(42)	(2)
Professional service fees <sup>2</sup>	2,029	1,772	1,887	256	14	(115)	(6)
Communication and data services <sup>2</sup>	725	706	756	18	3	(50)	(7)
Travel and representation expenses <sup>2</sup>	500	496	579	4	1	(84)	(14)
Banking and transaction charges <sup>2</sup>	660	743	1,274	(83)	(11)	(532)	(42)
Marketing expenses	313	314	362	0	0	(48)	(13)
Consolidated investments	811	797	760	14	2	37	5
Other expenses <sup>2,3</sup>	4,305	5,151	4,736	(846)	(16)	415	9
<b>Total general and administrative expenses</b>	<b>14,654</b>	<b>15,126</b>	<b>15,017</b>	<b>(472)</b>	<b>(3)</b>	<b>110</b>	<b>1</b>

<sup>2</sup> In 2014, prior period comparatives have been restated in order to reflect changes in the Group's cost reporting.

<sup>3</sup> Includes litigation related expenses of € 1.6 billion in 2014, € 3.0 billion in 2013 and of € 2.6 billion in 2012.

## Compensation and benefits

### 2014

Compensation and benefits increased by € 183 million, or 1 %, to € 12.5 billion in 2014 compared to € 12.3 billion in 2013. This primarily reflects higher fixed compensation costs to comply with regulatory requirements, driven significantly by CB&S, as well as strategic hires in our business and control functions. This increase was partly offset by positive effects from the ongoing implementation of OpEx across our Core businesses.

## 2013

Compensation and benefits decreased by € 1.2 billion, or 9 %, to € 12.3 billion in 2013 compared to € 13.5 billion in 2012. The reduction reflected a reduced deferred award amortization due to lower deferred grants awarded and positive effects from the ongoing implementation of OpEx.

### General and administrative expenses

#### 2014

General and administrative expenses decreased by € 472 million, or 3 %, to 14.7 billion in 2014 compared to € 15.1 billion in 2013. The decrease was primarily driven by lower litigation costs of € 1.6 billion compared to € 3.0 billion in 2013 as well as savings from the OpEx program. The decrease was partly offset by higher expenses from regulatory requirements, investments in our Core businesses and charges in relation to loan processing fees in PBC.

#### 2013

General and administrative expenses increased by € 110 million, or 1 %, from € 15.0 billion in 2012 to € 15.1 billion in 2013. The increase was primarily driven by higher litigation expenses as well as higher IT costs resulting from cost-to-achieve and project ramp-up costs in 2013. Partly offsetting was the non-recurrence of turnaround measures taken in the Netherlands in 2012. In addition, professional service fees, communication, travel and representation expenses as well as marketing expenses decreased.

### Policyholder benefits and claims

#### 2014

Policyholder benefits and claims decreased by € 172 million from € 460 million in 2013 to € 289 million in 2014 and were solely driven by insurance-related charges regarding the Abbey Life business. These charges are offset by net gains on financial assets/liabilities at fair value through profit or loss on policyholder benefits and claims.

#### 2013

Policyholder benefits and claims increased by € 46 million from € 414 million in 2012 to € 460 million in 2013 and were solely driven by insurance-related charges regarding the Abbey Life business. These charges are offset by net gains on financial assets/liabilities at fair value through profit or loss on policyholder benefits and claims.

### Impairment of intangible assets

#### 2014

In 2014, the impairment charges on goodwill and intangibles of € 111 million were mainly attributable to a € 194 million impairment to our Maher Terminal investment, with a partial offset from a write-up on Scudder of € 84 million.

#### 2013

In 2013 the impairment charges on goodwill and intangibles of € 79 million were mainly attributable to the commercial banking activities in the Netherlands. As in 2012, these charges were incurred in respect of the further execution of the turn-around measures as part of the Strategy 2015+.

### Restructuring

#### 2014

Restructuring expenses from our OpEx program decreased by € 267 million, or 67 %, to € 133 million in 2014 compared to € 399 million in 2013.

#### 2013

In 2013, restructuring expenses of € 399 million resulted from our OpEx program and were virtually unchanged to the prior year.

## Income Tax Expense

### 2014

In 2014, income tax expense was € 1.4 billion versus € 775 million in the comparative period. The effective tax rate of 46 % was mainly impacted by non-tax deductible litigation charges and income taxes of prior periods which were partially offset by changes in the recognition and measurement of deferred taxes.

### 2013

In 2013, income tax expense was € 775 million, which led to an effective tax rate of 53 % compared to an income tax expense of € 498 million and an effective tax rate of 61 % in 2012. The effective tax rate in each of 2013 and 2012 was impacted by expenses that were not deductible for tax purposes, which for 2012 included impairments of goodwill.

## Segment Results of Operations

The following is a discussion of the results of our business segments. See Note 4 “Business Segments and Related Information” to the consolidated financial statements for information regarding:

- changes in the format of our segment disclosure;
- the framework of our management reporting systems and
- definitions of non-GAAP financial measures that are used with respect to each segment.

The criterion for segmentation into divisions is our organizational structure as it existed at December 31, 2014. Segment results were prepared in accordance with our management reporting systems.

	2014							
in € m. (unless stated otherwise)	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Total Management Reporting	Consoli- dation & Adjustments	Total Consolidated
<b>Net revenues<sup>1</sup></b>	<b>13,742</b>	<b>9,639</b>	<b>4,146</b>	<b>4,708</b>	<b>211</b>	<b>32,446</b>	<b>(497)</b>	<b>31,949</b>
Provision for credit losses	103	622	156	(7)	259	1,133	1	1,134
<b>Total noninterest expenses</b>	<b>10,348</b>	<b>7,682</b>	<b>2,791</b>	<b>3,685</b>	<b>2,804</b>	<b>27,310</b>	<b>389</b>	<b>27,699</b>
thereof:								
Depreciation, depletion and amortization	2	0	0	0	0	2	117	120
Severance payments	46	134	11	10	5	207	36	242
Policyholder benefits and claims	0	0	0	289	0	289	0	289
Restructuring activities	112	9	10	(3)	4	133	0	133
Impairment of intangible assets	0	0	0	(83)	194	111	0	111
<b>Noncontrolling interests</b>	<b>25</b>	<b>1</b>	<b>0</b>	<b>4</b>	<b>(2)</b>	<b>28</b>	<b>(28)</b>	<b>0</b>
<b>Income (loss) before income taxes</b>	<b>3,266</b>	<b>1,335</b>	<b>1,198</b>	<b>1,027</b>	<b>(2,851)</b>	<b>3,975</b>	<b>(859)</b>	<b>3,116</b>
Cost/income ratio	75 %	80 %	67 %	78 %	N/M	84 %	N/M	87 %
<b>Assets<sup>2</sup></b>	<b>1,213,612</b>	<b>258,381</b>	<b>106,252</b>	<b>81,132</b>	<b>38,853</b>	<b>1,698,230</b>	<b>10,474</b>	<b>1,708,703</b>
Expenditures for additions to long-lived assets	0	108	0	1	0	109	517	626
Risk-weighted assets <sup>3</sup>	175,561	79,571	43,265	16,597	58,538	373,532	20,437	393,969
Average active equity	24,204	14,420	5,860	6,454	7,649	58,588	2,037	60,624
Pre-tax return on average active equity	13 %	9 %	20 %	16 %	(37) %	7 %	N/M	5 %
Post-tax return on average active equity <sup>4</sup>	9 %	6 %	14 %	11 %	(25) %	N/M	N/M	3 %
<sup>1</sup> Includes:								
Net interest income	5,451	5,887	1,875	1,052	90	14,355	(83)	14,272
Net income (loss) from equity method investments	128	431	3	22	34	617	2	619
<sup>2</sup> Includes:								
Equity method investments	521	3,154	50	163	170	4,058	85	4,143

N/M – Not meaningful

<sup>3</sup> Risk weighted assets and capital ratios are based upon CRR/CRD 4 fully-loaded since January 1, 2014.

<sup>4</sup> The post-tax return on average active equity at the Group level reflects the reported effective tax rate for the Group, which was 46 % for the year ended December 31, 2014. For the post-tax return on average active equity of the segments, the Group effective tax rate was adjusted to exclude the impact of permanent differences not attributed to the segments, so that the segment tax rates were 34 % for the year ended December 31, 2014.

	2013							
in € m. (unless stated otherwise)	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Total Management Reporting	Consoli- dation & Adjustments	Total Consolidated
<b>Net revenues<sup>1</sup></b>	<b>13,526</b>	<b>9,550</b>	<b>4,069</b>	<b>4,735</b>	<b>964</b>	<b>32,844</b>	<b>(929)</b>	<b>31,915</b>
<b>Provision for credit losses</b>	<b>189</b>	<b>719</b>	<b>315</b>	<b>23</b>	<b>818</b>	<b>2,064</b>	<b>0</b>	<b>2,065</b>
<b>Total noninterest expenses</b>	<b>10,162</b>	<b>7,276</b>	<b>2,648</b>	<b>3,929</b>	<b>3,550</b>	<b>27,564</b>	<b>830</b>	<b>28,394</b>
thereof:								
Depreciation, depletion and amortization	2	0	0	0	2	5	18	23
Severance payments	26	224	8	5	14	278	25	303
Policyholder benefits and claims	0	0	0	460	0	460	0	460
Restructuring activities	130	22	54	170	25	399	0	399
Impairment of intangible assets	0	7	57	14	0	79	0	79
<b>Noncontrolling interests</b>	<b>16</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>(3)</b>	<b>15</b>	<b>(15)</b>	<b>0</b>
<b>Income (loss) before income taxes</b>	<b>3,158</b>	<b>1,555</b>	<b>1,107</b>	<b>782</b>	<b>(3,402)</b>	<b>3,200</b>	<b>(1,744)</b>	<b>1,456</b>
Cost/income ratio	75 %	76 %	65 %	83 %	N/M	84 %	N/M	89 %
Assets <sup>2</sup>	1,102,007	265,360	97,240	72,613	63,810	1,601,029	10,371	1,611,400
Expenditures for additions to long-lived assets	12	176	9	7	0	203	539	742
Risk-weighted assets (Basel 2.5)	114,729	73,001	36,811	12,553	52,443	289,537	10,832	300,369
Average active equity <sup>3</sup>	20,161	13,976	5,136	5,864	10,296	55,434	0	55,434
Pre-tax return on average active equity	16 %	11 %	22 %	13 %	(33) %	6 %	N/M	3 %
Post-tax return on average active equity <sup>4</sup>	9 %	6 %	13 %	8 %	(19) %	N/M	N/M	1 %
<sup>1</sup> Includes:								
Net interest income	5,409	5,963	1,930	988	618	14,909	(76)	14,834
Net income (loss) from equity method investments	78	375	3	18	(106)	368	1	369
<sup>2</sup> Includes:								
Equity method investments	628	2,563	48	143	171	3,554	28	3,581

N/M – Not meaningful

<sup>3</sup> Effective July 1, 2013, the definition of active equity has been aligned to the CRR/CRD 4 framework. Under the revised definition, shareholders' equity is adjusted only for dividend accruals; the figures for 2013 were adjusted to reflect this effect.

<sup>4</sup> The post-tax return on average active equity at the Group level reflects the reported effective tax rate for the Group, which was 53 % for the year ended December 31, 2013. For the post-tax return on average active equity of the segments, the Group effective tax rate was adjusted to exclude the impact of permanent differences not attributed to the segments, so that the segment tax rates were 42 % for the year ended December 31, 2013.



	2012							
in € m. (unless stated otherwise)	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Total Management Reporting	Consoli- dation & Adjustments	Total Consolidated
<b>Net revenues<sup>1</sup></b>	<b>15,073</b>	<b>9,540</b>	<b>4,200</b>	<b>4,472</b>	<b>1,427</b>	<b>34,711</b>	<b>(975)</b>	<b>33,736</b>
<b>Provision for credit losses</b>	<b>81</b>	<b>781</b>	<b>208</b>	<b>18</b>	<b>634</b>	<b>1,721</b>	<b>0</b>	<b>1,721</b>
<b>Total noninterest expenses</b>	<b>12,071</b>	<b>7,224</b>	<b>3,327</b>	<b>4,299</b>	<b>3,697</b>	<b>30,618</b>	<b>582</b>	<b>31,201</b>
thereof:								
Depreciation, depletion and amortization	5	0	0	0	2	8	17	25
Severance payments	164	249	24	42	4	484	59	543
Policyholder benefits and claims	0	0	0	414	0	414	0	414
Restructuring activities	236	0	40	104	12	392	0	394
Impairment of intangible assets	1,174	15	73	202	421	1,886	0	1,886
<b>Noncontrolling interests</b>	<b>17</b>	<b>16</b>	<b>0</b>	<b>1</b>	<b>31</b>	<b>65</b>	<b>(65)</b>	<b>0</b>
<b>Income (loss) before income taxes</b>	<b>2,904</b>	<b>1,519</b>	<b>664</b>	<b>154</b>	<b>(2,935)</b>	<b>2,307</b>	<b>(1,493)</b>	<b>814</b>
Cost/income ratio	80 %	76 %	79 %	96 %	N/M	88 %	N/M	92 %
Assets <sup>2</sup>	1,448,924	282,428	87,997	78,103	113,247	2,010,699	11,576	2,022,275
Expenditures for additions to long-lived assets	15	140	1	1	0	157	477	634
Risk-weighted assets (Basel 2.5)	112,630	72,695	34,976	12,429	84,743	317,472	16,133	333,605
Average active equity <sup>3</sup>	20,213	12,177	4,181	5,916	12,440	54,927	0	54,927
Pre-tax return on average active equity	14 %	12 %	16 %	3 %	(24) %	4 %	N/M	1 %
Post-tax return on average active equity <sup>4</sup>	9 %	8 %	10 %	2 %	(15) %	N/M	N/M	0 %
<sup>1</sup> Includes:								
Net interest income	5,244	6,115	1,964	1,033	1,496	15,851	123	15,975
Net income (loss) from equity method investments	131	312	5	6	(295)	159	4	163
<sup>2</sup> Includes:								
Equity method investments	750	2,303	46	131	307	3,538	39	3,577

N/M – Not meaningful

<sup>3</sup> Effective July 1, 2013, the definition of active equity has been aligned to the CRR/CRD 4 framework. Under the revised definition, shareholders' equity is adjusted only for dividend accruals; the figures for 2012 were adjusted to reflect this effect.

<sup>4</sup> The post-tax return on average active equity at the Group level reflects the reported effective tax rate for the Group, which was 61 % for the year ended December 31, 2012. For the post-tax return on average active equity of the segments, the Group effective tax rate was adjusted to exclude the impact of permanent differences not attributed to the segments, so that the segment tax rates were 35 % for the year ended December 31, 2012.

## Corporate Divisions

### Corporate Banking & Securities Corporate Division

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
<b>Net revenues:</b>							
Sales & Trading (debt and other products)	6,841	6,806	8,815	35	1	(2,009)	(23)
Sales & Trading (equity)	2,928	2,737	2,288	191	7	449	20
Origination (debt)	1,527	1,557	1,417	(30)	(2)	140	10
Origination (equity)	761	732	518	29	4	214	41
Advisory	580	480	590	100	21	(110)	(19)
Loan products	1,196	1,234	899	(39)	(3)	336	37
Other products	(90)	(21)	547	(70)	N/M	(567)	N/M
<b>Total net revenues</b>	<b>13,742</b>	<b>13,526</b>	<b>15,073</b>	<b>217</b>	<b>2</b>	<b>(1,547)</b>	<b>(10)</b>
Provision for credit losses	103	189	81	(87)	(46)	108	133
<b>Total noninterest expenses</b>	<b>10,348</b>	<b>10,162</b>	<b>12,071</b>	<b>186</b>	<b>2</b>	<b>(1,909)</b>	<b>(16)</b>
thereof:							
Restructuring activities	112	130	236	(17)	(13)	(106)	(45)
Impairment of intangible assets	0	0	1,174	0	N/M	(1,174)	N/M
<b>Noncontrolling interests</b>	<b>25</b>	<b>16</b>	<b>17</b>	<b>9</b>	<b>57</b>	<b>(1)</b>	<b>(6)</b>
<b>Income (loss) before income taxes</b>	<b>3,266</b>	<b>3,158</b>	<b>2,904</b>	<b>108</b>	<b>3</b>	<b>255</b>	<b>9</b>
Cost/income ratio	75 %	75 %	80 %	N/M	0 ppt	N/M	(5) ppt
Assets <sup>1</sup>	1,213,612	1,102,007	1,448,924	111,605	10	(346,917)	(24)
Risk-weighted assets <sup>2</sup>	175,561	114,729	112,630	N/M	N/M	2,099	2
Average active equity <sup>3</sup>	24,204	20,161	20,213	4,043	20	(52)	0
Pre-tax return on average active equity	13 %	16 %	14 %	N/M	(2) ppt	N/M	1 ppt

N/M – Not meaningful

<sup>1</sup> Segment assets represent consolidated view, i.e., the amounts do not include intersegment balances.

<sup>2</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014.

<sup>3</sup> See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

## 2014

CB&S reported solid revenues in full year 2014 despite a challenging market environment with low market volatility and client activity in the first half of the year. In the second half of 2014 volatility increased and CB&S saw stronger revenue momentum across the franchise.

Full year 2014 net revenues were € 13.7 billion, an increase of € 217 million, or 2 % from € 13.5 billion in 2013. Net revenues included valuation adjustments relating to Credit Valuation Adjustment (CVA) arising on RWA mitigation efforts, Debt Valuation Adjustment (DVA), Funding Valuation Adjustment (FVA) and refinements in the calculation of IFRS CVA and FVA, totalling a loss of € 299 million (full year 2013: a loss of € 201 million).

Sales & Trading (debt and other products) net revenues were € 6.8 billion, in line with the prior year. Revenues in RMBS were significantly higher, reflecting de-risking activity and a challenging market environment in 2013. Revenues in Distressed Products were higher than the prior year driven by strong performance in Europe. Revenues in Flow Credit were significantly lower than the prior year driven by weaker performance in North America. Core Rates revenues were lower than the prior year driven by FVA losses due to market movements and a calculation refinement, coupled with weaker performance in APAC and Europe. Revenues in Foreign Exchange were lower than the prior year due to lower volatility and reduced client activity notably in the first six months of 2014. Global Liquidity Management, Credit Solutions and Emerging Markets revenues were in line with the prior year. Sales & Trading (debt and other products) net revenues included three valuation adjustment items totalling a loss of € 173 million. First, a mark-to-market gain of € 7 million (full year 2013: a loss of € 240 million) relating to RWA mitigation efforts arising on CVA. Second, a loss of € 58 million (full year 2013: nil) relating to a refinement in the calculation of IFRS CVA. Third, a FVA loss of € 122 million (full year 2013: a gain of € 67 million) including a negative impact of € 51 million due to a calculation refinement.

Sales & Trading (equity) net revenues were € 2.9 billion, an increase of € 191 million, or 7 %, compared to the prior year. Prime Finance revenues were higher than the prior year driven by increased client balances. Equity Trading revenues and Equity Derivatives revenues were both in line with the prior year.

Origination and Advisory net revenues were € 2.9 billion for the full year 2014, an increase of € 99 million, or 4 %, compared to the prior year. Revenues in Advisory were higher than the prior year driven by increased fee pool and market share. Revenues in Equity Origination and Debt Origination were both in line with the prior year.

Loan products net revenues were € 1.2 billion for the full year 2014, in line with the prior year.

Net revenues from Other products were negative € 90 million, compared to negative € 21 million in the prior year. Net revenues from Other products included a DVA loss of € 126 million (full year 2013: a loss of € 21 million), including a gain of € 37 million related to a refinement in the calculation of IFRS CVA.

In provision for credit losses, CB&S recorded a net charge of € 103 million for the full year 2014, a decrease of € 87 million, or 46 % compared to the prior year, driven by decreased provisions in the Shipping portfolio and a net release of provisions in our Leveraged Finance Portfolio.

Noninterest expenses increased by € 186 million or 2 % compared to full year 2013. The increase was due to regulatory required expenditures, platform enhancements and adverse foreign exchange movements. These more than offset the progress on OpEx cost reduction initiatives and lower litigation costs.

Income before income taxes was € 3.3 billion, compared to € 3.2 billion in the prior year, driven by solid revenue performance and lower litigation costs partly offset by higher regulatory costs and cost-to-achieve (CtA) spend.

## 2013

Full year 2013 performance was significantly impacted by continued market uncertainty, in particular regarding the U.S. Federal Reserve's decision on tapering its quantitative easing program, coupled with a reduction in liquidity and slowdown in client activity.

Full year 2013 net revenues were € 13.5 billion, a decline of € 1.5 billion, or 10 %, from € 15.1 billion in 2012. Net revenues were impacted by three valuation adjustment items. First, a mark-to-market loss of € 265 million related to Credit Valuation Adjustment (CVA) RWA mitigation efforts. Second, a loss of € 21 million related to the impact of a Debt Valuation Adjustment (DVA). Partly offsetting these was a gain of € 85 million related to a Funding Valuation Adjustment (FVA). Excluding these items in both 2013 and 2012, net revenues decreased by € 1.0 billion, or 7 %, compared to the full year 2012.

Sales & Trading (debt and other products) net revenues were € 6.8 billion, a decrease of € 2.0 billion, or 23 % compared to the prior year. Revenues in Rates were significantly lower than the prior year, due to lower client activity reflecting weaker liquidity and ongoing market uncertainty. RMBS was impacted by de-risking activity undertaken this year, exacerbated by weaker liquidity and continued market uncertainty, resulting in significantly lower revenues compared to the prior year. Despite increased volumes, revenues in Foreign Exchange were lower than the prior year due to lower volatility and margin compression. Revenues in Flow Credit were lower than the prior year due to weak performance in the Europe region. Revenues in Emerging Market and Distressed Products were in line with the prior year.

Sales & Trading (equity) net revenues were € 2.7 billion, an increase of € 449 million, or 20 % compared to the prior year. Equity Trading revenues increased and Equity Derivatives revenues increased significantly from prior year driven by higher client activity and an improved market environment. Prime Finance revenues were in line with the prior year.

Origination and Advisory net revenues were € 2.8 billion for the full year 2013, an increase of € 244 million, or 10 %, compared to the prior year. Debt Origination revenues were higher, and Equity Origination revenues were significantly higher than the prior year reflecting strong global market debt and equity issuance activity. Revenues in Advisory were down from the prior year, due to reduced fee pool and deal volumes.

Loan products net revenues were € 1.2 billion for the full year 2013, an increase of € 336 million, or 37 %, compared to 2012, due to lower overall hedge costs, a lower proportion of lending activity measured at fair value, favourable movements in credit spreads and continued strengthening in our commercial real estate franchise.

For the full year 2013, net revenues from Other products were negative € 21 million, compared to positive € 547 million in 2012. The decrease was mainly driven by non-recurrence of prior-year positive impact of a refinement in the calculation methodology of a Debt Valuation Adjustment (DVA) implemented in 2012 on certain derivative liabilities.

In provision for credit losses, CB&S recorded a net charge of € 189 million for the full year 2013, an increase of € 108 million, or 133 % compared to the prior year, driven by increased provisions taken in the Shipping portfolio.

Noninterest expenses decreased by € 1.9 billion or 16 % compared to full year 2012, which included an impairment of intangible assets. Excluding these charges, the decrease was driven by lower compensation and non-compensation expenses reflecting the continued implementation of OpEx measures, coupled with favourable foreign exchange rate movements, partially offset by increased litigation costs.

Income before income taxes was € 3.2 billion, compared to € 2.9 billion in the prior year, driven by non-recurrence of the impairment on intangible assets, lower compensation and non-compensation expenses, partly offset by lower revenues and higher litigation provisions.

## Private & Business Clients Corporate Division

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
<b>Net revenues:</b>							
Global credit products	3,463	3,408	3,331	55	2	76	2
Deposits	2,977	3,012	3,175	(34)	(1)	(163)	(5)
Payments, cards & account products	983	1,019	1,027	(36)	(3)	(8)	(1)
Investment & insurance products	1,308	1,220	1,146	88	7	74	6
Postal and supplementary Postbank Services	416	434	454	(17)	(4)	(20)	(4)
Other products	491	457	407	33	7	51	12
<b>Total net revenues</b>	<b>9,639</b>	<b>9,550</b>	<b>9,540</b>	<b>89</b>	<b>1</b>	<b>10</b>	<b>0</b>
Provision for credit losses	622	719	781	(97)	(13)	(62)	(8)
<b>Total noninterest expenses</b>	<b>7,682</b>	<b>7,276</b>	<b>7,224</b>	<b>406</b>	<b>6</b>	<b>52</b>	<b>1</b>
thereof:							
Impairment of intangible assets	0	7	15	(7)	N/M	(8)	(54)
Noncontrolling interests	1	0	16	0	46	(15)	(97)
<b>Income (loss) before income taxes</b>	<b>1,335</b>	<b>1,555</b>	<b>1,519</b>	<b>(220)</b>	<b>(14)</b>	<b>35</b>	<b>2</b>
Cost/income ratio	80 %	76 %	76 %	N/M	4 ppt	N/M	0 ppt
Assets <sup>1</sup>	258,381	265,360	282,428	(6,978)	(3)	(17,068)	(6)
Risk-weighted assets <sup>2</sup>	79,571	73,001	72,695	N/M	N/M	306	0
Average active equity <sup>3</sup>	14,420	13,976	12,177	444	3	1,799	15
Pre-tax return on average active equity	9 %	11 %	12 %	N/M	(2) ppt	N/M	(1) ppt
<b>Breakdown of PBC by business</b>							
<b>Private &amp; Commercial Banking:</b>							
Net revenues	3,855	3,704	3,741	150	4	(36)	(1)
Provision for credit losses	79	128	174	(49)	(38)	(46)	(26)
Noninterest expenses	3,533	3,237	3,098	296	9	139	4
<b>Income before income taxes</b>	<b>243</b>	<b>339</b>	<b>468</b>	<b>(96)</b>	<b>(28)</b>	<b>(129)</b>	<b>(28)</b>
<b>Advisory Banking International:</b>							
Net revenues	2,134	2,052	1,971	82	4	81	4
Provision for credit losses	272	248	211	24	10	37	17
Noninterest expenses	1,179	1,139	1,217	41	4	(78)	(6)
<b>Income before income taxes</b>	<b>683</b>	<b>666</b>	<b>543</b>	<b>17</b>	<b>3</b>	<b>122</b>	<b>22</b>
<b>Postbank:<sup>4</sup></b>							
Net revenues	3,651	3,794	3,828	(143)	(4)	(34)	(1)
Provision for credit losses	271	343	395	(71)	(21)	(52)	(13)
Noninterest expenses	2,970	2,900	2,910	70	2	(9)	0
Noncontrolling interests	1	0	15	0	69	(15)	(97)
<b>Income before income taxes</b>	<b>409</b>	<b>550</b>	<b>508</b>	<b>(141)</b>	<b>(26)</b>	<b>43</b>	<b>8</b>

N/M – Not meaningful

<sup>1</sup> Segment assets represent consolidated view, i.e., the amounts do not include intersegment balances.

<sup>2</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014.

<sup>3</sup> See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

<sup>4</sup> Contains the major core business activities of Postbank AG as well as BHW and norisbank.

## Additional information

in € bn. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € bn.	in %	in € bn.	in %
Invested assets <sup>1</sup>	291	282	293	9	3	(11)	(4)
Net new money	6	(15)	(10)	21	N/M	(6)	58

N/M – Not meaningful

<sup>1</sup> We define invested assets as (a) assets we hold on behalf of customers for investment purposes and/or (b) client assets that are managed by us. We manage invested assets on a discretionary or advisory basis, or these assets are deposited with us.

## 2014

PBC's business environment remained challenging during 2014 with headwinds including further declines in interest rates, tighter regulation and significant non-recurring charges regarding loan processing fees triggered by two rulings in May and October 2014 of the German Federal Court of Justice (Bundesgerichtshof). Despite the challenging environment, PBC's revenues grew on a year-on-year basis reflecting an upturn in client activity in respect of Investment & Insurance Products and growth in certain Credit products, primarily in Germany. Provision for credit losses also improved in the period reflecting the quality of the loan portfolio.

PBC's reported full year result declined compared with 2013 due to the above-mentioned impact of € 400 million for the reimbursement of loan processing fees. Appropriate provisions for loan processing fees were booked in 2014 and on this basis we expect no further impact in 2015 and beyond.

Net revenues in PBC increased by € 89 million, or 1 %, compared to 2013. Growth in revenues from Investment & Insurance products of € 88 million, or 7 %, reflected net asset inflows and higher transaction levels, mainly in securities. Net revenues from Credit products increased by € 55 million, or 2 %, primarily driven by increased loan volumes, especially in German Mortgages. Net revenues from Other products increased by € 33 million, or 7 %, mainly reflecting the impacts of a subsequent gain in Private & Commercial Banking related to a business sale closed in a prior period, gains from securities sales in DB Bauspar, as well as growth in the performance of the Hua Xia Bank equity investment. This was partly offset by decreased revenues related to Postbank nonoperating activities. Additionally, 2013 was positively impacted by a partial release of loan loss allowances in Postbank, which were reported in Other product revenues as the allowances were recognized prior to consolidation. Net revenues from Payments, Cards & Accounts decreased by € 36 million, or 3 %, mainly triggered by changes in regulatory requirements with regard to payment and card fees. Net revenues from Deposits decreased by € 34 million, or 1 %, due to the continued challenging interest rate environment in Europe as well as a result of de-leveraging mainly in Postbank. Net revenues from Postal and supplementary Postbank Services declined by € 17 million, or 4 %, due to a change in the reporting classification of certain product-related expenses previously reported in other revenues.

Provision for credit losses decreased by € 97 million, or 13 %, versus prior year period, benefiting from a favorable environment in Germany. In the prior year, an additional credit of € 86 million was recorded in other interest income, representing a partial release of loan loss allowances in Postbank as well as improved credit quality of Postbank loans recorded at fair value on initial consolidation by the Group.

Noninterest expenses increased by € 406 million, or 6 %, compared to 2013. 2014 was significantly impacted by € 400 million of charges relating to loan processing fees following the above-mentioned changes triggered by recent German legal decisions. Additionally, higher infrastructure expenses, mainly caused by regulatory requirements, resulted in cost increases. Offsetting these expense increases in 2014 was the gain from the disposition of real estate in Europe. Noninterest expenses in 2013 also included an item of comparable size which was related to a release of a provision in respect of the Hua Xia Bank credit card cooperation. Expenditures for our OpEx and Postbank integration programs decreased by € 42 million, or 8 %, in line with the progress of these programs. Additionally, PBC continued to realize incremental savings from efficiency measures implemented under the OpEx program.

Income before income taxes decreased by € 220 million, or 14 %, compared to 2013, mainly driven by charges for loan processing fees as mentioned above.

Invested assets increased by € 9 billion versus December 31, 2013, due to € 6 billion in net inflows, mainly in securities, and additional market appreciation.

## 2013

PBC delivered a stable operating performance, in an environment of low interest rates and the muted client investment activity in Germany. The lending environment in 2013 was benign, with provision for credit losses below the prior years. The European markets in which we operate besides Germany were marked by a reduced credit activity that was compensated with increased business in Investment Products. The turmoil in the Chinese and Indian financial markets, observed in the last months of 2013, did not materially impact our operations in these countries.

Net revenues increased slightly by € 10 million as compared to 2012. Higher revenues from credit products, investment & insurance products and other products were compensated by lower revenues from deposits, related to the ongoing low interest rate environment and higher negative impact from purchase price allocation on Postbank. Revenues from credit products increased by € 76 million, or 2 %, mainly reflecting mortgage volume growth in Private & Commercial Banking and higher consumer finance margins in Advisory Banking International. Revenues from investment & insurance products increased by € 74 million, or 6 %, driven by higher transaction volumes in Advisory Banking International and higher revenues from discretionary portfolio management in Private & Commercial Banking. Revenues from other products increased by € 51 million, or 12 %, benefitting from the performance of Hua Xia Bank, partly offset by several, mainly Postbank related, one-off items. Net revenues from Postal and supplementary Postbank Services declined by € 20 million, or 4 %, reflecting usual revenue fluctuations. Net revenues from payments, cards and accounts remained stable.

Provision for credit losses was € 719 million, down 8 % from € 781 million for 2012, driven by Private & Commercial Banking and Postbank, reflecting an improved portfolio quality and credit environment in Germany. Additionally, a credit of € 86 million (2012: € 94 million) was recorded in other interest income representing increases in the credit quality of Postbank loans recorded at fair value on initial consolidation by the Group. Advisory Banking International had an increase in provisions for credit losses, mainly caused by a difficult credit environment in Italy.

Noninterest expenses increased by € 52 million, or 1 %, compared to 2012 due to higher costs-to-achieve of € 112 million, related to Postbank integration and to OpEx, as well as higher cost allocations from infrastructure functions, which were mostly counterbalanced by savings, mainly driven by realization of synergies from Postbank.

Income before income taxes increased by € 35 million, or 2 %, versus 2012, despite higher costs-to-achieve of € 112 million.

Invested assets were down by € 11 billion mainly driven by € 15 billion net outflows, mostly in deposits, partly offset by € 4 billion market appreciation.

## Global Transaction Banking Corporate Division

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
<b>Net revenues:</b>							
Transaction services	4,146	4,069	4,200	76	2	(130)	(3)
Other products	0	0	0	0	N/M	0	N/M
<b>Total net revenues</b>	<b>4,146</b>	<b>4,069</b>	<b>4,200</b>	<b>76</b>	<b>2</b>	<b>(130)</b>	<b>(3)</b>
Provision for credit losses	156	315	208	(159)	(50)	107	52
Total noninterest expenses	2,791	2,648	3,327	144	5	(680)	(20)
thereof:							
Restructuring activities	10	54	40	(44)	(81)	13	33
Impairment of intangible assets	0	57	73	(57)	N/M	(16)	(22)
Noncontrolling interests	0	0	0	0	N/M	0	N/M
<b>Income (loss) before income taxes</b>	<b>1,198</b>	<b>1,107</b>	<b>664</b>	<b>92</b>	<b>8</b>	<b>442</b>	<b>67</b>
Cost/income ratio	67 %	65 %	79 %	N/M	2 ppt	N/M	(14) ppt
Assets <sup>1</sup>	106,252	97,240	87,997	9,012	9	9,243	11
Risk-weighted assets <sup>2</sup>	43,265	36,811	34,976	N/M	N/M	1,835	5
Average active equity <sup>3</sup>	5,860	5,136	4,181	724	14	955	23
Pre-tax return on average active equity	20 %	22 %	16 %	N/M	(1) ppt	N/M	6 ppt

N/M – Not meaningful

<sup>1</sup> Segment assets represent consolidated view, i.e., the amounts do not include intersegment balances.

<sup>2</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014.

<sup>3</sup> See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

### 2014

In 2014, net revenues and income before income taxes in GTB developed solidly, despite a persistently challenging market environment, as reflected by further cuts to already low interest rates, heightened geopolitical risks and a highly competitive business environment. Noninterest expenses in 2014 and 2013 were impacted by specific items. 2014 contained a litigation-related charge, whereas the performance in 2013 included higher expenses for the turn-around of our commercial banking activities in the Netherlands as part of the Strategy 2015+ as well as an impairment of an intangible asset.

Net revenues increased by € 76 million, or 2 %, compared to 2013 including a gain on the sale of registrar services GmbH in 2014 and the sale of Deutsche Card Services in 2013. In Trade Finance, revenues increased due to strong volumes and stabilizing margins especially in Asia and Europe. Securities Services benefited from increasing volumes. Revenues in Cash Management remained under pressure in the ongoing low interest rate environment.

Provision for credit losses decreased by € 159 million, or 50 %, compared to 2013. The decrease primarily related to the non-recurrence of a single client credit event in Trade Finance recorded in 2013.

Noninterest expenses increased by € 144 million, or 5 %, compared to 2013. As mentioned above, 2014 included a litigation-related charge, while the prior year was impacted by higher expenses related to the Strategy 2015+. This contained higher cost-to-achieve related to the OpEx program for the turn-around in the Netherlands and an impairment of an intangible asset. Excluding those items, noninterest expenses increased due to higher revenue-related expenses as well as increased costs to comply with regulatory requirements. Furthermore, investments to enable business growth contributed to the cost increase.

Income before income taxes increased by € 92 million, or 8 %, compared to 2013 due to lower provision for credit losses following the single client credit event in 2013 as well as higher revenues. This was partly offset by an increased cost base.



## 2013

Despite the challenging market conditions in 2013, GTB's profitability increased compared to 2012. Both periods included specific items related to the execution of the Strategy 2015+. 2013 was impacted by the specific items mentioned above, and the results in 2012 included a litigation-related charge, the settlement of the credit protection received from the seller as part of the turn-around measures of the commercial banking activities in the Netherlands as well as an impairment of an intangible asset.

Net revenues decreased by € 130 million, or 3 %, compared to 2012, which included the aforementioned settlement payment related to the turn-around measures in the Netherlands. 2013 contained a gain from the sale of Deutsche Card Services. Throughout 2013, the macroeconomic environment proved to be challenging with persistent low interest rates in core markets, and competitive pressures on margins. Furthermore, foreign exchange movements compared to 2012 adversely impacted GTB's result reported in Euro. Excluding the above headwinds and specific items, revenues increased versus 2012 with growth materializing in Asia-Pacific (APAC) and the Americas. Net revenues in Trade Finance were stable benefiting from strong volumes which offset the impact from the competitive margin environment. Securities Services showed a robust performance in this market environment based on higher volumes. Revenues in Cash Management benefited from strong transaction volumes and client balances.

Provision for credit losses increased by € 107 million, or 52 %, versus 2012. The increase was primarily driven by a single client credit event in Trade Finance, partly offset by lower provisions in the commercial banking activities in the Netherlands.

Noninterest expenses decreased by € 680 million, or 20 %, compared to 2012, mainly driven by the non-recurrence of the aforementioned litigation-related charge as well as lower turn-around charges in the Netherlands. Cost-to-achieve related to the OpEx program of € 109 million increased by € 68 million versus 2012. Excluding these charges, noninterest expenses were lower than in 2012 due to the continued focus on cost management. This was partly offset by an increase in expenses related to higher business activity and the execution of the Strategy 2015+.

Income before income taxes increased by € 442 million, or 67 %, compared to 2012 due to specific items incurred in 2012 such as litigation and turn-around measures of the commercial banking activities in the Netherlands.

## Deutsche Asset & Wealth Management Corporate Division

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
<b>Net revenues:</b>							
Management Fees and other recurring revenues	2,601	2,441	2,282	161	7	158	7
Performance and transaction fees and other non recurring revenues	826	924	905	(97)	(11)	19	2
Net Interest revenues	624	578	496	45	8	83	17
Other product revenues	367	299	369	68	23	(70)	(19)
Mark-to-market movements on policyholder positions in Abbey Life	291	494	420	(202)	(41)	74	18
<b>Total net revenues</b>	<b>4,708</b>	<b>4,735</b>	<b>4,472</b>	<b>(27)</b>	<b>(1)</b>	<b>263</b>	<b>6</b>
Provision for credit losses	(7)	23	18	(30)	N/M	5	29
<b>Total noninterest expenses</b>	<b>3,685</b>	<b>3,929</b>	<b>4,299</b>	<b>(245)</b>	<b>(6)</b>	<b>(370)</b>	<b>(9)</b>
thereof:							
Policyholder benefits and claims	289	460	414	(172)	(37)	46	11
Restructuring activities	(3)	170	104	(173)	N/M	66	63
Impairment of intangible assets	(83)	14	202	(97)	N/M	(188)	(93)
<b>Noncontrolling interests</b>	<b>4</b>	<b>1</b>	<b>1</b>	<b>2</b>	<b>N/M</b>	<b>0</b>	<b>60</b>
<b>Income (loss) before income taxes</b>	<b>1,027</b>	<b>782</b>	<b>154</b>	<b>245</b>	<b>31</b>	<b>628</b>	<b>N/M</b>
Cost/income ratio	78 %	83 %	96 %	N/M	(5) ppt	N/M	(13) ppt
Assets <sup>1</sup>	81,132	72,613	78,103	8,519	12	(5,490)	(7)
Risk-weighted assets <sup>2</sup>	16,597	12,553	12,429	N/M	N/M	124	1
Average active equity <sup>3</sup>	6,454	5,864	5,916	590	10	(52)	(1)
Pre-tax return on average active equity	16 %	13 %	3 %	N/M	3 ppt	N/M	11 ppt

N/M – Not meaningful

<sup>1</sup> Segment assets represent consolidated view, i.e., the amounts do not include intersegment balances.

<sup>2</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014.

<sup>3</sup> See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

### Additional information

in € bn. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € bn.	in %	in € bn.	in %
Invested assets <sup>1</sup>	1,039	923	920	116	13	3	0
Net new money	40	(13)	(25)	53	N/M	12	(48)

N/M – Not meaningful

<sup>1</sup> We define invested assets as (a) assets we hold on behalf of customers for investment purposes and/or (b) client assets that are managed by us. We manage invested assets on a discretionary or advisory basis, or these assets are deposited with us.

### 2014

In 2014, Deutsche AWM continued to benefit from higher assets under management following elevated market levels, increased net new money, and the positive foreign exchange impact from the strengthening of the U.S. dollar, which have positively increased recurring revenue streams. Performance continues to be impacted by increased regulatory costs and an ongoing low interest rate environment, which challenges deposit revenue margins. Overall net revenues have decreased following lower mark-to-market movements on policyholder positions in Abbey Life, which have been offset by lower Policyholder benefits and claims within noninterest expenses.

In Deutsche AWM, net revenues for full year 2014 were € 4.7 billion, a decrease of € 27 million, or 1 %, compared to 2013.

Management Fees and other recurring revenues increased by € 161 million, or 7 %, due to an increase of average assets under management driven by positive net new money from clients, favorable foreign exchange development and market appreciation. Performance and transaction fees and other non-recurring revenues were down € 97 million, or 11 %, driven by lower performance fees in asset management, and lower transactional revenues from fixed income and foreign exchange products for private clients. Net interest revenues increased by € 45 million, or 8 %, due to increased lending volumes, recovery of prior period interest, and improved lending margins. Other product revenues increased compared to 2013 by € 68 million, or 23 %, due to an increase of average assets under management driven by positive net new money from clients, favorable foreign exchange development and market appreciation.

partly due to higher revenues from alternatives partially offset by unfavorable change in fair value of guarantees, which have been impacted by the fall in long-term interest rates. Mark-to-market movements on policyholder positions in Abbey Life decreased by € 202 million, or 41 % versus 2013, largely offset in noninterest expenses.

Provision for credit losses decreased by € 30 million mainly resulting from lower specific client-related lending provisions and the recovery of prior charges in 2014.

Noninterest expenses were down € 245 million, or 6 %, compared to 2013, mainly driven by lower policyholder benefits, reversal of intangible write-downs for Scudder, lower costs-to-achieve related to OpEx and the positive impact of ongoing OpEx program measures and lower litigation costs. This was partially offset by strategic hiring and one-time effects in compensation to comply with regulatory requirements and pension changes.

Income before income taxes was € 1.0 billion in 2014, an increase of € 245 million compared to 2013. Slightly lower revenue performance was more than offset by decreased provision for credit losses and noninterest expenses.

Invested assets in Deutsche AWM were € 1.0 trillion as of December 31, 2014, an increase of € 116 billion, or 13 %, versus December 31, 2013, mainly driven by foreign currency movements of € 50 billion, market appreciation of € 43 billion and inflows of € 40 billion.

## 2013

In 2013, Deutsche AWM benefited from the increase in equity and bond markets. In addition, Deutsche AWMs initiative to improve its operating platform delivered cost efficiencies.

In Deutsche AWM net revenues for full year 2013 were € 4.7 billion, an increase of € 263 million, or 6 %, compared to 2012.

Management Fees and other recurring revenues increased by € 158 million, or 7 %, due to an increase of the average assets under management for the year following positive market conditions as well as margin improvements arising from a favorable shift in product mix from growth in Alternatives and private clients. Mark-to-market movements on policyholder positions in Abbey Life increased by € 74 million, or 18 % versus 2012, largely offset in noninterest expenses. Net interest revenues increased by € 83 million, or 17 %, due to strong growth in lending revenues for securitized loans and commercial mortgages. Performance and transaction fees and other non recurring revenues were up € 19 million, or 2 %, driven by higher performance fees across Alternatives and actively managed funds. Other product revenues decreased compared to 2012 by € 70 million, or 19 % mainly due to a gain on the sale of the Value Retail business in the prior year.

Provision for credit losses increased by € 5 million compared to 2012 mainly resulting from a specific client lending provision in Switzerland.

Noninterest expenses were down € 370 million, or 9 %, compared to 2012 mainly due to headcount reductions related to OpEx in 2013 as well as Scudder and IT related impairments in 2012, partly offset by the aforementioned effect related to Abbey Life.

Income before income taxes was € 782 million in 2013, an increase of € 628 million compared to 2012. This reflects a solid revenue performance, impairments taken in 2012 as well as our progress made on OpEx in 2013.

Invested assets in Deutsche AWM were € 923 billion as of December 31, 2013, an increase of € 3 billion versus December 31, 2012, mainly driven by market appreciation of € 40 billion, partly offset by foreign currency effects, outflows and other movements. Net outflows were primarily driven by low-margin institutional clients partially offset by € 11 billion inflows from private clients.

## Non-Core Operations Unit Corporate Division

in € m. (unless stated otherwise)				2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
	2014	2013	2012	in € m.	in %	in € m.	in %
<b>Net revenues</b>	<b>211</b>	<b>964</b>	<b>1,427</b>	<b>(753)</b>	<b>(78)</b>	<b>(463)</b>	<b>(32)</b>
thereof:							
Net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss	(573)	245	650	(818)	N/M	(405)	(62)
Provision for credit losses	259	818	634	(559)	(68)	185	29
<b>Total noninterest expenses</b>	<b>2,804</b>	<b>3,550</b>	<b>3,697</b>	<b>(746)</b>	<b>(21)</b>	<b>(147)</b>	<b>(4)</b>
thereof							
Policyholder benefits and claims	0	0	0	0	N/M	0	N/M
Restructuring activities	4	25	12	(20)	(83)	13	104
Impairment of intangible assets	194	0	421	194	N/M	(421)	N/M
<b>Noncontrolling interests</b>	<b>(2)</b>	<b>(3)</b>	<b>31</b>	<b>1</b>	<b>(24)</b>	<b>(34)</b>	<b>N/M</b>
<b>Income (loss) before income taxes</b>	<b>(2,851)</b>	<b>(3,402)</b>	<b>(2,935)</b>	<b>551</b>	<b>(16)</b>	<b>(467)</b>	<b>16</b>
Cost/income ratio	N/M	N/M	N/M	N/M	N/M	N/M	N/M
Assets <sup>1</sup>	38,853	63,810	113,247	(24,957)	(39)	(49,437)	(44)
Risk-weighted assets <sup>2</sup>	58,538	52,443	84,743	N/M	N/M	(32,300)	(38)
Average active equity <sup>3</sup>	7,649	10,296	12,440	(2,647)	(26)	(2,143)	(17)
Pre-tax return on average active equity	(37 %)	(33) %	(24) %	N/M	(4) ppt	N/M	(9) ppt

N/M – Not meaningful

<sup>1</sup> Segment assets represent consolidated view, i.e., the amounts do not include intersegment balances.

<sup>2</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since Jan

<sup>3</sup> See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

### 2014

During 2014, NCOU continued to execute its de-risking strategy with specific focus on the disposal of operating assets previously held in the former Corporate Investments division. Sales completed in 2014 included BHF-BANK and The Cosmopolitan of Las Vegas. These were supplemented by the further winding down of legacy banking assets, such as the early termination of some of the credit derivative protection currently in the mono-line portfolio together with the sale of underlying bonds as well as a significant reduction in CRD IV exposure from the credit correlation portfolio. Asset de-risking in 2014 has delivered net gains of € 181 million.

Net revenues for the NCOU in the reporting period decreased by € 753 million, or 78 % to € 211 million. This reflects a lower level of portfolio revenues in line with the asset reductions achieved and lower de-risking gains partially offset by lower valuation adjustments in the period. In 2014 specific items included € 314 million of accumulated mark-to-market loss on a swap transaction relating to the restructuring of the debt financing of Maher Terminals which resulted in a reclassification of the cumulative mark-to-market loss from other comprehensive income to other income and a € 151 million loss related to the Special Commodities Group from our exposure to traded products in the U.S. power sector. Net revenues in 2013 included a € 183 million loss related to the sale of BHF-BANK, € 171 million negative effect from the first-time application of Funding Valuation Adjustment (FVA) and mortgage repurchase costs of € 122 million.

Provisions for credit losses decreased by € 559 million, or 68 %, in comparison to 2013, driven by a decrease in provisions for credit losses in IAS 39 reclassified and commercial real estate assets.

Noninterest expenses decreased by € 746 million, or 21 % in comparison to 2013, predominately due to lower litigation-related expenses. Direct costs have also decreased by € 327 million, or 21 % driven by the sale of BHF-BANK in the year as well as other de-risking measures. This was offset by a specific impairment charge of € 194 million taken against our investment in Maher Terminals in the current period.

The loss before income taxes was € 2.9 billion, a decrease of € 551 million compared to the prior year. Lower revenues and lower credit losses reflect the progress of de-risking, while noninterest expenses were lower but continued to be impacted by the timing and nature of specific items.

## 2013

Net revenues decreased by € 463 million, or 32 %, compared to 2012 driven by the reduction in portfolio revenues which have fallen in line with asset levels. In 2013 specific items included € 183 million loss related to the expected sale of BHF-BANK, € 171 million negative effect from the first-time application of Funding Valuation Adjustment (FVA), mortgage repurchase costs of € 122 million and the impact from various impairments which were partially offset by an increase in net de-risking gains generated in the period. Net revenues in 2012 included negative effects related to an impairment of € 257 million to our previously held exposure in Actavis Group, refinements of the CVA methodology of € 203 million and mortgage repurchase costs of € 233 million.

Provision for credit losses increased by € 185 million, or 29 % in comparison to 2012, mainly due to specific credit events seen across portfolios including in exposures to European Commercial Real Estate.

Noninterest expenses decreased by € 147 million compared to 2012. The movement includes higher litigation related costs offset by the non-recurrence of the impairment of intangible assets of € 421 million reported in the prior year.

The loss before income taxes was € 3.4 billion, an increase of € 467 million compared to the prior year. Lower net revenues were the main driver, but each period was impacted by the timing and nature of specific items.

## Consolidation & Adjustments

in € m. (unless stated otherwise)	2014	2013	2012	2014 increase (decrease) from 2013		2013 increase (decrease) from 2012	
				in € m.	in %	in € m.	in %
Net revenues <sup>1</sup>	(497)	(929)	(975)	432	(47)	46	(5)
Provision for credit losses	1	0	0	0	38	0	N/M
Total noninterest expenses	389	830	582	(440)	(53)	247	42
Noncontrolling interests	(28)	(15)	(65)	(13)	82	49	(76)
<b>Income (loss) before income taxes</b>	<b>(859)</b>	<b>(1,744)</b>	<b>(1,493)</b>	<b>885</b>	<b>(51)</b>	<b>(251)</b>	<b>17</b>
Assets <sup>2</sup>	10,474	10,371	11,576	102	1	(1,205)	(10)
Risk-weighted assets <sup>3</sup>	20,437	10,832	16,133	N/M	N/M	(5,300)	(33)
Average active equity <sup>4</sup>	2,037	0	0	2,037	N/M	0	N/M

N/M – Not meaningful

<sup>1</sup> Net interest income and noninterest income.

<sup>2</sup> Assets in C&A reflect corporate assets, such as deferred tax assets or central clearing accounts, outside the management responsibility of the business segments.

<sup>3</sup> Risk weighted assets are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014. Risk-weighted assets in C&A reflect corporate assets outside the management responsibility of the business segments, primarily those corporate assets related to the Group's pension schemes. The decrease of risk-weighted assets in 2013 was primarily driven by the de-risking initiatives in our pension assets.

<sup>4</sup> Average active equity assigned to C&A reflects the residual amount of equity that is not allocated to the segments as described in Note 4 "Business Segments and Related Information".

## 2014

In 2014, C&A net revenues of negative € 497 million included negative € 336 million related to spreads for capital instruments and a € 66 million loss from a FVA on internal uncollateralized derivatives between Treasury and CB&S; the aforementioned items amounted in 2013 negative € 330 million in spreads for capital instruments and negative € 276 million from FVA due to its first time inclusion in that year. Revenues in 2014 also reflected negative € 172 million in valuation and timing differences compared to negative € 249 million in 2013 as volatility in USD/EUR cross-currency basis spreads was down and effect from own credit spread decreased.

Noninterest expenses of € 389 million declined by 53 % compared to prior year mainly due to a € 528 million non-recurring major litigation charge in 2013. Noninterest expenses also included € 342 million in charges related to bank levies compared to € 197 million in 2013.

Noncontrolling interests were € 28 million in 2014, mainly due to a Structured Finance transaction compared to € 15 million in 2013 primarily due to Postbank; these noncontrolling interests are deducted from income before income taxes of the divisions and reversed in C&A.

Loss before income taxes at € 859 million compared to a loss of € 1.7 billion in 2013. The result was primarily driven by the non-recurrence of major litigation items partly offset by higher bank levies.

### 2013

In 2013, C&A net revenues of negative € 929 million included negative € 330 million related to spreads for capital instruments and a € 276 million loss due to the first time inclusion of a FVA on internal uncollateralized derivatives between Treasury and CB&S. Also included were timing differences of negative € 249 million related to positions which were measured at fair value for management reporting purposes and measured at amortized cost under IFRS. These effects will reverse over the life time of the positions. Compared to 2012, these effects were significantly less negative primarily reflecting decreased EUR/USD basis risk movements and amortization back through P&L of prior years' losses.

Noninterest expenses of € 830 million were up 42 % compared to prior year mainly due to litigation related charges, including € 528 million related to settlement with Kirch Group. Partly offsetting was a correction of historical internal cost allocation in 2013. Noninterest expenses in 2013 also included bank levy-related charges of € 197 million.

The decrease in noncontrolling interests, which are deducted from income before income taxes of the divisions and reversed in C&A, was mainly due to Postbank.

Loss before income taxes was € 1.7 billion in 2013, compared to € 1.5 billion in 2012. The increase was primarily driven by the settlement with Kirch Group and the aforementioned loss due to the first time inclusion of a FVA. Partly offsetting were lower negative effects from valuation and timing differences and lower noninterest expenses.

## Financial Position

in € m.	Dec 31, 2014	Dec 31, 2013	2014 increase (decrease) from 2013	
			in € m.	in %
Cash and due from banks	20,055	17,155	2,900	17
Interest-earning deposits with banks	63,518	77,984	(14,466)	(19)
Central bank funds sold, securities purchased under resale agreements and securities borrowed	43,630	48,233	(4,603)	(10)
Trading assets	195,681	210,070	(14,389)	(7)
Positive market values from derivative financial instruments	629,958	504,590	125,368	25
Financial assets designated at fair value through profit or loss thereof:	117,285	184,597	(67,311)	(36)
Securities purchased under resale agreements	60,473	116,764	(56,291)	(48)
Securities borrowed	20,404	32,485	(12,082)	(37)
Loans	405,612	376,582	29,030	8
Brokerage and securities related receivables	115,054	83,185	31,869	38
Remaining assets	117,910	109,004	8,905	8
<b>Total assets</b>	<b>1,708,703</b>	<b>1,611,400</b>	<b>97,303</b>	<b>6</b>
Deposits	532,931	527,750	5,181	1
Central bank funds purchased, securities sold under repurchase agreements and securities loaned	13,226	15,685	(2,459)	(16)
Trading liabilities	41,843	55,804	(13,961)	(25)
Negative market values from derivative financial instruments	610,202	483,428	126,774	26
Financial liabilities designated at fair value through profit or loss thereof:	37,131	90,104	(52,973)	(59)
Securities sold under repurchase agreements	21,053	73,642	(52,590)	(71)
Securities loaned	1,189	1,249	(60)	(5)
Other short-term borrowings	42,931	59,767	(16,836)	(28)
Long-term debt	144,837	133,082	11,755	9
Brokerage and securities related payables	143,210	118,992	24,219	20
Remaining liabilities	69,170	71,822	(2,653)	(4)
<b>Total liabilities</b>	<b>1,635,481</b>	<b>1,556,434</b>	<b>79,047</b>	<b>5</b>
<b>Total equity</b>	<b>73,223</b>	<b>54,966</b>	<b>18,257</b>	<b>33</b>

### Movements in Assets

The overall increase of € 97 billion (or 6 %) as of December 31, 2014, compared to December 31, 2013 was primarily driven by a € 125 billion increase in positive market values from derivative financial instruments during the period, primarily related to interest rate and foreign exchange products in the fourth quarter, despite significant activity in trade restructuring and novation to reduce exposure.

The overall balance sheet movements include an increase of € 91 billion due to foreign exchange rate movements, in particular related to the significant strengthening of the US dollar versus the euro, which accounted for € 79 billion of the increase, primarily during the second half of the year.

Brokerage and securities related receivables contributed € 32 billion to the overall growth, mainly resulting from higher collateral requirements corresponding to the increase in negative market values from derivative financial instruments.

Loans increased by € 29 billion, with exposure increases in CB&S, Deutsche AWM and GTB partly being offset by managed reductions in our NCOU.

Financial assets available for sale (reported as part of remaining assets) increased by € 16 billion driven mainly by a € 12 billion increase in highly liquid securities held in the Group's Strategic Liquidity reserve. These increases are the result of the ongoing optimization of our liquidity reserves.

These increases were partially offset by a € 73 billion decrease in central bank funds sold, securities purchased under resale agreements and securities borrowed, under both accrual and fair value accounting, mainly driven by reductions in our secured financing provided to clients, a decrease in securities borrowing for

shorts coverage corresponding to the reduction of short positions as well as a result of the adoption of IAS 32 R in 2014, allowing for the offsetting of financial assets and financial liabilities for bilateral reverse repos and repos under certain conditions.

Trading assets decreased by € 14 billion, primarily driven by debt securities, slightly being offset by an increase in equity securities.

Interest-earning deposits with banks decreased in the same period by € 14 billion, partially being offset by an increase of € 3 billion in cash and due from banks, primarily as a consequence of managed reductions in wholesale deposits.

### Movements in Liabilities

As of December 31, 2014, total liabilities increased by € 79 billion (or 5 %) compared to year-end 2013.

Negative market values from derivative financial instruments increased by € 127 billion and brokerage and securities related payables were up by € 24 billion compared to December 31, 2013, primarily due to the same reasons that drove the movements in positive market values from derivative financial instruments and brokerage and securities related receivables outlined above.

Long-term debt increased by € 12 billion, primarily from higher funding activities which exceeded the amount of debt that matured during the year.

Deposits were up by € 5 billion, with increases in our funding through transaction banking and retail partly being offset by lower volumes from unsecured wholesale funding.

Central bank funds purchased, securities sold under repurchase agreements and securities loaned, under both accrual and fair value accounting, have decreased by € 55 billion in total, mainly driven by reductions in our secured financing provided to clients and as a result of the adoption of IAS 32 R in 2014, allowing for the offsetting of financial assets and financial liabilities for bilateral reverse repos and repos under certain conditions.

Other short-term borrowings were down by € 17 billion, primarily due to lower issuances in CB&S and, to a lesser extent, in GTB.

Trading liabilities decreased by € 14 billion, primarily driven by debt securities, slightly offset by an increase in equity securities.

Similar to total assets, the overall increase in liabilities also reflects the impact of foreign exchange rate movements during the year.

### Liquidity

Liquidity reserves amounted to € 184 billion as of December 31, 2014 (compared to € 196 billion as of December 31, 2013). We maintained a positive liquidity stress result as of December 31, 2014 (under the combined scenario).

### Equity

Total equity as of December 31, 2014 increased by € 18.3 billion compared to December 31, 2013. The main factors contributing to this development were a capital increase of € 8.5 billion from the issuance of 359,8 million new common shares in June 2014 and the issuance of new additional equity components (Additional Tier 1 securities, treated as equity according to IFRS) of € 4.7 billion on May 20 and on November 19, 2014. Further contributing to the increase were net income attributable to Deutsche Bank shareholders of € 1.7 billion, positive effects from exchange rate changes of € 2.9 billion (especially in the U.S. dollar), unrealized net gains on financial assets available for sale of € 1.4 billion, which mainly resulted from improved market



prices of debt securities from European issuers. Partly offsetting were cash dividends paid to Deutsche Bank shareholders of € 765 million.

## Regulatory Capital

The calculations of the regulatory capital numbers and ratios presented in this report include year-end profits after the deduction of a dividend payment of € 0.75 per share proposed by the Management Board to the Supervisory Board and the Annual General Meeting. For further details we refer to our paragraph “Treatment of year-end profits for the solvency report” in the section “Risk Report – Regulatory Capital”.

The calculation of our regulatory capital as of December 31, 2013 is based on the “Basel 2.5” framework. Starting January 1, 2014, the calculation of our regulatory capital, risk-weighted assets and capital ratios incorporates the capital requirements following the Capital Requirements Regulation (CRR) and Capital Requirements Directive 4 (CRD 4), published on June 27, 2013 including certain transitional rules. Therefore when referring to the results according to the transitional rules that are currently applicable to us, we use the term “CRR/CRD 4”. When referring to the results according to the full application of the final framework we use the term “fully loaded CRR/CRD 4”.

Our Tier 1 capital according to CRR/CRD 4 as of December 31, 2014 was € 63.9 billion resulting in a CRR/CRD 4 Tier 1 capital ratio of 16.1 %. As of December 31, 2013, our Tier 1 capital according to Basel 2.5 was € 50.7 billion, resulting in a Basel 2.5 Tier 1 capital ratio of 16.9 %. Our Common Equity Tier 1 (CET 1, referred to as Core Tier 1 under Basel 2.5) capital according to CRR/CRD 4 was € 60.1 billion, resulting in a CRR/CRD 4 CET 1 capital ratio of 15.2 % as of December 31, 2014. At the end of 2013 our CET 1 capital was € 38.5 billion according to Basel 2.5, resulting in a Basel 2.5 CET 1 capital ratio of 12.8 %.

The implementation of the new capital requirements under CRR/CRD 4 has led to a negative first-day application effect of € 1.5 billion in our Tier 1 capital. The decrease was driven by the derecognition of our legacy Hybrid Tier 1 capital instruments that will no longer qualify as Tier 1 capital under the full application of CRR/CRD 4 and that exceeded the maximum recognizable amount (‘cap’) of AT1 instruments subject to phase-out arrangements by € 2.2 billion. The decline in our Tier 1 capital also resulted from deductions of € 1.5 billion that were phased in with 20 % in 2014, mainly relating to deductions of deferred tax assets and defined benefit pension assets. The decrease was partially offset by positive first-day application effects from securitization positions of € 0.9 billion where we have opted for a risk weight of 1,250 % instead of deduction treatment. A further positive effect resulted from significant investments in financial and insurance entities of € 1.2 billion which benefited from the deduction exemption for amounts below 15 % of the relevant CET 1 capital and were instead risk-weighted at 250 %.

We further had an increase in our Tier 1 capital resulting mainly from a capital increase from authorized capital against cash contributions with gross proceeds of € 8.5 billion and the issuance of CRR/CRD 4 compliant Additional Tier 1 Notes (the “AT1 Notes”), executed in two transactions, with an eligible amount of € 4.6 billion. Our net income attributable to Deutsche Bank shareholders of € 1.7 billion, after deduction of our accrual for dividend and AT1 coupons of € 1.2 billion, also contributed to the increase. We further saw positive impacts from foreign exchange movements on our Tier 1 capital of € 1.5 billion.

Our fully loaded CRR/CRD 4 Tier 1 capital as of December 31, 2014 was € 50.7 billion resulting in a fully loaded CRR/CRD 4 Tier 1 capital ratio of 12.9 %. Our fully loaded CRR/CRD 4 Common Equity Tier 1 capital was € 46.1 billion, resulting in a fully loaded CRR/CRD 4 Common Equity Tier 1 capital ratio of 11.7 % as of December 31, 2014.

As of December 31, 2014 our fully loaded CRR/CRD 4 Tier 1 capital was € 13.2 billion lower compared to our CRR/CRD 4 Tier 1 capital due to the derecognition of our legacy Hybrid Tier 1 capital instruments of € 10.0 billion as well as the full consideration of certain CET 1 deductions of in total € 3.6 billion, mainly relating to deferred tax assets and defined benefit pension fund assets, that were deducted from AT1 capital according to the transitional rules.

Risk-weighted assets (RWA) according to CRR/CRD 4 were € 397 billion as of December 31, 2014, compared with € 300 billion at the end of 2013 according to Basel 2.5 rules. RWA for credit risk increased by € 42 billion largely reflecting the impact from the CRR/CRD 4 framework, the impact from foreign exchange movements mainly during the second half of the year as well as from model updates. This was partly offset by further de-risking efforts and asset sales. The new calculation of RWA for the CVA according to the CRR/CRD 4 framework contributed € 21 billion to the overall increase. The RWA increase of € 17 billion for market risk was primarily driven by the inclusion of former capital deduction items for higher risk securitization positions into the RWA calculation according to the CRR/CRD 4 framework, partly offset by movement in risk levels. Operational Risk RWA were € 16 billion higher mainly caused by our early recognition of enhancements to our Advanced Measurement Approach (AMA) model in the second quarter of 2014 as well as by effects from the model change related to reasonably possible litigation losses.

Risk-weighted assets according to CRR/CRD 4 fully-loaded were € 394 billion as of December 31, 2014. In addition to the above mentioned movements we had a RWA decrease of € 3 billion mainly driven by pension fund relief.

#### Amendments to IAS 39 and IFRS 7, “Reclassification of Financial Assets”

As of December 31, 2014 and December 31, 2013 the carrying value of reclassified assets was € 7.4 billion and € 8.6 billion, respectively, compared with a fair value of € 7.4 billion and € 8.2 billion as of December 31, 2014 and December 31, 2013, respectively. These assets are held in the NCOU.

Please refer to Note 13 “Amendments to IAS 39 and IFRS 7, ‘Reclassification of Financial Assets’” for additional information on these assets and on the impact of their reclassification.

#### Exposure to Monoline Insurers

The deterioration of the U.S. subprime mortgage and related markets has generated large exposures to financial guarantors, such as monoline insurers, that have insured or guaranteed the value of pools of collateral referenced by CDOs and other market-traded securities. Actual claims against monoline insurers will only become due if actual defaults occur in the underlying assets (or collateral). There is ongoing uncertainty as to whether some monoline insurers will be able to meet all their liabilities to banks and other buyers of protection. Under certain conditions (i.e., liquidation) we can accelerate claims regardless of actual losses on the underlying assets.

The following tables summarize the fair value of our counterparty exposures to monoline insurers with respect to U.S. residential mortgage-related activity and other activities, respectively, in each case on the basis of the fair value of the assets compared with the notional value guaranteed or underwritten by monoline insurers. The other exposures described in the second table arise from a range of client and trading activity, including collateralized loan obligations, commercial mortgage-backed securities, trust preferred securities, student loans and public sector or municipal debt. The tables show the associated Credit Valuation Adjustments (“CVA”) that we have recorded against the exposures. For monolines with actively traded CDS, the CVA is calculated using a full CDS-based valuation model. For monolines without actively traded CDS, a model-based approach is used with various input factors, including relevant market driven default probabilities, the likelihood of an event (either a restructuring or an insolvency), an assessment of any potential settlement in the event of a restructuring, and recovery rates in the event of either restructuring or insolvency. The monoline CVA methodology is reviewed on a quarterly basis by management; since the second quarter of 2011 market based spreads have been used more extensively in the CVA assessment.

The ratings in the tables below are the lowest of Standard & Poor’s, Moody’s or our own internal credit ratings.

### Monoline exposure related to U.S. residential mortgages

in € m.	Dec 31, 2014				Dec 31, 2013			
	Notional amount	Value prior to CVA	CVA	Fair value after CVA	Notional amount	Value prior to CVA	CVA	Fair value after CVA
AA Monolines:								
Other subprime	95	30	(7)	23	94	29	(5)	23
Alt-A	1,405	423	(61)	361	2,256	768	(105)	663
<b>Total AA Monolines</b>	<b>1,500</b>	<b>452</b>	<b>(68)</b>	<b>384</b>	<b>2,350</b>	<b>797</b>	<b>(110)</b>	<b>686</b>

### Other Monoline exposure

in € m.	Dec 31, 2014				Dec 31, 2013			
	Notional amount	Value prior to CVA	CVA	Fair value after CVA	Notional amount	Value prior to CVA	CVA	Fair value after CVA
AA Monolines:								
TPS-CLO	1,269	254	(43)	210	1,512	298	(41)	257
CMBS	712	(2)	0	(2)	1,030	(3)	0	(3)
Corporate single name/Corporate CDO	0	0	0	0	0	0	0	0
Student loans	322	44	(9)	35	285	0	0	0
Other	506	72	(14)	59	511	69	(7)	62
<b>Total AA Monolines</b>	<b>2,810</b>	<b>368</b>	<b>(66)</b>	<b>302</b>	<b>3,338</b>	<b>364</b>	<b>(48)</b>	<b>316</b>
Non investment-grade Monolines:								
TPS-CLO	329	77	(16)	61	353	67	(8)	58
CMBS	1,476	(2)	0	(2)	1,444	7	0	6
Corporate single name/Corporate CDO	28	5	0	5	0	0	0	0
Student loans	679	66	(9)	57	604	116	(11)	105
Other	774	136	(50)	86	827	90	(31)	60
<b>Total Non investment-grade Monolines</b>	<b>3,285</b>	<b>282</b>	<b>(75)</b>	<b>207</b>	<b>3,228</b>	<b>280</b>	<b>(50)</b>	<b>229</b>
<b>Total</b>	<b>6,095</b>	<b>650</b>	<b>(141)</b>	<b>509</b>	<b>6,566</b>	<b>644</b>	<b>(98)</b>	<b>545</b>

The tables exclude counterparty exposure to monoline insurers that relates to wrapped bonds. A wrapped bond is one that is insured or guaranteed by a third party. As of December 31, 2014 and December 31, 2013, the exposure on wrapped bonds related to U.S. residential mortgages was € nil and € nil, respectively, and the exposure on wrapped bonds other than those related to U.S. residential mortgages was € 22 million and € 15 million, respectively. In each case, the exposure represents an estimate of the potential mark-downs of wrapped assets in the event of monoline defaults.

A proportion of the mark-to-market monoline exposure has been mitigated with CDS protection arranged with other market counterparties and other economic hedge activity.

The total Credit Valuation Adjustment held against monoline insurers as of December 31, 2014 was € 209 million. There has been no change in the overall monoline CVA reserve versus December 31, 2013, as the impact of reduced exposure has been offset by the movement in monoline credit spreads during the period.

## Liquidity and Capital Resources

For a detailed discussion of our liquidity risk management, see our Risk Report.

### Long-term Credit Ratings

Industry-wide regulatory developments dominated the actions of rating agencies in 2014.

In March and April 2014, Fitch Ratings and Standard & Poor's revised the outlook of their long-term ratings on Deutsche Bank from "stable" to "negative" as part of their industry-wide reviews of assumptions of government support in the European banking sector. Both agencies were responding to the ongoing developments of the European Union's Bank Recovery and Resolution Directive, which aims to further safeguard the stability of the financial services industry. A major objective of this Directive, for example, is to shift the burden of losses away from taxpayers to shareholders and creditors.

In July 2014, Moody's lowered Deutsche Bank's long-term, standalone and short-term ratings by one notch, to A3, baa3 and P-2, respectively. The outlook on Deutsche Bank's standalone rating is now stable, while the outlook on the long-term rating remains negative. Similar to Standard & Poor's and Fitch Ratings, Moody's negative outlook reflects its view of a trend towards generally lower systemic support for European Union banks.

On February 3, 2015 Standard & Poor's placed Deutsche Bank's long-term rating on 'Credit-Watch Negative' as part of its review of the German, Austrian and UK banks to reflect the implementation of bail-in rules into legislation in these three countries as of 1 January 2015. The rating agency expects to resolve the Credit Watch placement by early May 2015.

	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012
Moody's Investors Service, New York <sup>1</sup>	A3	A2	A2
Standard & Poor's, New York <sup>2</sup>	A	A	A+
Fitch Ratings, New York <sup>3</sup>	A+	A+	A+

<sup>1</sup> Moody's defines A-rated obligations as upper-medium grade obligations which are subject to low credit risk. The numerical modifier 2 indicates a ranking in the middle of the A category. The numerical modifier 3 indicates a ranking at the lower end of the A category.

<sup>2</sup> Standard and Poor's defines its A rating as somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong.

<sup>3</sup> Fitch Ratings defines its A rating as high credit quality. Fitch Ratings uses the A rating to denote expectations of low default risk. According to Fitch Ratings, A ratings indicate a strong capacity for payment of financial commitments. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than higher ratings. The plus indicates a ranking in the higher end of the A category.

Each rating reflects the view of the rating agency only at the time it gave us the rating, and you should evaluate each rating separately and look to the rating agencies for any explanations of the significance of their ratings. The rating agencies can change their ratings at any time if they believe that circumstances so warrant. You should not view these long-term credit ratings as recommendations to buy, hold or sell our securities.

## Tabular Disclosure of Contractual Obligations

Cash payment requirements outstanding as of December 31, 2014.

Contractual obligations in € m.	Payment due by period				
	Total	Less than 1 year	1–3 years	3–5 years	More than 5 years
Long-term debt obligations <sup>1</sup>	164,450	28,776	50,678	32,755	52,241
Trust preferred securities <sup>1</sup>	12,270	5,579	2,202	4,238	251
Long-term financial liabilities designated at fair value through profit or loss <sup>2</sup>	10,535	1,965	3,737	1,147	3,686
Finance lease obligations	114	6	13	11	84
Operating lease obligations	5,103	778	1,322	1,047	1,955
Purchase obligations	1,920	528	810	285	298
Long-term deposits <sup>1</sup>	26,336	0	8,980	4,863	12,492
Other long-term liabilities	5,063	918	986	557	2,602
<b>Total</b>	<b>225,790</b>	<b>38,550</b>	<b>68,726</b>	<b>44,904</b>	<b>73,610</b>

<sup>1</sup> Includes interest payments.

<sup>2</sup> Long-term debt and long-term deposits designated at fair value through profit or loss.

Figures above do not include the revenues of noncancelable sublease rentals of € 171 million on operating leases. Purchase obligations for goods and services include future payments for, among other things, information technology services and facility management. Some figures above for purchase obligations represent minimum contractual payments and actual future payments may be higher. Long-term deposits exclude contracts with a remaining maturity of less than one year. Under certain conditions future payments for some long-term financial liabilities designated at fair value through profit or loss may occur earlier. See the following notes to the consolidated financial statements for further information: Note 5 “Net Interest Income and Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss”, Note 24 “Leases”, Note 28 “Deposits” and Note 32 “Long-Term Debt and Trust Preferred Securities”.

## Events after the Reporting Period

All significant adjusting events that occurred after the reporting date were recognized in our results of operations, financial position and net assets.

# Outlook

## The Global Economy

In 2015, we expect global economic growth to remain unchanged at 3.4 %, which is below the pre-crisis trend growth rate. Global inflation is likely to decelerate to 3.2 % due to the weak trend in commodity prices and the ongoing capacity underutilization.

We anticipate that growth in the industrialized countries will accelerate sharply to 2.3 % with a muted rise of 0.4 % in consumer prices in 2015. Growth in the emerging market countries is expected to decrease to 4.3 % with inflation projected at 5.3 %.

In the eurozone, we predict a moderate rise of 1.3 % in GDP in 2015, supported by the upturn of the global economy, an easing of lending conditions, far lower oil prices and a weaker euro. The continuing geopolitical risks, in particular the Ukraine crisis, and the need to reduce private sector debt levels are likely to have a dampening effect. The moderate growth will probably not be sufficient for an improvement on the job market, and unemployment is expected to persist at an elevated level. We expect consumer prices to decrease by 0.3 % in 2015 due to the weak trend in commodity prices and the capacity underutilization. The extremely expansionary monetary policy of the European Central Bank (ECB) will support the economy with the help of its unconventional monetary policy tools. Starting in March 2015, the ECB will increase its asset purchases to € 60 billion monthly and will add the purchases of bonds issued by euro area central governments, agencies and European institutions to the covered bonds and asset-backed securities purchases. Political uncertainty will remain elevated in the course of 2015 due to the decisive victory of Syriza in the elections in Greece and due to eurosceptic parties likely gaining a larger share of votes in the election in Finland, Portugal and Spain. We predict that the German economy will grow by 2.0 % mainly driven by domestic demand. This is above the eurozone average.

In the U.S., we anticipate above-trend growth of 3.4 % in 2015. The U.S. is therefore likely to be the main growth driver among the industrialized countries. As a result of weak commodity prices and only moderate wage pressure, consumer prices will probably rise by just 0.6 % in 2015. The strong economic growth will be fuelled by the continued upturn on the job market and increased housing-related expenditure. Since households are in good financial shape, this together with the sharp fall in energy costs is likely to stimulate stronger consumption. The Federal Reserve's monetary policy should provide further stimulus for the U.S. economy. We anticipate that key interest rates will rise in the second half of the year, reaching 1.0 % by the end of 2015. However, real interest rates are likely to remain negative on an annual average.

The Japanese economy is expected to expand by 0.7 % in 2015. Fiscal measures and an extremely expansionary monetary policy are likely to provide further stimulus for growth. Inflation is expected to fall to 0.9 % as the effects of the rise in sales tax ease off and given the weak commodity prices.

We anticipate a decrease in growth in the emerging market countries across all major regions in 2015. Growth of economic activity in Asia (excluding Japan) is expected to decrease slightly to 6.4 % with inflation at 2.9 %. In China, we expect growth to slow to 7.0 % in 2015 with inflation at 1.8 %, primarily as a result of the cooling of the real estate market. A more expansionary monetary and fiscal policy should lead to a moderate rise in growth in the second half of the year. In India, we expect growth to accelerate to 7.5 % in 2015 as investments pick up and consumption increases. Consumer prices are likely to rise by 5.3 %.

In the emerging market economies of Eastern Europe, the Middle East and Africa, we anticipate that growth will slow to 0.6 % in 2015, with consumer prices increasing by 7.5 %. The weak oil price will put pressure on the oil producing countries, with the Russian economy, especially, feeling the effects. We anticipate that Russia

will slide into a recession with its economy contracting by 5.2 %. In particular, the sanctions imposed in response to the Ukraine crisis will have a dampening effect. We expect inflation in Russia to be at 13.3 %.

Growth in Latin America is likely to decelerate to 0.7 % in 2015, curbed by restrictions on the supply side and weak commodity prices. Consumer prices are projected to rise by 12.4 %. The Brazilian economy is expected to shrink by 0.7 % in 2015, with consumer prices rising by 7.3 %.

Risks for our forecast include the impending turnaround in U.S. monetary policy, which could prove bumpy and lead to a far greater rise in bond-market rates than we have assumed. This would have a negative impact on the financial markets and could create problems especially for the emerging economies. In Europe, the absence of consensus within the Governing Council of the ECB, the lack of fiscal consolidation and delays in implementing structural reforms as well as increasing support for eurosceptic parties could potentially have a substantial impact on our forecasts. Our outlook for developments in the emerging market countries is subject to three main risks. Demand from the industrialized countries could prove weaker than anticipated, the crisis in the Ukraine could intensify, and China's attempt to cool its economy could lead to a hard landing.

## The Banking Industry

The banking industry in Europe may return to moderate revenue growth in 2015. The long period of contraction in corporate lending volumes is likely to end while lending to households should increase somewhat. The deposit business may continue to face significant pressure from extremely low interest rates. Loan loss provisions could continue to normalize; on the cost side, however, banks face new increases due to necessary investments in digital platforms, modern branch networks and stronger internal control functions.

Banks' revenues could prove relatively stable in the U.S. Here too, any increase in net interest income driven by higher lending volumes is likely to be partially offset by lower interest margins. The struggling deposit business could benefit from the expected interest rate turnaround. On the other hand, there are many signs for a trend reversal and, hence, a return to higher loan loss provisions, rising from an extremely low level.

In global investment banking, a moderate recovery seems possible overall, led by the equity and some debt capital markets segments on the back of an improving macro economy and higher volatility. However, the outlook for some higher-margin segments such as securitization, high-yield bonds and emerging markets is rather negative due, among other things, to the collapse in commodities prices. The outlook for M&A advisory is mostly favourable.

Asset management could benefit from stronger economic growth in Europe and the U.S. in 2015 as well as continued high valuations on the capital markets. In both regions, the performance of the securities markets will, in all likelihood, continue to depend largely on central bank policies and may be subject to substantial volatility. A turnaround in the Federal Reserve's interest rate policy should lead to a moderate rise in bond market yields.

As for regulatory and supervisory changes, the focus in Europe will be on fully establishing the single supervisory mechanism and the gradual implementation of rules for the orderly recovery and resolution of failed banks as well as the implementation of the Basel 3 liquidity coverage ratio (LCR). Another key issue will be the various bank levies and contributions towards resolution and deposit insurance funds. Decisions will probably be made on the so-called bank structure reform and the financial transaction tax. Finally, proposals for the creation of a European Capital Markets Union may become more specific. In the U.S., the system of mortgage financing or the repo market could see reform. Globally, the debate on the introduction of new requirements on Total Loss-Absorbing Capacity (TLAC) and the nominal leverage ratio will be of great importance. European and U.S. banks alike will therefore probably increase their capital ratios further. Litigation- and enforcement-related charges are expected to remain a significant issue.

## The Deutsche Bank Group

In 2012, Strategy 2015+ was introduced to enable Deutsche Bank to become a better balanced, leaner and more robust and stable organisation. Five levers were identified as key in order to achieve this vision, these levers are: Clients, Competencies, Capital, Cost and Culture. Additionally, several financial targets were also announced by the Group to highlight the financial objectives of Strategy 2015+.

As challenges in the macroeconomic and market conditions and the regulatory environment were greater than expected in 2012, we announced, in May 2014, a series of measures to build up our capital strength, enhance our competitiveness and invest in our client franchises. These measures included capital issuance to improve our capital base and to provide a buffer against future uncertainties. In this context we updated our Group and divisional financial aspirations.

The key assumptions for our updated aspirations in May 2014 include the implementation of regulatory frameworks (e.g. CRD 4, EBA guidance) based on our understanding of current rules and their likely impact on Deutsche Bank, global GDP growth stabilising to 2 % to 4 % p.a., a stable interest rate environment before 2016 and Central Bank intervention receding in the U.S.

We have made great strides in the implementation of our goals. We anticipate further challenges in our markets and regulatory environment but we remain focused on the execution of Strategy 2015+.

Our Management is currently undertaking a full strategic review of the Group. Deutsche Bank will continue to work towards the existing targets of Strategy 2015+ until revised strategic goals are fully embedded. We have presented our Outlook based on existing targets and continued progress under Strategy 2015+.

### Key Performance Indicators

Group Key Performance Indicators	Status end of 2014	Target for 2015	Target for 2016
Post-tax return on average active equity <sup>1</sup>	(adjusted) 7.1 % (reported) 2.7 %	~ (adjusted) 12 %	~ (reported) 12 %
Cost/income ratio <sup>2</sup>	(adjusted) 74.4 % (reported) 86.7 %	~ (adjusted) 65 %	~ (reported) 65 %
Cost savings <sup>3</sup>	€ 3.3 bn per annum	€ 4.5 bn per annum	
Costs to achieve savings <sup>4</sup>	€ 2.9 bn	€ 4 bn	
CRR/CRD 4 fully loaded Common Equity Tier 1 ratio <sup>5</sup>	11.7 %	Greater than 10 %	Greater than 10 %
Fully loaded CRR/CRD 4 Leverage Ratio <sup>6</sup>	3.5 %	~ 3.5 %	~ 3.5 %

<sup>1</sup> Based on Net Income attributable to Deutsche Bank shareholders; adjusted for litigation, CtA, impairment of goodwill and intangible assets, other severances and CRR/CRD 4 Credit Valuation Adjustment (CVA)/Debt Valuation Adjustment (DVA)/Funding Valuation Adjustment (FVA). Calculation is based on an adjusted tax rate of 34 % for the year ended December 31, 2014.

<sup>2</sup> Reported Cost/income ratio based on total noninterest expenses as a percentage of total net interest income before provision for credit losses plus noninterest income. Adjusted Cost/income ratio based on noninterest expenses, adjusted for litigation, CtA, impairment of goodwill and intangible assets, policyholder benefits and claims, other severances and other divisional specific cost one-offs; divided by reported revenues.

<sup>3</sup> Cost savings (gross) resulting from the implementation of the OpEx program.

<sup>4</sup> Costs to achieve (CtA) savings are costs which are directly required for the realisation of savings in the OpEx program.

<sup>5</sup> The CRR/CRD 4 fully loaded Common Equity Tier 1 ratio represents our calculation of our Common Equity Tier 1 ratio without taking into account the transitional provisions of CRR/CRD 4. Further detail on the calculation of this ratio is provided in the Risk Report.

<sup>6</sup> The fully loaded CRR/CRD 4 Leverage Ratio represents our calculation based on the revised CRR/CRD 4 following the delegate act as published on Jan 17, 2015. Further detail on the calculation of this ratio is provided in "Balance Sheet Management" of this report.

Cost management is a key driver in our strategy. Sustainable performance is about prioritising long-term success over short-term gain. This means investing in people and infrastructure to make us fit for the future. The Operational Excellence (OpEx) Program is transforming the franchise with more than 160 projects across the organisation. We have already invested € 2.9 billion to rationalise and standardise processes and to save time and resources. We expect the majority of the expenditures originally targeted for 2014 will be spent in 2015 in line with regulatory developments to deliver a stronger and more efficient platform. With € 3.3 billion of cost savings per annum recognized in 2014 we are currently ahead of our plan.



in € bn.	Targeted Investments	Targeted Incremental Savings
2012	0.6	0.4
2013	1.7	1.2
2014	1.5	1.3
2015	0.2	1.6
<b>Total</b>	<b>4.0</b>	<b>4.5</b>

We are still committed to achieve our Strategy 2015+ target of € 4.5 billion in annual cost savings. We will continue to focus on investing in technology, streamlining our organization and simplifying processes to ensure more efficient resource use.

In our May 2014 announcement, we targeted an adjusted cost-income ratio of approximately 65 %. Since that announcement regulatory induced projects as well as incremental headcount to strengthen control functions, and to comply with additional regulatory requirements, as well as increased ongoing charges such as bank levies, have resulted in cost spend beyond previous expectations. Additionally market challenges, especially the low interest rate environment, have continued and in some regions worsened in the period, impacting our revenue growth. Although we will strive to reach the cost-income ratio target we expect these regulatory and market environment headwinds to substantially challenge our achievements in 2015.

In 2014, our post-tax return on equity was impacted by various factors including the strengthening of our capital base. Our progress towards our revised target of an adjusted post-tax return on average active equity target of around 12 % will continue to be impacted by regulatory induced costs, additional bank levy charges, the ongoing challenging market conditions and volatile effective tax rates. We will continue to work towards our target but progress will be difficult with the current headwinds.

Capital management remains a key focus for the Bank. In 2014, we further reduced our risk weighted asset (RWA) position in line with Strategy 2015+ and we will continue to demonstrate a strict RWA discipline in 2015. We will carry on with our de-risking program, although the speed of de-risking is anticipated to slow as the NCOU portfolio decreases in size. Our CRR/CRD 4 fully loaded Common Equity Tier 1 capital ratio (CET 1 ratio) at year end 2014 was 11.7 %, already exceeding our Strategy 2015+ target of greater than 10 % and we expect to remain in excess of the target in 2015. However we expect regulation to continue to develop. The European Banking Authority's Regulatory Technical Standards, such as Prudent Valuation, and the transition to a Single Supervisory Mechanism may have a significant impact on our capital positions in 2015.

We have reduced our leverage exposure already significantly. The issuance of new capital and the reduction of CRD 4 exposure helped us to strengthen our leverage ratio to 3.5 % by the end of 2014. We expect regulatory requirements to evolve in the coming year, as described above. Due to continued active CRD 4 exposure management we are nevertheless highly committed to achieve our fully loaded CRR/CRD 4 leverage ratio target of about 3.5 % by end of 2015.

Client's interests are at the centre of all our actions. Bank business will be changing fundamentally within the next few years and this transformation has already started. Social media, blogs and forums will offer relevant services, information and products to clients and hence will foster the redesign of customer relationships through digital technology and innovation. In addition, our businesses will be working more closely and intensively together to deliver 'One Bank' to our clients as cooperation is key to achieving our vision to be truly global.

We continue to focus on cultural change, embedding our values and beliefs and improving our control environment. Our Three Lines of Defense program has been launched to comprehensively analyse our internal control system and ensure the strengthening of our governance structures and control processes. We continue to promote diversity and partnership throughout the organization with the belief that both are integral to achieving our vision of being the leading client-centric global universal bank.

## Opportunities

The core bank restructuring implemented under Strategy 2015+ has already had a significant impact on our performance and may help to create future opportunities for growth. The ongoing improvements to our systems, processes and controls could create greater efficiencies and enable us to be more nimble in light of new opportunities. In addition, we continue to de-risk non-core assets and our capital position has been strengthened, which could enhance our stability in uncertain markets and have a positive impact on the size of our business. The withdrawal of key competitors from the market and greater transparency in the regulatory environment may also provide opportunities for growth.

Our outlook is based on various economic assumptions as described. These assumptions may improve beyond forecasted levels and could lead to increasing revenues that would only be partially offset by additional cost, thus improving both income before income taxes and cost-income ratio directly and subsequently improving regulatory measures such as CET 1 and leverage ratio.

## Risks

The implementation of our strategic goals or the realization of the anticipated benefits might also be negatively impacted by certain economic factors such as the recurrence of extreme turbulence in the markets in which we are active, weakness of global, regional and national economic conditions, increased competition for business and political instability, especially in Europe. New regulatory requirements may lead to increases in our cost base or restrict our operations. Several regulatory authorities have or are looking to introduce initiatives for structural change. As these governmental initiatives are subject to ongoing discussions, we cannot at this stage quantify any future impact. By the nature of our business, we are involved in litigation, arbitration and regulatory proceedings and investigations in Germany and in a number of jurisdictions outside Germany, especially in the U.S. Such matters are subject to many uncertainties. While we have resolved a number of important legal matters and made progress on others, we expect the litigation and enforcement environment to continue being challenging.

## Our Business Segments

As discussed above, the divisional targets under Strategy 2015+ were revised in May 2014 following greater than anticipated challenges in our markets and regulatory environment. We have provided detail below on the updated aspirations announced for the business segments and their expectations for 2015.

In 2015, the Group will change its methodology to allocate average active equity and certain revenue and cost items to the business segments, currently reported under Consolidation & Adjustments. This will result in the business segments attracting higher average active equity allocation compared to the prior approach and also additional charges, including bank levies, previously recorded in Consolidation & Adjustments, with CB&S affected most by the change.

### Corporate Banking & Securities

For 2015, the investment banking industry is likely to see moderate growth supported by a better macroeconomic outlook and increased volatility. However, challenges will remain including ongoing regulatory pressure, continued pressure on resources and the potential impact of geo-political events.

We expect continued global growth in 2015 although differences in regional growth rates will result in increasing divergence in monetary policy. Core sovereign bond yields should rise moderately over the year, although even lower rates are possible in the near term. Despite a rally in 2014, equity levels are expected to remain high supported by higher earnings, stronger business confidence amid lower economic uncertainty, and relatively low global cash and bond yields.

We will continue to dynamically optimize the business, while executing on our cost, capital and leverage targets. Geographically, we will ensure that resources are appropriately allocated to market opportunities and to maximize profitability and returns.

In 2014, CB&S achieved an adjusted post-tax return on average active equity of 13 %. In 2015, we will face significant headwinds to achieve our financial target of an adjusted post-tax return on average active equity of 13 % to 15 %, partly due to the new divisional allocation approach discussed above. Moreover, regulatory driven expenditures, including a higher contribution to the Single Resolution Fund compared to prior levels of bank levies, will negatively impact post-tax return on average active equity for the division.

Ongoing risks and uncertainties include exposure of global macroeconomic growth to event risks, the potential impact of changes in U.S. monetary policy, ongoing regulatory developments, effects of further balance sheet de-leveraging, litigation- and enforcement-related charges, and progress on OpEx cost being offset by regulatory required spend and platform enhancements.

In Sales & Trading, we expect global fixed income revenues to grow slightly in 2015 versus 2014 levels, supported by increased volatility and client activity driven by increasing monetary policy divergence. Cash equities flow revenues should be supported in the medium term by global economic growth, especially in the U.S.

In Corporate Finance, we expect the 2015 fee pool to be slightly lower than 2014 levels which represented a post-crisis peak. While we expect M&A activity to be slightly higher than 2014, driven in part by large transactions announced in 2014, across markets products we anticipate lower activity driven by a higher interest rate environment in the U.S. dampening debt issuance levels and higher volatility reducing equity issuance levels.

Despite the challenging market conditions seen in recent years, and the continued uncertain outlook, through ongoing dynamic optimization of the portfolio and ongoing focus on resource efficiency, CB&S should be well positioned to face the potential challenges and opportunities the future environment may present.

### Private & Business Clients

For Private & Business Clients (PBC) the overall macroeconomic outlook for the countries in which we operate is expected to remain on its moderate growth path in 2015. Nevertheless, the entire market environment is likely to continue to be challenging. The ongoing expansionary monetary policy in the Eurozone is not expected to realize relief from the low interest rate environment in the near term.

As a result of the low interest rate environment our deposit business may continue to face significant pressure. The development of investment product revenues is particularly dependent on movements in the European macroeconomic environment and the recovery of customer confidence in Germany. Further revisions in regulatory requirements may further affect our overall revenue-generation capacity. A failure to integrate Postbank's operations and to execute our OpEx program on a timely and efficient basis could have a material adverse effect on targeted efficiency gains.

We seek to realise opportunities by further strengthen our leadership in the German home market whilst extending our well-positioned advisory franchises in selected international markets. With regard to credit products, our aim is to grow our core German business by further expanding margins and volume growth, whilst maintaining strict risk discipline and carefully optimizing capital use. In terms of investment products, we aim to continue our growth path across all our businesses. Additionally, we will invest in selected digital offerings to expand our multi-channel offering. This digitization program is being rolled out in all our businesses. With our program to integrate PBC's operations, we are consolidating and advancing our joint services and IT platform to improve PBC's efficiency.

In Private & Commercial Banking, we will strengthen our market position by leveraging our integrated commercial banking coverage model for small and mid-sized corporate clients, a joint venture between PBC and GTB. We will continue to focus on low-risk mortgage business, developing our investment and insurance product business and will uphold our strict cost discipline.

In Advisory Banking International we are capitalizing on our advisory strength in Europe, and continue to make efficient use from our growth investments in key Asian countries.

Postbank will pursue its growth path in Germany whilst continuing to align business practices and will seek cost savings through organizational measures. The progress of integrating Postbank should enable PBC to achieve the targeted synergies. A new contract with Deutsche Post DHL will lead to notably reduced revenues in 2015 and a year over year decrease of Postbank's net revenues, this will partly be compensated by lower costs.

Our cost-to-achieve (CtA) for Postbank integration and other measures of our OpEx program are expected to be largely in line with our initial targets, however, they are still dependent on the milestones and progress of individual projects. While we expect decreasing spending for CtA in 2015 compared to 2014, our related cost reduction progress continues into 2015 and beyond.

In 2014, despite headwinds including significant, non-recurring charges regarding loan processing fees, PBC reported income before income taxes of € 1.3 billion. We continue to aim to achieve our ambitious aspiration of generating income before income taxes of about € 2.5 billion to € 3 billion in 2015. However, our performance is reliant on various factors including strategic initiatives such as realising synergies from the Postbank integration, ongoing market conditions and uncertainties in the regulatory environment.

### Global Transaction Banking

Transaction banking will likely continue to be influenced by several critical factors, as it was in 2014. The relatively low interest rate levels, including negative interest rates in some key markets, are expected to remain with a potential recovery in certain markets, especially in the U.S., in the second half of the year. Global growth may accelerate in 2015 with the U.S. economy expected to return to its healthy recovery path. The eurozone should continue its modest recovery, while growth rates among emerging markets are expected to be diverging. Revenue pools in transaction banking are expected to see moderate growth with different dynamics among products. Volume growth is likely to be offset by continued pressure on margins as well as the before-mentioned ongoing low interest rate environment. Significantly more expansive and rigorous regulation, including potential structural changes, cost pressure as well as litigation will pose challenges to the overall banking industry.

The trends described above will continue to impact our Global Transaction Banking (GTB) business. The sustained momentum of profitable growth and client acquisition in the underlying business in recent years, together with high quality and innovative products, should leave us well-placed to cope with these challenges and grow our client base. Trade Finance should benefit from the global economic growth and the related foreign trade demand. Furthermore, the contraction in lending business is likely to end and the recently observed stabilization of margins may continue. Revenue pools in Securities Services are expected to grow steadily in 2015 and could, together with the trend to concentrate investment banking services, provide growth opportunities. For Cash Management, the increased level of global activities is a potential positive factor, while the expected continued low interest rate environment will limit growth. The business continues to focus on deepening its client relationships with complex Corporates and Institutional Clients as well as pushing further growth in certain emerging markets. The co-operation with other areas of the bank (including a strong relationship with CB&S sales) is being continually expanded to ensure a wider range of clients will benefit from our products and services. This also includes the aligned and integrated commercial banking coverage for small and mid-sized corporate clients in Germany established in September 2013 to strengthen the market position in the home market.

In the updated Strategy 2015+ we had planned to grow income before income taxes to a range from € 1.6 billion to € 1.8 billion by 2015. In 2014, GTB reported income before income taxes of € 1.2 billion. Overall, the strategy to expand the business remains a priority for Deutsche Bank and the related initiatives are expected to remain on track. The successful completion of the turn-around of the commercial banking activities in the Netherlands should contribute to GTB's target. However, we expect the highly competitive business environment to remain challenging and low interest rate levels to persist, which even turned negative in the second half of last year. Furthermore, the cost pressures will continue to pose a challenge for GTB including increased regulatory requirements, and charges related to the potential settlement of litigation-related cases. While the business will continue to work diligently towards the Strategy 2015+ aspiration, the targeted growth may prove to be challenging in the current business environment.

### Deutsche Asset & Wealth Management

Continued global economic recovery is expected to bolster the asset and wealth management industry in 2015. While certain macroeconomic developments such as European sovereign debt issues, emerging market volatility, and the changing regulatory environment will continue to challenge the industry, our 2015 outlook is positive. We anticipate inflation in developed economies will remain low, U.S. interest rates will increase moderately, and expansionary monetary policies will fuel equity markets. In our view, these factors will favor large managers able to exploit scale and efficiency to provide clients with sophisticated investment solutions.

Deutsche AWM's 2015 strategic directives, supported by solid achievements in 2014, position us well to benefit from industry trends. Building on the progress made in 2014 in implementing core transformation projects, performance is projected to further improve this year driven by both efficiency gains and revenue enhancement. In 2014, Deutsche AWM recorded an income before income taxes of € 1 billion. In 2015, the division expects to show significant improvement against 2014 performance and to achieve our target of growth of income before income taxes to € 1.7 billion by year-end. We will strive to maintain the momentum of this growth by delivering high quality services to our clients and sustainable platform efficiencies.

Our geographic footprint strategy is to continue enhancing capabilities in select markets to further growth, particularly by leveraging Deutsche Bank Group's global reach. In particular, we remain focused on benefiting from emerging market growth, where wealth creation is rapidly increasing the demand for asset and wealth management services. Our focused strategy also entails selective business portfolio optimization in 2015.

In line with our goal of increasing the number of ultra-high-net-worth (UHNW) relationships by 50 % between 2012 and 2015, we will continue to expand our UHNW business globally over the coming year. This is an especially attractive opportunity, as UHNW is growing faster than other wealth segments. Our global coverage model and integrated client service teams are crucial for continued success serving these sophisticated clients. The Key Client Partners (KCP) desks, which provide access to cross asset class, cross-border investment opportunities and financing solutions, will further benefit our most sophisticated UHNW client relationships in 2015.

In 2015, we expect a further shift in investment preferences, with flows favoring alternatives (hedge funds, private equity, real estate, and commodities) for their consistent, risk-adjusted returns and passive products (ETFs) for their relatively low fees. As a result, we anticipate asset inflows in alternatives and passive products to outpace other asset classes in 2015. Another key trend we expect to continue, specifically in developed markets, is the increase in demand for retirement products, driven by demographic trends, and for outcome-oriented solutions.

The conversion in the passive business to physical replication exchange-traded funds (ETFs) will be completed in 2015 and solidify Deutsche AWM's position as one of Europe's largest direct replication ETF providers. We expect that these existing products and new launches in 2015 to be a growth driver of our assets under management. The success of the new physical ETFs offering will depend in part on sustained client demand for physical passive investments.

Increasing our collaboration with other divisions across Deutsche Bank Group remains a priority in 2015. We view these relationships as a significant opportunity; ongoing collaborations include PBC distributing DWS funds in Germany and CB&S assisting wealthy clients with their corporate financing requirements. Furthermore, we will continue to leverage the strengths of our active investment platform (i.e. in fixed income and dividend equity funds) to provide clients with attractive services.

In 2015, technology and operations improvements initiated in 2014 will be fully implemented, equipping Deutsche AWM with a state-of-the-art IT infrastructure to serve its wealth and asset management clients. For example, the successful roll out of our wealth platform will be used in 2015 to bring significant improvements in terms of efficiency and functionality. Modest incremental investment will be made for targeted platform improvements in 2015 as well. Overall, a broad set of initiatives comprise our strategy for geographic and operational footprint optimization. Financial performance in 2015 for Deutsche AWM will rely on successful delivery of these projects. Growing assets under management and improving return on new assets will also be critical to achieving our goals. To realize these targets, we will continue to leverage our integrated coverage model and expand our product offering.

### Non-Core Operations Unit

The Non-Core Operations Unit (NCOU) is expected to further contribute to the Group's strategic targets including the deleveraging program. The strategy and mandate focus on accelerated de-risking and are aligned with the Bank's overall objectives. The aim is to reduce balance sheet size, free up capital and protect shareholder value by reducing risks from remaining assets and business activities.

This has translated into an emphasis on reducing capital demand to improve Deutsche Bank's capital ratios without diluting shareholders. Going forward, there will also be a strong focus on deleveraging the balance sheet as measured under CRR/CRD 4, thereby assisting the bank to meet its leverage ratio targets. Additional focus is on resolving high-profile contingent risks and non-bank assets as well as aligning the underlying cost base of the NCOU division with the de-risking progress.

Challenges remain for the successful execution of this strategy. The NCOU includes significant investments in individual companies and carries other assets that are no longer part of our core business. These investments and assets are exposed to changes in the economic environment and market conditions. Such changes may make the associated timeline for de-risking activity less certain and may also impact future results. In addition, the NCOU continues to incur the associated costs from expensive liabilities and for the use of DB Group platforms.

The pace of de-risking has slowed as the portfolio size has decreased. This has created a heightened sensitivity to volatility in risk weighted asset calculations, primarily in market and operational risk, and potentially impacting overall capital delivery in the near term. In addition to the uncertainty which arises from the NCOU de-risking strategy, we also expect that the litigation and enforcement environment will continue to be challenging.

# Risk Report

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## Introduction

### Disclosures in line with IFRS 7 and IAS 1, as well as IFRS 4

The following Risk Report provides qualitative and quantitative disclosures about credit, market and other risks in line with the requirements of International Financial Reporting Standard 7 (IFRS 7) Financial Instruments: Disclosures, and capital disclosures required by International Accounting Standard 1 (IAS 1) Presentation of Financial Statements, as well as qualitative and quantitative disclosures about insurance risks in line with the requirements of International Financial Reporting Standard 4 (IFRS 4) Insurance contracts. Information which forms part of and is incorporated by reference into the financial statements of this report is marked by a bracket in the margins throughout this Risk Report.

### Disclosures according to Pillar 3 of the Basel 3 Capital Framework

The following Risk Report incorporates the Pillar 3 disclosures required by the global regulatory framework for capital and liquidity as established by the Basel Committee on Banking Supervision, also known as Basel 3 (formerly Basel 2 and Basel 2.5). This is implemented in the disclosure requirements as laid down in Part Eight of the “Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms” (Capital Requirements Regulation, or “CRR”) and the “Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms” (Capital Requirements Directive 4, or “CRD 4”). Germany implemented these CRD 4 requirements into national law in Section 26a of the German Banking Act (“Kreditwesengesetz” or “KWG”). Per regulation it is not required to have Pillar 3 disclosures audited. As such certain Pillar 3 disclosures are labeled unaudited.

Throughout this risk report, the term “Basel 2.5” refers to the Capital Requirements Directives 2 and 3 as implemented into German law and in effect until December 31, 2013. Therefore, when referring to year-end 2013 we use the term “Basel 2.5”. Starting January 1, 2014, the calculation of our regulatory capital, risk-weighted assets and capital ratios incorporates the capital requirements following CRR and CRD 4, including certain transitional rules. Therefore, when referring to the 2014 results, according to the transitional rules, we use the term “CRR/CRD 4”, unless otherwise stated. When referring to results according to full application of the framework (without consideration of applicable transitional methodology) we use the term “CRR/CRD 4 fully loaded”.

We have applied the Basel 3 capital framework for the majority of our risk exposures on the basis of internal models for measuring credit risk, market risk and operational risk, as approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht or “BaFin”). All Pillar 3 relevant disclosures are compiled based upon a set of internally defined principles and related processes as stipulated in our applicable risk disclosure policy.



The following table provides the location of the main Pillar 3 disclosure topics in this Risk Report.

#### Main Pillar 3 disclosures in our Financial Report

Pillar 3 disclosure topic	Where to find in our Financial Report
Introduction and Scope of Disclosure Requirements	"Introduction", "Scope of Regulatory Consolidation", "Additional Disclosure Requirements for Significant Subsidiaries"
Risk Management Objectives and Policies	"Risk Management Executive Summary", "Risk Management Principles", "Risk Assessment and Reporting", "Risk Inventory", "Balance Sheet Management", "Capital Management" and "Overall Risk Position"
Own Funds, Capital Requirements and Capital Buffers	"Regulatory Capital", "Capital Management", "Overall Risk Position" and additional information disclosed on our webpage
Exposure to Counterparty Credit Risk, Credit Risk Adjustments, Use of the IRB Approach to Credit Risk and Use of Credit Risk Mitigation Techniques	"Credit Risk", "Asset Quality", "Risk Assessment and Reporting", "Counterparty Credit Risk: Regulatory Assessment", "Overall Risk Position" and Note 1 "Significant Accounting Policies and Critical Accounting Estimates"
Unencumbered Assets	"Liquidity Risk"
Use of External Credit Assessment Institutions (ECAIs)	"Counterparty Credit Risk: Regulatory Assessment"
Exposure to Securitization Positions	"Securitization", Note 1 "Significant Accounting Policies and Critical Accounting Estimates" and Note 14 "Financial Instruments carried at Fair Value"
Exposures in Equities not included in the Trading Book	"Nontrading Market Risk", "Equity Investments Held", "Regulatory Capital", Note 17 "Equity Methods Investments" and Note 46 "Shareholdings"
Exposure to Market Risk, Exposure to Interest Rate Risk on Positions not included in the Trading Book and Use of Internal Market Risk Models	"Trading Market Risk", "Nontrading Market Risk", "Accounting and Valuation of Equity Investments", "Regulatory Capital" and Note 1 "Significant Accounting Policies and Critical Accounting Estimates – Determination of Fair Value"
Operational Risk and Use of the Advanced Measurement Approaches to Operational Risk	"Operational Risk" and "Regulatory Capital"
Liquidity Risk	"Liquidity Risk"
Leverage	"Risk Management Executive Summary", "Risk Management Principles" and "Balance Sheet Management"
Indicators of Global Systemic Importance	Disclosed on our webpage

#### Disclosures according to principles and recommendations of the Enhanced Disclosure Task Force (EDTF)

In 2012 the Enhanced Disclosure Task Force ("EDTF") was established as a private sector initiative under the auspice of the Financial Stability Board, with the primary objective to develop fundamental principles for enhanced risk disclosures and to recommend improvements to existing risk disclosures. As a member of the EDTF we adhered to the disclosure recommendations in this Risk Report.

#### Basel 3 and CRR/CRD 4

In the European Union, the Basel 3 capital framework was implemented by the "Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms" (Capital Requirements Regulation, or "CRR") published on June 27, 2013, and the "Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms" (Capital Requirements Directive 4, or "CRD 4") published on June 27, 2013. The CRR/CRD 4 framework replaced the laws implementing the international capital adequacy standards as recommended by the Basel Committee on Banking Supervision, commonly referred to as Basel 2 and Basel 2.5. As a single "rulebook", the CRR is directly applicable to credit institutions and investment firms in the European Union. Thus, the need for implementation of national regulatory legislation was eliminated in many instances. As a result, the German Banking Act (KWG) and the German Solvency Regulation (SolvV) were amended to remove all regulations that were supplanted by the CRR. Regulatory capital requirements, the assessment of counterparty risk and securitizations and many other regulations relevant for us are now regulated through the CRR. In addition, the CRD 4 was implemented into German law by means of further amendments to the German Banking Act (KWG) and the German Solvency Regulation (SolvV) and accompanying regulations. Jointly, these laws and regulations represent the

new regulatory framework applicable in Germany to, among other things, capital, leverage and liquidity as well as Pillar 3 disclosures.

The new regulatory framework became effective on January 1, 2014, subject to transitional rules. When referring to Deutsche Bank results according to transitional rules we use the term “CRR/CRD 4”. When referring to results according to full application of the final framework (without consideration of applicable transitional methodology) we use the term “CRR/CRD 4 fully loaded”. In some cases, CRR/CRD 4 maintains transitional rules that had been adopted in earlier capital adequacy frameworks through Basel 2 or Basel 2.5. These relate to the risk weighting of certain categories of assets and include rules permitting the grandfathering of equity investments at a risk-weight of 100 % and allowing the selection of the greater position of long and short positions as the basis for measurement in the Market Risk Standardized Approach rather than the sum of both long and short positions. In these cases, our CRR/CRD 4 methodology assumes that the impact of the expiration of these transitional rules will be mitigated through sales of the underlying assets or other measures prior to the expiration of the grandfathering provisions.

The new minimum capital ratios are being phased in through 2015. Most regulatory adjustments (i.e., capital deductions and regulatory filters) are being phased in through 2018. Capital instruments that no longer qualify under the new rules are being phased out through 2022. New capital buffer requirements are being phased in through 2019. Although they are subject to supervisory reporting starting from 2014, binding minimum requirements for short-term liquidity will be introduced in 2015 and a standard for longer term liquidity is expected to become effective in 2018. The introduction of a binding leverage ratio is expected from 2018 following disclosure of the ratio starting in 2015.

There are still some interpretation uncertainties with regard to CRR/CRD 4 rules and some of the related binding Technical Standards are not yet available in their final version. Thus, we will continue to refine our assumptions and models in line with evolution of our as well as the industry’s understanding and interpretation of the rules. Against this background, current CRR/CRD 4 measures may not be comparable to previous expectations. Also, our CRR/CRD 4 measures may not be comparable with similarly labeled measures used by our competitors as our competitors’ assumptions and estimates regarding such implementation may differ from ours.

### Scope of Consolidation

The following sections providing quantitative information refer to our financial statements in accordance with International Financial Reporting Standards (“IFRS”). Consequently, the reporting is generally based on IFRS principles of valuation and consolidation. However, in particular for Pillar 3 purposes, regulatory principles of consolidation are relevant which differ from those applied for our financial statements and are described in more detail below. Where the regulatory relevant scope is used this is explicitly stated.

### Scope of the Regulatory Consolidation

Deutsche Bank Aktiengesellschaft (“Deutsche Bank AG”), headquartered in Frankfurt am Main, Germany, is the parent institution of the Deutsche Bank Group of institutions (the “regulatory group”), which is subject to the supervisory provisions of the KWG and the SolvV, including the references to the CRR and CRD 4. Under Section 10a KWG in conjunction with Articles 11 and 18 CRR, a regulatory group of institutions consists of an institution (meaning a credit institution or an investment firm) as the parent company, and all other institutions and financial institutions (comprising inter alia financial holding companies, payment institutions, asset management companies) that are its subsidiaries within the meaning of Article 4 (16) CRR or are included voluntarily. Subsidiaries are fully consolidated, while companies which are not subsidiaries are included on a pro-rata basis.

Insurance companies and companies outside the banking and financial sector are not consolidated in the regulatory group of institutions. In case a regulatory group of institutions and its subsidiaries and participations in the insurance sector are classified as a ‘financial conglomerate’, the German Act on the Supervision of Financial Conglomerates (Finanzkonglomerate-Aufsichtsgesetz) is applicable according to which insurance compa-

nies have to be included in an additional capital adequacy calculation (also referred to as “solvency margin”). We were designated by the BaFin as a financial conglomerate in October 2007.

As of December 31, 2014, Deutsche Bank AG and its subsidiaries Deutsche Bank Privat- und Geschäftskunden AG, norisbank GmbH, Deutsche Bank Europe GmbH, Sal. Oppenheim jr. & Cie. AG & Co. KGaA, Deutsche Oppenheim Family Office AG, Deutsche Immobilien Leasing GmbH and Leasing Verwaltungsgesellschaft Waltersdorf mbH, which all were consolidated within the Deutsche Bank regulatory group, did not calculate or report regulatory capital ratios on a stand-alone basis as these companies had applied the exemptions codified in the waiver rule pursuant to Section 2a KWG in conjunction with Article 7 CRR. As a result, they are exempted from the obligation to comply with certain requirements of the KWG and the CRR regarding their regulatory capital on a standalone basis, including solvency and leverage calculations and reporting of regulatory capital and leverage ratios. These exemptions are available only for group companies in Germany and can only be applied if, among other things, the risk strategies and risk management processes of Deutsche Bank AG also include the companies that apply the waiver rules, there is no material practical or legal impediment to the prompt transfer of own funds or repayment of liabilities from Deutsche Bank AG to the respective subsidiaries or from all subsidiaries in the Group to Deutsche Bank AG and Deutsche Bank AG has assumed the responsibility for the liabilities of the respective subsidiaries unless the risks presented by them are insignificant.

The principles of consolidation for our regulatory group are not identical to those applied for our financial statements. Nonetheless, the majority of our subsidiaries in the regulatory group are also fully consolidated in accordance with IFRS in our consolidated financial statements.

The main differences between regulatory and accounting consolidation are:

- Subsidiaries outside the banking and financial sector are not consolidated within the regulatory group of institutions, but are included in the consolidated financial statements according to IFRS.
- Most of our Special Purpose Entities (“SPEs”) consolidated under IFRS do not meet the regulatory subsidiary definition pursuant to Article 4 (1) (16) CRR and were consequently not consolidated within our regulatory group. However, the risks resulting from our exposures to such entities are reflected in the regulatory capital requirements.
- Only a few entities included in the regulatory group are not consolidated as subsidiaries for accounting purposes but are treated differently: thirteen, mostly immaterial subsidiaries which were not consolidated for accounting purposes were consolidated within the regulatory group; a further two entities are jointly controlled by their owners and were consolidated on a pro-rata basis within the regulatory group while they were accounted according to the equity method for financial accounting purposes; another four entities were voluntarily consolidated on a pro-rata basis for regulatory purposes, of which one entity was accounted according to the equity method, one entity was treated as an available-for-sale-asset, one entity was consolidated according to the SPE-rules and one entity was considered as other asset in our financial statements according to IFRS.

As of year-end 2014, our regulatory group comprised 769 entities (excluding the parent Deutsche Bank AG), of which six were consolidated on a pro-rata basis. The regulatory group comprised 115 credit institutions, two payment institutions, 60 financial services institutions, 396 financial enterprises, eight investment fund management companies and 188 ancillary services enterprises.

As of year-end 2013, our regulatory group comprised 844 entities (excluding the parent Deutsche Bank AG), of which seven were consolidated on a pro-rata basis. Our regulatory group comprised 127 credit institutions, one payment institution, 67 financial services institutions, 449 financial enterprises, 12 investment fund management companies and 188 ancillary services enterprises.

The decrease in the number of credit institutions within our regulatory group by 12 in 2014 was mainly driven by the winding down of four entities that were part of the issuance structure of four series of Trust preferred securities that we called and the sale of three credit institutions belonging to the sold BHF-BANK group.

106 entities were exempted from regulatory consolidation pursuant to Section 31 (3) KWG in conjunction with Article 19 CRR as per year end 2014 (year end 2013: 120 entities). These regulations allow the exclusion of small entities in the regulatory scope of application from consolidated regulatory reporting if either their total assets (including off-balance sheet items) are below € 10 million or below 1 % of our Group's total assets. None of these entities needed to be consolidated in our financial statements in accordance with IFRS.

These regulatory unconsolidated entities have to be included in the deduction treatment for significant investments in financial sector entities pursuant to Article 36 (1) (i) CRR in conjunction with Article 43 (c) CRR. The book values of our participations in their equity included in the deduction treatment amounted to in total € 40 million as per year end 2014 (year end 2013: € 20 million). We further have applied the deduction treatment to 248 regulatory unconsolidated entities in the financial sector (including three insurance entities) where we have an investment of more than 10 % of the capital of these entities as per year end 2014 (year end 2013: 260 entities). Pursuant to Article 36 (1) (i) CRR and in conjunction with Article 48 CRR, investments in the capital of financial sector entities have to be deducted from CET 1 capital if they exceed in sum 10 % of the institution's own CET 1 capital or if they exceed in aggregate with deferred tax assets that rely on future profitability and arise from temporary differences 15 % of the relevant CET 1 capital. Since we are classified as a financial conglomerate, investments in insurance entities included in our solvency calculation at the financial conglomerate level were not deducted from our regulatory capital.

### Financial Conglomerate

Deutsche Bank Group was designated as a financial conglomerate by the BaFin in October 2007. Therefore, the German Act on the Supervision of Financial Conglomerates (Finanzkonglomerate-Aufsichtsgesetz or FKAG) in conjunction with the Financial Conglomerates Solvency Regulation (FkSolV) is applicable to us.

The financial conglomerate of Deutsche Bank consists predominantly of entities that belong to the regulatory group and a small number of individual insurance sector entities. Three of these insurance entities are deducted from our regulatory capital due to immateriality. The material insurance sector entities are:

- Abbey Life Assurance Company Limited
- DB Re S.A.
- DB Vita S.A.
- Legacy Reinsurance, LLC
- Primelux Insurances S.A.

These insurance entities are included in the additional capital adequacy calculation (also referred to as "solvency margin") for the financial conglomerate. The insurance sector subsidiaries of Deutsche Bank in aggregate make up only about 1 % of the entire Deutsche Bank Group IFRS balances.

Legally all these insurance companies are not directly associated; i.e. none of these insurance companies holds a participation in another insurance company, so that technically these insurance companies do not form a group on their own.

From the overall governance perspective these insurance companies are integrated, in principle, into Deutsche Bank Group no differently from any other legal entity of Deutsche Bank Group. This is, among others, evidenced by the fact that Deutsche Bank issues its group policies to any subsidiary, regardless of whether such subsidiary forms part of the prudentially consolidated group (according to Article 18 CRR) or not. The applicability of relevant group policies, in turn, ensures that insurance sector subsidiaries maintain effectively the same governance and management structures as the rest of the regulatory group. For further details with regard to the organizational requirements in accordance with Section 25 (4) FKAG please refer to our Corporate Governance Report and the sections "Risk Management Framework" and "Risk Governance" within our Risk Report.

### Additional Disclosure Requirements for Significant Subsidiaries

In line with Article 13 (1) CRR our significant subsidiaries and those subsidiaries which are of material significance for their local market are required to disclose information to the extent applicable in respect of own funds, capital requirements, capital buffers, credit risk adjustments, remuneration policy, leverage and use of credit risk mitigation techniques on an individual or sub-consolidated basis.

For some of our subsidiaries located in Germany it is not mandatory to calculate or report regulatory capital or leverage ratios on a stand-alone basis if they qualify for the exemptions codified in the waiver rule pursuant to Section 2a KWG in conjunction with Article 7 CRR. In these cases, the above-mentioned disclosure requirements are also not applicable for those subsidiaries.

In order to identify significant subsidiaries a catalogue of criteria has been developed, applied to all subsidiaries classified as “credit institution” or “investment firm” under the CRR and not qualifying for a waiver status pursuant to Section 2a KWG in conjunction with Article 7 CRR. A subsidiary is required to comply with the requirements in Article 13 CRR (as described above) if at least one criterion mentioned in the list below has been met. The criteria have been defined in relation to our business activities as well as the complexity and risk profile of the respective subsidiary. All figures referenced below are calculated on an IFRS basis as of December 31, 2014:

- Total Assets of € 30 billion or more (on individual or sub-consolidated basis)
- Five percent or more of our risk-weighted assets on group level
- 20 percent or more of the gross domestic product in its respective country, in which the subsidiary is located, but at least total assets of € 5 billion (on individual or sub-consolidated basis)
- Institutions directly supported by the European Stability Mechanism (ESM), European Financial Stability Facility (EFSF) or similar mechanisms
- Institutions belonging to the three largest institutions in their respective countries, in which the subsidiary is located (referring to the amount of total assets)
- Classification as “local systemically important institution” by the local competent authority

None of our subsidiaries have received support from any kind of stability mechanism.

As a result of the selection process described above, we identified four subsidiaries as “significant” for the Group and hence required to provide additional disclosure requirements as laid down in Article 13 CRR:

- Deutsche Postbank AG, Germany
- Deutsche Bank Luxembourg S.A., Luxembourg
- Deutsche Bank Securities Inc., United States of America
- Deutsche Bank Trust Company Americas, United States of America

The additional disclosures for our significant subsidiaries in relation to Article 13 CRR can be found either within the Pillar 3 Reports of the respective subsidiary as published on its website or on the Group’s website for our U.S. entities.

### Overall Risk Assessment

Key risk categories for us include credit risk, market risk, operational risk (including legal risk), business risk (including tax and strategic risk), reputational risk, liquidity risk, model risk and compliance risk (MaRisk, i.e., minimum requirements for risk management). We manage the identification, assessment and mitigation of top and emerging risks through an internal governance process and the use of risk management tools and processes. Our approach to identification and impact assessment aims to ensure that we mitigate the impact of these risks on our financial results, long term strategic goals and reputation.

As part of our regular risk and cross-risk analysis, sensitivities of the key portfolio risks are reviewed using a bottom-up risk assessment and through a top-down macro-economic and political scenario analysis. This two-pronged approach allows us to capture not only risks that have an impact across our risk inventories and business divisions but also those that are relevant only to specific portfolios.

Current portfolio-wide risks on which we continue to focus include: the potential re-escalation of the European sovereign debt crisis, a potential slowdown in Asian growth, disruptive US monetary tightening and its impact in particular on Emerging Markets and the potential risk of a geopolitical shock including the ongoing tensions between Russia and Ukraine. These risks have been a consistent focus throughout recent quarters. In recent months we have also focused on the impact of lower oil prices on key producing countries and related industries. The assessment of the potential impacts of these risks is made through integration into our group-wide stress tests which assess our ability to absorb these events should they occur. The results of these tests showed that we currently have adequate capital and liquidity reserves to absorb the impact of these risks if they were to materialize in line with the tests' parameters. Further information about the impact of these and other risks faced by our portfolios can be found in "Credit Exposures" section.

Consistent with prior years, the year 2014 continued to demonstrate the trend of increasing global regulation of the financial services industry, which we view as likely to persist through the coming years. We are focused on identifying potential political and regulatory changes and assessing the possible impact on our business model and processes.

The overall focus of Risk and Capital Management throughout 2014 was on maintaining our risk profile in line with our risk strategy, increasing our capital base and supporting our strategic management initiatives with a focus on balance sheet optimization. This approach is reflected across the different risk metrics summarized below.

For purposes of Article 431 CRR, we have adopted a formal risk disclosure policy aiming to support a conclusion that our risk disclosures are in compliance with applicable legal, regulatory and accounting risk disclosure standards. A Risk Disclosure Committee comprising senior representatives and subject matter experts from Finance and Risk governs our respective risk disclosure processes. Based upon our assessment and verification we believe that our risk disclosures presented throughout this risk report appropriately and comprehensively convey our overall risk profile.

## Risk Profile

Our mix of various business activities results in diverse risk taking by our business divisions. We measure the key risks inherent to their respective business models through the undiversified Total Economic Capital metric, which mirrors each business division's risk profile before taking into account cross-risk effects at the Group level.

In comparison to year-end 2013, the increase in our economic capital was mainly driven by CB&S reflecting increased credit and market risk levels partly due to foreign exchange effects and a higher economic capital usage for operational and strategic risk. Further increases are caused by Consolidation & Adjustments due to higher nontraded market risk for structural foreign exchange risk and methodology enhancements for pension risk. The observed RWA increase is to a large extent driven by transferring the RWA calculation from the Basel 2.5 framework to the new CRR/CRD 4 rules and further methodology updates. Further movements reflect changes in foreign exchange rates as well as increased risk taking off-set by NCOU de-risking.

Risk profile of our business divisions as measured by economic capital, risk weighted assets in comparison to performance metrics

Dec 31, 2014

in € m. (unless stated otherwise)	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Consolidation & Adjustments	Total in € m.	Total in %
Credit Risk	5,799	3,547	2,302	323	868	46	12,885	40
Market Risk	5,153	3,200	185	1,987	1,308	3,020	14,852	47
Operational Risk	3,569	1,088	150	722	2,070	0	7,598	24
Business Risk	2,581	0	4	1	499	0	3,084	10
Diversification Benefit <sup>1</sup>	(3,441)	(1,095)	(262)	(611)	(1,087)	(59)	(6,554)	(21)
<b>Total EC in € m.</b>	<b>13,661</b>	<b>6,740</b>	<b>2,379</b>	<b>2,420</b>	<b>3,658</b>	<b>3,008</b>	<b>31,866</b>	<b>100</b>
in %	43	21	7	8	11	9	100	0
Income (loss) before income taxes	3,266	1,335	1,198	1,027	(2,851)	(859)	3,116	N/M
Pre-tax return on average active equity <sup>2</sup>	13 %	9 %	20 %	16 %	(37 %)	N/M	5 %	N/M
Risk weighted assets <sup>3</sup>	175,561	79,571	43,265	16,597	58,538	20,437	393,969	N/M

N/M - Not meaningful

<sup>1</sup> Diversification benefit across credit, market, operational and strategic risk (largest part of business risk)

<sup>2</sup> Book equity allocation framework driven by risk-weighted assets and certain regulatory capital deduction items pursuant to CRR/CRD 4 (fully-loaded). See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

<sup>3</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014.

Dec 31, 2013<sup>1</sup>

in € m. (unless stated otherwise)	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Consolidation & Adjustments	Total in € m.	Total in %
Credit Risk	4,597	3,742	1,900	373	1,392	9	12,013	44
Market Risk	4,658	2,967	193	1,535	1,565	1,820	12,738	47
Operational Risk	2,453	803	96	580	1,320	0	5,253	19
Business Risk	1,413	0	6	1	263	0	1,682	6
Diversification Benefit <sup>2</sup>	(1,945)	(842)	(156)	(478)	(974)	(120)	(4,515)	(17)
<b>Total EC in € m.</b>	<b>11,175</b>	<b>6,671</b>	<b>2,039</b>	<b>2,010</b>	<b>3,566</b>	<b>1,710</b>	<b>27,171</b>	<b>100</b>
in %	41	25	8	7	13	6	100	0
Income (loss) before income taxes	3,158	1,555	1,107	782	(3,402)	(1,744)	1,456	N/M
Pre-tax return on average active equity <sup>3</sup>	16 %	11 %	22 %	13 %	(33 %)	N/M	3 %	N/M
Risk weighted assets <sup>4</sup>	114,729	73,001	36,811	12,553	52,443	10,832	300,369	N/M

N/M - Not meaningful

<sup>1</sup> Amounts allocated to the business segments have been restated to reflect comparatives according to the structure as of December 31, 2014.

<sup>2</sup> Excluding strategic risk which was not included in the calculation of the diversification benefit for 2013.

<sup>3</sup> Book equity allocation framework driven by risk-weighted assets and certain regulatory capital deduction items pursuant to CRR/CRD 4 (fully-loaded). See Note 4 "Business Segments and Related Information" to the consolidated financial statements for a description of how average active equity is allocated to the divisions.

<sup>4</sup> Risk weighted assets and capital ratios are based upon Basel 2.5 rules through December 31, 2013 and upon CRR/CRD 4 fully-loaded since January 1, 2014.

Corporate Banking & Securities' (CB&S) risk profile is dominated by its trading in support of origination, structuring and market making activities, which gives rise to market risk and credit risk. Further credit risks originate from exposures to corporates and financial institutions. Under CB&S' current business model, the remainder is derived from operational risks and business risk, primarily from potential legal and earnings volatility risks, respectively. CB&S income before income taxes increased by € 108 million or 3 % in 2014 compared to 2013, however CB&S pre-tax return on average active equity decreased from 2013 by 3 percentage points to 13 % in 2014. This development is mainly driven by a higher average active equity allocation associated with our capi-

tal raise in May 2014 as well as RWA increases mainly from methodology changes which relate to a large extent to switching from Basel 2.5 framework to the CRR/CRD 4 rules.

Private & Business Clients' (PBC) risk profile comprises of credit risk from retail and small and medium-sized enterprises (SMEs) lending as well as nontrading market risk from investment risk, modeling of client deposits and credit spread risk. While PBC's risk profile stayed materially unchanged over the year, the reported income before income taxes declined significantly compared to 2013 driven by charges triggered by changes in German legal practice regarding loan processing fees in May and in October 2014, leading to a slightly lower pre-tax return on average active equity.

Global Transaction Banking's (GTB) revenues are generated from various products with different risk profiles. The vast majority of its risk relates to credit risk in the Trade Finance business, while other businesses attract low to no credit risk. The relatively low market risk mainly results from derivative hedge positions. The pre-tax return on average active equity of 20 % in 2014 decreased slightly compared to 2013. While the profitability of GTB increased, the lower return on average active equity primarily relates to higher volumes in a highly competitive and low interest rate environment.

The main risk driver of Deutsche Asset & Wealth Management's (Deutsche AWM) business are guarantees on investment funds, which we report as nontrading market risk. Otherwise Deutsche AWM's advisory and commission focused business attracts primarily operational risk. Deutsche AWM's return on average active equity has increased year over year, driven by improved P&L performance given lower cost to achieve, a reversal of intangible impairment, and lower litigation expense. The increased economic capital usage was mainly driven by a higher nontraded market risk for guaranteed funds.

The Non-Core Operations Unit (NCOU) portfolio includes activities that are non-core to the Bank's future strategy; assets materially affected by business, environment, legal or regulatory changes; assets earmarked for de-risking; assets suitable for separation; assets with significant capital absorption but low returns; and assets exposed to legal risks. NCOU's risk profile covers risks across the entire range of our operations comprising credit risks and also market and operational risks (including legal risks) targeted where possible for accelerated de-risking. The development of the pre-tax return on average active equity shows that the capital allocation induced by de-risking decreased more than the negative performance. Whilst the de-risking strategy was capital accretive, net income continues to be impacted by outflows related to legal and regulatory matters.

Consolidation & Adjustments mainly comprises non traded market risk for structural foreign exchange risk and pension risk.

## Risk Management Executive Summary

### Credit Risk Summary

- Maximum Exposure to Credit Risk increased by € 105 billion or 6 % to € 1.8 trillion compared to December 31, 2013, largely due to increases in positive market values from derivative instruments, primarily related to interest rate and foreign exchange products in the fourth quarter, despite significant activity in trade restructuring and novation to reduce exposure. Credit quality of Maximum Exposure to Credit Risk was 79 % investment-grade rated as of December 31, 2014, slightly increased from 77 % as of December 31, 2013.
- Main Credit exposure remained diversified by region, industry and counterparty. Regional exposure is evenly spread across our key markets (North America 31 %, Germany 29 %, Rest of Western Europe 26 %) and the regional distribution has been relatively stable year on year. Our largest industry exposure is to Banks and insurance, which constitutes 25 % of overall gross exposures (i.e., before consideration of collateral), compared to 33 % on December 31, 2013. On a counterparty level, we remained well diversified with our top ten exposures representing 7 % of our total gross main credit exposures compared with 10 % as of December 31, 2013, all with highly rated investment-grade counterparties.



- Provision for credit losses in 2014 was € 1.1 billion, down by € 931 million, or 45 % versus 2013 reflecting material reductions in all businesses. The reduction in NCOU was driven by decreased provision for credit losses in IAS39 reclassified and commercial real estate assets. Our core bank benefited from increased releases and a non-recurrence of large single name bookings.
- Our overall loan book increased by € 29 billion or 7 %, from € 382 billion as of December 31, 2013 to € 411 billion as of December 31, 2014. Increases were driven by foreign exchange impact, collateral restructuring related to ETF business within CB&S and business growth across CB&S and Deutsche AWM, partly offset by reductions in NCOU. Our single largest loan book category is household mortgages, equating to € 153 billion as of December 31, 2014, thereof € 119 billion in the stable German market. Our corporate loan book, which accounts for 55 % of the total loan book, contained 65 % of loans with an investment-grade rating as of December 31, 2014, slightly increased from 64 % as of December 31, 2013.
- The economic capital usage for credit risk increased to € 12.9 billion as of December 31, 2014, compared with € 12.0 billion at year-end 2013 reflecting higher exposures in CB&S and GTB, partly offset by lower exposures in NCOU.
- RWA for credit risk has increased by € 41.9 billion or 21 % to € 244 billion since December 31, 2013, largely driven by introducing the new CRR/CRD 4 regulatory framework, the impact from foreign exchange movements and from model refinements, partly offset by reductions from de-risking activities and asset sales, primarily in NCOU.

### Market Risk Summary

- The average value-at-risk of our trading units was € 51.6 million during 2014, compared with € 53.6 million for 2013. The decrease was driven by lower exposure levels in credit spread risk and commodities risk.
- RWA for Market risk has increased by € 17.0 billion or 36 % to € 64.2 billion since December 31, 2013, largely driven by the introduction of the new CRR/CRD 4 regulatory framework which has increased the RWA for trading book securitization exposures within CB&S and changes to our internal Incremental Risk Charge Model.
- Nontrading market risk economic capital usage increased by € 1.4 billion or 16 % to € 9.9 billion as of December 31, 2014. The increase was primarily driven by higher structural foreign exchange risk exposure, methodology enhancements for pension risk and increased guaranteed funds risk, partly offset by de-risking activities in NCOU.
- The economic capital usage for trading market risk totaled € 5.0 billion as of December 31, 2014, compared with € 4.2 billion at year-end 2013. The increase was primarily driven by increased exposures in fair value banking books.

### Operational Risk Summary

- The economic capital usage for operational risk increased to € 7.6 billion as of December 31, 2014, compared with € 5.3 billion at year-end 2013. The increase was mainly driven by an early recognition of the impact of model enhancements to our Advanced Measurement Approach (AMA) model that were implemented in the second quarter 2014, which initially led to additional economic capital of € 1.1 billion. An additional driver was the increased operational risk loss profile of Deutsche Bank as well as of the industry as a whole. The related operational risk losses that have materialized and given rise to the increased economic capital usage are largely due to the outflows related to litigation, investigations and enforcement actions.
- We continue to formally apply the economic capital safety margin to our AMA model, which we first implemented in 2011 to cover unforeseen legal risks. Recently submitted risk sensitive model enhancements aiming to replace the safety margin will lead to a higher amount required for economic capital compared to this safety margin. Management decided to recognize the increment for the first time in the second quarter 2014.
- RWA for operational risk increased to € 67.1 billion as of December 31, 2014, compared with € 50.9 billion at year-end 2013. The increase of € 16.2 billion is caused by our early recognition of enhancements to our Advanced Measurement Approach (AMA) model in the second quarter of 2014, which initially led to additional RWA of € 7.7 billion. An additional driver was the increased operational risk loss profile of Deutsche Bank as well as of the industry as a whole.

## Liquidity Risk Summary

- Liquidity reserves amounted to € 184 billion as of December 31, 2014 (compared to € 196 billion as of December 31, 2013). We maintained a positive liquidity stress result as of December 31, 2014 (under the combined scenario).
- We raised € 44 billion for the full year 2014 in the capital markets at average spread of 45bps and average tenor of 4.8 years, fully completing our 2014 funding requirements.
- 76 % of our overall funding came from the funding sources we categorize as the most stable comprising capital markets and equity, retail and transaction banking.

## Capital Management Summary

- The Common Equity Tier 1 (CET 1, formerly: Core Tier 1) capital ratio, calculated on the basis of CRR/CRD 4 (phase-in rate of 20 %), was 15.2 % as of December 31, 2014, compared with 12.8 % at year-end 2013 based on Basel 2.5. Our pro forma CRR/CRD 4 (phase-in rate of 0 %) CET 1 capital ratio was 14.6 % at year-end 2013.
- CET 1 capital according to CRR/CRD 4 increased by € 21.6 billion to € 60.1 billion compared with € 38.5 billion CET 1 capital according to Basel 2.5. The framework change has led to a positive first-day application effect of € 10.4 billion due to the applicable phase-in rate of 20 % for 2014, mainly driven by the treatment of intangible assets of € 9.2 billion. During the transitional period, CRR/CRD 4 allows subtraction of certain CET 1 deductions from Additional Tier 1 capital instead of CET 1 capital, to ease the transition for banks to the “fully-loaded” rules. The remaining € 11.1 billion increase was mainly driven by our capital increase from authorized capital against cash contributions with gross proceeds of € 8.5 billion.
- Additional Tier 1 (AT1) capital according to CRR/CRD 4 decreased by € 8.4 billion to € 3.8 billion compared with € 12.2 billion AT1 capital according to Basel 2.5. We had a negative first-day effect from application of CRR/CRD 4 rules of € 12.0 billion, largely reflecting deductions from intangible assets of € 9.2 billion as well as the derecognition of AT1 instruments of € 2.2 billion that no longer qualify as AT1 capital. The first-day effect was partly offset by the issuance of CRR/CRD 4 compliant AT1-Notes of € 4.6 billion.
- Tier 2 capital according to CRR/CRD 4 decreased by € 0.4 billion to € 4.4 billion compared with € 4.7 billion Tier 2 capital according to Basel 2.5, mainly due to redemptions and amortization adjustments that were partly offset by deduction reliefs from securitizations and significant investments in financial and insurance entities.
- RWA according to CRR/CRD 4 increased by € 96 billion to € 397 billion as of December 31, 2014, compared with € 300 billion at year-end 2013 based on Basel 2.5. Our pro forma CRR/CRD 4 RWA were € 355 billion at year-end 2013. The RWA increase is mainly reflecting the impact from the CRR/CRD 4 framework including RWA for CVA, higher operational risk RWA and credit risk RWA including the impact from foreign exchange movements. That was partly offset by de-risking and asset sales.
- The internal capital adequacy ratio increased to 177 % as of December 31, 2014, compared with 165 % as of December 31, 2013.
- The CRR/CRD 4 fully loaded Common Equity Tier 1 ratio significantly improved in 2014 from pro forma 9.7 % as of December 31, 2013 to 11.7 % as of December 31, 2014. The 199 basis points ratio increase was driven by an approximate 250 basis points increase resulting from our issue of common shares in the second quarter of 2014 partially offset by higher risk-weighted assets.

## Balance Sheet Management Summary

- As of December 31, 2014, our fully loaded CRR/CRD 4 leverage ratio under revised rules, which is a non-GAAP financial measure, was 3.5 % compared to our pro forma CRR/CRD 4 leverage ratio (not taking into account recent revisions to the leverage ratio rules) of 2.4 % as of December 31, 2013, taking into account a fully loaded Tier 1 capital of € 50.7 billion over an applicable exposure measure of € 1,445 billion (€ 34.0 billion and € 1,445 billion as of December 31, 2013, respectively).
- For a discussion of the revised CRR/CRD 4 rules please refer to section Balance Sheet Management of this report.

## Risk Management Principles

### Risk Management Framework

The diversity of our business model requires us to identify, assess, measure, aggregate and manage our risks, and to allocate our capital among our businesses. We operate as an integrated group through our divisions, business units and infrastructure functions. Risk and capital are managed via a framework of principles, organizational structures and measurement and monitoring processes that are closely aligned with the activities of the divisions and business units:

- Core risk management responsibilities are embedded in the Management Board and delegated to senior risk management committees responsible for execution and oversight. The Supervisory Board regularly monitors the risk and capital profile.
- We operate a three-line of defense risk management model whereby front office functions, risk management oversight and assurance roles are played by functions independent of one another.
- Risk strategy is approved by the Management Board on an annual basis and is defined based on the Group Risk Appetite and Strategic and Capital Plan in order to align risk, capital and performance targets.
- Cross-risk analysis reviews are conducted across the Group to validate that sound risk management practices and a holistic awareness of risk exist.
- All major risk classes are managed via risk management processes, including: credit risk, market risk, operational risk, liquidity risk, business risk, reputational risk, model risk and compliance risk (MaRisk, i.e., minimum requirements for risk management). Modeling and measurement approaches for quantifying risk and capital demand are implemented across the major risk classes. Non-standard risks (reputational risk, model risk, compliance risk) are implicitly covered in our economic capital framework, primarily within operational and strategic risk.
- Monitoring, stress testing tools and escalation processes are in place for key capital and liquidity thresholds and metrics.
- Systems, processes and policies are critical components of our risk management capability.
- Recovery planning provides the escalation path for crisis management governance and supplies senior management with a list of actions designed to improve the capital and liquidity positions in a stress event.
- Resolution planning is closely supervised by our home resolution authority. It provides a strategy to manage Deutsche Bank in case of default. It is designed to prevent the need for tax payer bailout and strengthen financial stability by the continuation of critical services delivered to the wider economy.

### Risk Governance

From a supervisory perspective, our operations throughout the world are regulated and supervised by relevant authorities in each of the jurisdictions in which we conduct business. Such regulation focuses on licensing, capital adequacy, liquidity, risk concentration, conduct of business as well as organizational and reporting requirements. The European Central Bank in connection with the competent authorities of EU countries which joined the Single Supervisory Mechanism via the Joint Supervisory Team act in cooperation as our primary supervisors to monitor our compliance with the German Banking Act and other applicable laws and regulations as well as, from January 1, 2014, the CRR/CRD 4 framework, as implemented into German law, as applicable.

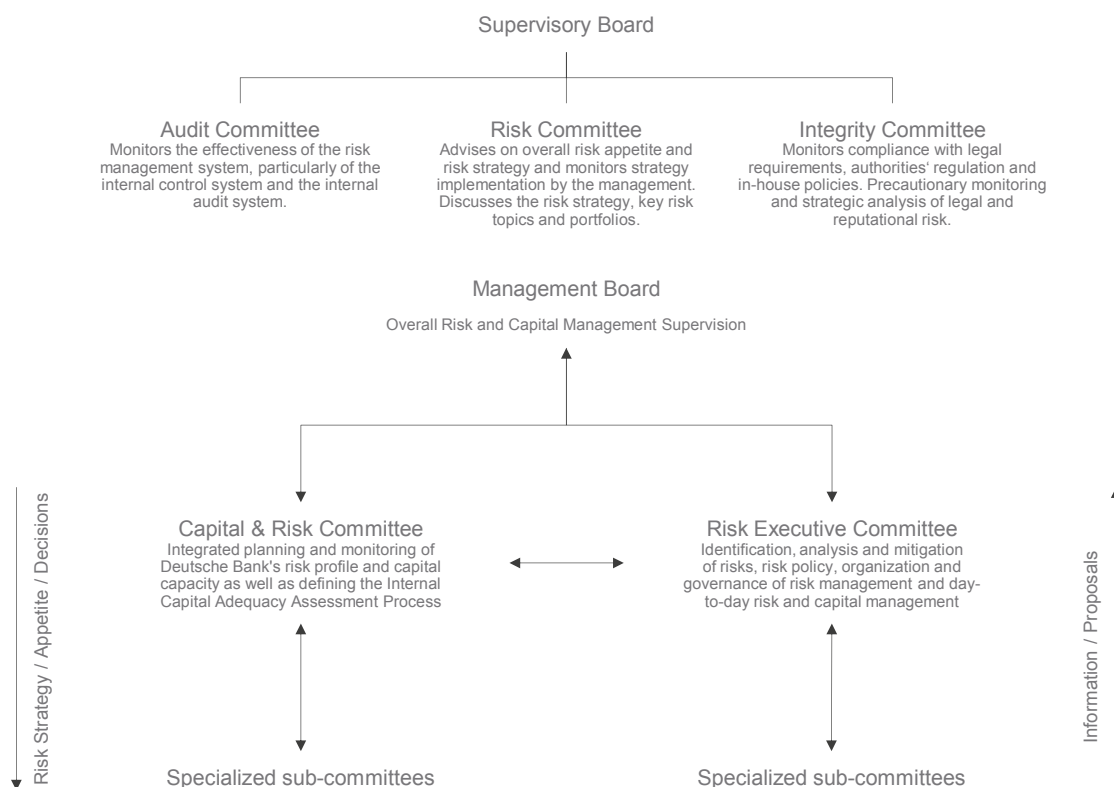
German banking regulators assess our capacity to assume risk in several ways, which are described in more detail in the section “Regulatory Capital”.

From an internal governance perspective, we have several layers of management to provide cohesive risk governance:

- The Supervisory Board is required to be informed regularly and – as necessary – on special developments in our risk situation, risk management and risk controlling, as well as on our reputation and material litigation cases. It has formed various committees to handle specific tasks.
- At the meetings of the Risk Committee, the Management Board reports on credit, market, liquidity, operational as well as litigation and reputational risks. It also reports on credit risk strategy, credit portfolios, loans requiring a Supervisory Board resolution pursuant to law or the Articles of Association, questions of capital resources and matters of special importance due to the risks they entail. The Risk Committee deliberates with the Management Board on issues of the aggregate risk disposition and the risk strategy.
- The Integrity Committee monitors the Management Board’s measures that promote the company’s compliance with legal requirements, authorities’ regulations and the company’s own in-house policies. It also reviews the Bank’s Code of Business Conduct and Ethics, monitors and analyzes the Bank’s legal and reputational risks and advocates their avoidance.
- The Audit Committee monitors, among other matters, the effectiveness of the risk management system, particularly the internal control system and the internal audit system.
- The Management Board is responsible for managing Deutsche Bank Group in accordance with the law, the Articles of Association and its Terms of Reference with the objective of creating sustainable value in the interest of the company, thus taking into consideration the interests of the shareholders, employees and other stakeholders. The Management Board is responsible for establishing a proper business organization, encompassing an appropriate and effective risk management. In agreement with the Supervisory Board and with the aim to ensure an effective governance of resources and risk, the Management Board has established the Capital and Risk Committee (“CaR”) and the Risk Executive Committee (“Risk ExCo”) whose roles are described in more detail below.

For further information on how we aim to ensure that our overall performance is aligned to our risk strategy, please refer to the sections “Risk Appetite and Capacity” and “Strategic and Capital Plan”.

## Risk Management Governance Structure of the Deutsche Bank Group



The following functional committees are central to the management of risk in Deutsche Bank:

- The CaR oversees and controls integrated planning and monitoring of our risk profile and capital capacity, providing an alignment of risk appetite, capital requirements and funding/liquidity needs with Group, divisional and sub-divisional business strategies. It provides a platform to discuss and agree strategic issues impacting capital, funding and liquidity among Risk, Government & Regulatory Affairs, Finance and the business divisions. The CaR initiates actions and/or makes recommendations to the Management Board. It is also responsible for monitoring our risk profile against our risk appetite on a regular basis and ensuring escalation or other actions are taken. The CaR monitors the performance of our risk profile against early warning indicators and recovery triggers, and provides recommendations to the Management Board to invoke defined processes and/or actions under the recovery governance framework if required.
- Our Risk ExCo, as the most senior functional committee of our risk management, identifies, controls and manages all risks including risk concentrations at Group level. It is responsible for risk policy, the organization and governance of risk management and oversees the execution of risk and capital management including identification, assessment and risk mitigation, within the scope of the risk and capital strategy (Risk and Capital Demand Plan) approved by the Management Board. The Risk ExCo is supported by sub-committees that are responsible for dedicated areas of risk management, including several policy committees, the Portfolio Risk Committee (“PRC”) and the Group Reputational Risk Committee (“GRRC”). In February 2015, it was agreed to move the GRRC from a sub-committee of the Risk ExCo to report directly into the Management Board.
- The PRC supports the Risk ExCo and the CaR with particular emphasis on the management of Group-wide risk patterns. The PRC, under a delegation of authority from the CaR has responsibility for the day-to-day oversight and control of our Internal Capital Adequacy Assessment Process (“ICAAP”). The PRC also oversees our Group-wide stress tests, reviews the results and proposes management action, if required. It

monitors the effectiveness of the stress test process and drives continuous improvement of our stress testing framework.

- The Living Wills Committee (“LWC”) is the dedicated sub-committee of the CaR with focus on recovery and resolution planning. It oversees the implementation of our recovery and resolution plans and enhancements to the Group’s operational readiness to respond to severe stress or the threat of a severe stress.
- The Regulatory Capital Committee is a further sub-committee of our Capital and Risk Committee. It is tasked with oversight on our risk quantification models. To promote a comprehensive oversight, it is supported by several sub-committees that cover certain kinds of models and model-related matters.

Multiple members of the CaR are also members of the Risk ExCo which facilitates the information flow between the two committees.

Our Chief Risk Officer (“CRO”), who is a member of the Management Board, has Group-wide, supra-divisional responsibility for the management of all credit, market and operational risks as well as for the comprehensive control of risk, i.e. including liquidity risk, and continuing development of methods for risk measurement. In addition, the Chief Risk Officer is responsible for monitoring, analyzing and reporting risk on a comprehensive basis, including asset and liability gap, capital, liquidity, legal, compliance and regulatory risks.

The CRO has direct management responsibility for the following risk management functions: Credit Risk Management, Market Risk Management, Operational Risk Management and Liquidity Risk Control.

These are established with the mandate to:

- Support that the business within each division is consistent with the risk appetite that the CaR has set within a framework established by the Management Board;
- Determine and implement risk and capital management policies, procedures and methodologies that are appropriate to the businesses within each division;
- Approve credit, market and liquidity risk limits;
- Conduct periodic portfolio reviews to keep the portfolio of risks within acceptable parameters; and
- Develop and implement risk and capital management infrastructures and systems that are appropriate for each division.

In addition to the heads for these risk management functions, dedicated regional Chief Risk Officers for Germany, for the Americas and for Asia-Pacific, and divisional Chief Risk Officers for Deutsche AWM and NCOU have been appointed to establish a holistic risk management coverage.

The heads of the aforementioned risk management functions as well as the regional and divisional Chief Risk Officers have a direct reporting line into the CRO.

Furthermore, several teams within the risk management functions cover overarching aspects of risk management. Their mandate is to provide an increased focus on holistic risk management and cross-risk oversight to further enhance our risk portfolio steering. Key objectives are to:

- Drive key strategic cross-risk initiatives and establish greater cohesion between defining portfolio strategy and governing execution, including regulatory adherence;
- Provide a strategic and forward-looking perspective on the key risk issues for discussion at senior levels within the bank (risk appetite, stress testing framework);
- Strengthen risk culture in the bank; and
- Foster the implementation of consistent risk management standards.

Our Finance, Risk and Group Audit functions operate independently of our business divisions. It is the responsibility of the Finance and Risk departments to quantify and verify the risk that we assume and maintain the

quality and integrity of our risk-related data. Group Audit examines, evaluates and reports on the adequacy of both the design and effectiveness of the systems of internal control including the risk management systems.

The integration of the risk management of our subsidiary Deutsche Postbank AG is promoted through harmonized processes for identifying, assessing, managing, monitoring, and communicating risk, the strategies and procedures for determining and safe guarding risk-bearing capacity, and corresponding internal control procedures. Key features of the joint governance are:

- Functional reporting lines from the Postbank Risk Management to Deutsche Bank Risk;
- Participation of voting members from Deutsche Bank from the respective risk functions in Postbank's key risk committees and vice versa for selected key committees; and
- Implementation of key Group risk policies at Postbank.

The key risk management committees of Postbank, in all of which Postbank's Chief Risk Officer or senior risk managers of Deutsche Bank are voting members, are:

- The Bank Risk Committee, which advises Postbank's Management Board with respect to the determination of overall risk appetite and risk and capital allocation;
- The Credit Risk Committee, which is responsible for limit allocation and the definition of an appropriate limit framework;
- The Market Risk Committee, which decides on limit allocations as well as strategic positioning of Postbank's banking and trading book and the management of liquidity risk;
- The Operational Risk Management Committee, which defines the appropriate risk framework as well as the limit allocation for the individual business areas; and
- The Model and Validation Risk Committee, which monitors validation of all rating systems and risk management models.

The main focus of this work is to comply with the agreed regulatory IRBA roadmap and to further develop our joint risk management infrastructure. In 2013, the group-wide AMA model for operational risk was approved by the regulator to be used in Postbank.

In 2014, the full integration of large clients has been completed. These are now centrally managed on our credit platform and the regulator extended acceptance for the use of the joint model parameters for large caps and financial institutions. The other client types (small and medium enterprises, retail, corporate real estate) are areas of focus for 2015 and beyond.

## Risk Culture

We seek to promote a strong risk culture throughout our organization. A strong risk culture is designed to help reinforce our resilience by encouraging a holistic approach to the management of risk and return throughout our organization as well as the effective management of our risk, capital and reputational profile. We actively take risks in connection with our business and as such the following principles underpin risk culture within our group:

- Risk is taken within a defined risk appetite;
- Every risk taken needs to be approved within the risk management framework;
- Risk taken needs to be adequately compensated; and
- Risk should be continuously monitored and managed.

Employees at all levels are responsible for the management and escalation of risks. We expect employees to exhibit behaviors that support a strong risk culture. To promote this our policies require that behavior assessment is incorporated into our performance assessment and compensation processes. We have communicated the following risk culture behaviors through various communication vehicles:

- Being fully responsible for our risks;
- Being rigorous, forward looking and comprehensive in the assessment of risk;
- Inviting, providing and respecting challenges;
- Trouble shooting collectively; and
- Placing Deutsche Bank and its reputation at the heart of all decisions.

To reinforce these expected behaviors and strengthen our risk culture, we conduct a number of group-wide activities. Our Board members and senior management frequently communicate the importance of a strong risk culture to support a consistent tone from the top. To further strengthen this message, we have reinforced our targeted training. In 2014, our employees attended more than 88,000 mandatory training modules globally including, for example, Global Information Security Awareness, An Introduction to MaRisk and the newly introduced 'Tone from the Top' module. As part of our ongoing efforts to strengthen our risk culture, we review our training suite regularly to develop further modules or enhance existing components.

In addition, along with other measures to strengthen our performance management processes, we have designed and implemented a process to tie formal measurement of risk culture-related behaviors to our employee performance assessment, promotion and compensation processes. This process has been in place in our CB&S and GTB divisions since 2010 and has subsequently been rolled out to all divisions and functions, with PBC Germany being the latest to have implemented the process in January 2015. This process is designed to further strengthen employee accountability.

We have also developed a dashboard to measure risk culture at a divisional and regional level. This was piloted in CB&S and AWM in 2014 and will be further developed over the coming months.

Further measures are already being reviewed and will be added to the program in 2015.

### Risk Appetite and Capacity

Risk appetite expresses the level of risk that we are willing to assume within our risk capacity in order to achieve our business objectives, as defined by a set of minimum quantitative metrics and qualitative standards. Risk capacity is defined as the maximum level of risk we can assume in both normal and distressed situations before breaching regulatory constraints and our obligations to stakeholders.

Risk appetite is an integral element in our business planning processes via our Risk and Capital Demand Plan, to promote the appropriate alignment of risk, capital and performance targets, while at the same time considering risk capacity and appetite constraints. We leverage the stress testing process to test the compliance of the plan also under stressed market conditions. Top-down risk appetite serves as the limit for risk-taking for the bottom-up planning from the business functions.

The Management Board reviews and approves our risk appetite and capacity on an annual basis, or more frequently in the event of unexpected changes to the risk environment, with the aim of ensuring that they are consistent with our Group's strategy, business and regulatory environment and stakeholders' requirements.

In order to determine our risk appetite and capacity, we set different group level triggers and thresholds on a forward looking basis and define the escalation requirements for further action. We assign risk metrics that are sensitive to the material risks to which we are exposed and which are able to function as key indicators of financial health. In addition to that, we link our risk and recovery management governance framework with the risk appetite framework. In detail, we assess a suite of metrics under stress (CRR/CRD 4 fully loaded Common Equity Tier 1 ("CET 1") ratio, Internal Capital Adequacy ("ICA") ratio, and Stressed Net Liquidity Position ("SNLP")) within the regularly performed benchmark and more severe group-wide stress tests and compare them to the Red-Amber-Green ("RAG") levels as defined in the table below.



### Risk Appetite Thresholds for key metrics

RAG levels	CRR/CRD 4 fully loaded CET1 ratio	Internal capital adequacy	Stressed net liquidity position
Normal	> 8.0 %	> 135 %	> € 5 billion
Critical	8.0 % – 5.5 %	135 % – 120 %	€ 5 billion – € 0 billion
Crisis	< 5.5 %	< 120 %	< € 0 billion

Reports relating to our risk profile as compared to our risk appetite and strategy and our monitoring thereof are presented regularly up to the Management Board. Throughout the year 2014, our actual risk profile has remained in the normal levels as defined in the table above. In the event that our desired risk appetite is breached under either normal or stressed scenarios, a predefined escalation governance matrix is applied so these breaches are highlighted to the respective committees, and ultimately to the Chief Risk Officer and the Management Board. Amendments to the risk appetite and capacity must be approved by the Chief Risk Officer or the full Management Board, depending on their significance. As part of our annual risk appetite thresholds calibration exercise, we have furthermore adjusted our normal level of CRR/CRD 4 fully loaded CET1 ratio to 8.5 % and our ICA ratio to 140 % effective 2015 onwards. Therefore, the upper bound of the critical level for CRR/CRD 4 fully loaded CET1 ratio and ICA ratio will be adjusted for these changes as well.

### Strategic and Capital Plan

We conduct an annual strategic planning process which lays out the development of our future strategic direction as a group and for our business areas/units. The strategic plan aims to create a holistic perspective on capital, funding and risk under risk-return considerations. This process translates our long term strategic targets into measurable short to medium term financial targets and enables intra-year performance monitoring and management. Thereby we aim to identify optimal growth options by considering the risks involved and the allocation of available capital resources to drive sustainable performance. Risk specific portfolio strategies complement this framework and allow for an in-depth implementation of the risk strategy on portfolio level, addressing risk specifics including risk concentrations.

The strategic planning process consists of two phases: a top-down target setting and a bottom-up substantiation.

In a first phase – the top down target setting – our key targets for profit and loss (including revenues and costs), capital supply, and capital demand as well as leverage and funding and liquidity are discussed for the group and the key business areas by the Group Executive Committee. In this process, the targets for the next three years are based on our global macro-economic outlook and the expected regulatory framework. Subsequently, the targets are approved by the Management Board.

In a second phase, the top-down objectives are substantiated bottom-up by detailed business unit plans, which for the first year consist of a month by month operative plan; years two and three are annual plans. The proposed bottom-up plans are reviewed and challenged by Finance and Risk and are discussed individually with the business heads. Thereby, the specifics of the business are considered and concrete targets decided in line with our strategic direction. The bottom-up plans include targets for key legal entities to review local risk and capitalization levels. Stress tests complement the strategic plan to also consider stressed market conditions.

The resulting Strategic and Capital Plan is presented to the Group Executive Committee and the Management Board for discussion and approval. Following the approval of the Management Board, the final plan is presented to the Supervisory Board.

The Strategic and Capital Plan is designed to support our vision of being a leading client-centric global universal bank and aims to ensure:

- Balanced risk adjusted performance across business areas and units;
- High risk management standards with focus on risk concentrations;
- Compliance with regulatory requirements;
- Strong capital and liquidity position; and
- Stable funding and liquidity strategy allowing for the business planning within the liquidity risk appetite and regulatory requirements.

The Strategic and Capital Planning process allows us to:

- Set earnings and key risk and capital adequacy targets considering the bank's strategic focus and business plans;
- Assess our risk-bearing capacity with regard to internal and external requirements (i.e., economic capital and regulatory capital); and
- Apply an appropriate stress test to assess the impact on capital demand, capital supply and liquidity.

The specific limits e.g. regulatory capital demand and economic capital are derived from the Strategic and Capital Plan to align risk, capital and performance targets at all relevant levels of the organization.

The targets of a fully loaded CET 1 ratio of higher than 10 % and a leverage ratio of 3.5 % by year end 2015 are monitored on an ongoing basis in appropriate management committees. Any projected shortfall from targets is discussed together with potential mitigating strategies seeking to ensure that we remain on track to achieve our targets. Amendments to the strategic and capital plan must be approved by the Management Board. Achieving our externally communicated solvency targets ensures that we also comply with the Group Supervisory Review and Evaluation Process requirements as articulated by our home supervisor (CET 1 ratio of at least 10 % on a phase-in basis at all times).

### Recovery and Resolution Planning

The 2007/2008 financial crisis exposed banks and the broader financial market to unprecedented pressures. These pressures led to significant support for certain banks by their governments and to large scale interventions by central banks. The crisis also forced many financial institutions to significantly restructure their businesses and strengthen their capital, liquidity and funding bases. This crisis revealed that many financial institutions were insufficiently prepared for a fast-evolving systemic crisis and thus were unable to act and respond in a way that would avoid potential failure and prevent material adverse impacts on the financial system and ultimately the economy and society.

In response to the crisis, the Financial Stability Board (FSB) has published a list of global systemically important banks (G-SIBs) and has advised its member institutions to mandate and to support the development of recovery and resolution plans within G-SIBs. Corresponding legislation has been enacted or proposed, as the case may be, in several jurisdictions, including the member states of the European Union (EU), Germany, UK and the U.S. As we have been identified as one of the G-SIBs, we have developed the Group's recovery plan (Recovery Plan) and submitted this to our relevant regulators. The Recovery Plan is updated at least annually to reflect changes in the business and the regulatory requirements.

The Recovery Plan prepares us to restore our financial strength and viability during an extreme stress situation. The Recovery Plan's more specific purpose is to outline how we can respond to a financial stress situation that would significantly impact our capital or liquidity position. Therefore it lays out a set of defined actions aimed to protect us, our customers and the markets and prevent a potentially more costly resolution event. In line with regulatory guidance, we have identified a wide range of recovery measures that will mitigate different types of stress scenarios. These scenarios originate from both idiosyncratic and market-wide events, which would have led to severe capital and liquidity impacts as well as impacts on our performance and balance sheet. The Re-

covery Plan, including its corresponding policy, is intended to enable us to effectively monitor, escalate, plan and execute recovery actions in the event of a crisis situation.

The Recovery Plan's key objective is to help us to recover from a crisis situation by selecting appropriate recovery actions to stay sufficiently capitalised and funded. This plan extends beyond our risk management framework and can be executed in extreme scenarios where crises may threaten our survival (i.e., substantial loss of capital or inability to access market liquidity when needed). The Management Board determines when the Recovery Plan has to be invoked and which recovery measures are deemed appropriate.

The Recovery Plan is designed to cover multiple regulations including those of the FSB, EU, Germany and other key jurisdictions. Furthermore, the plan incorporates feedback from extensive discussions with our Crisis Management Group (CMG), formed by key home and host authorities. We report to this CMG with the objective of enhancing preparedness for, and facilitating the management and resolution of a cross-border financial crisis affecting us. This CMG is also intended to cooperate closely with authorities in other jurisdictions where firms have a systemic presence.

We are also working closely with our home resolution authority to create a Group Resolution Plan for Deutsche Bank as set out in the Banking Recovery and Resolution Directive and the German Recovery and Resolution Act ("Sanierungs- und Abwicklungsgesetz" or "SAG").

In addition, title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the implementing regulations issued by the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation ("FDIC") require each bank holding company with assets of U.S. \$ 50 billion or more, including Deutsche Bank AG ("DBAG"), to prepare and submit annually a plan for the orderly resolution of subsidiaries and operations in the event of future material financial distress or failure (the "Title I US Resolution Plan"). For foreign-based covered companies such as DBAG, the Title I US Resolution Plan only relates to subsidiaries, branches, agencies and businesses that are domiciled in or conducted in whole or in material part in the United States. In addition to the Title I US Resolution Plan, in 2014, Deutsche Bank Trust Company Americas ("DBTCA"), one of DBAG's insured depository institutions ("IDIs") in the United States, was subject to the FDIC's final rule requiring IDIs with total assets of U.S. \$ 50 billion or more to submit periodically to the FDIC a plan for resolution in the event of failure under the Federal Deposit Insurance Act (the "IDI Rule"). DBTCA exceeded the IDI Rule's threshold of U.S. \$ 50 billion in average total consolidated assets during 2013 and DBAG expanded its 2014 Title I US Resolution Plan to also be responsive to the IDI Rule requirements (the Title I US Resolution Plan together with the IDI Plan, the "US Resolution Plan").

The core elements of the US Resolution Plan are Material Entities ("MEs"), Core Business Lines ("CBLs"), Critical Operations ("COs") and, for purposes of the IDI Plan, Critical Services. The US Resolution Plan lays out the resolution strategy for each ME, defined as those entities significant to the activities of a CO or CBL and demonstrates how each ME, CBL and CO, as applicable, can be resolved in a rapid and orderly manner and without systemic impact on U.S. financial stability. The US Resolution Plan also discusses the strategy for continuing Critical Services in resolution. Key factors addressed in the US Resolution Plan include how to ensure:

- Continued access to services from other U.S. and non-U.S. legal entities as well as from third parties such as payment servicers, exchanges and key vendors;
- Availability of funding from both external and internal sources;
- Retention of key employees during resolution; and
- Efficient and coordinated close-out of cross-border contracts.

The US Resolution Plan is drafted in coordination with the U.S. businesses and infrastructure groups so that it accurately reflects the business, critical infrastructure and key interconnections.

## Risk Assessment and Reporting

### Risk Metrics

We use a broad range of quantitative and qualitative methodologies for assessing and managing risks. As a matter of policy, we continually assess the appropriateness and the reliability of our quantitative tools and metrics in light of our changing risk environment. Some of these tools are common to a number of risk categories, while others are tailored to the particular features of specific risk categories. The advanced internal tools and metrics we currently use to measure, manage and report our risks are:

- **RWA equivalent.** This is defined as total risk-weighted assets (“RWA”) plus a theoretical amount for specific allocated Common Equity Tier 1 capital deduction items if these were converted into RWA. RWA form the key factor in determining the bank’s regulatory capital adequacy as reflected in the Common Equity Tier 1 capital ratio. RWA equivalents are used to set targets for the growth of our businesses and monitored within our management reporting systems. As a general rule, RWA are calculated in accordance with the currently valid CRR/CRD 4 framework, as implemented into German law (where necessary) and used within our forward looking risk and capital planning processes.
- **Expected loss.** We use expected loss as a measure of our credit and operational risk. Expected loss is a measurement of the loss we can expect induced by defaults within a one-year period from these risks as of the respective reporting date, based on our historical loss experience. When calculating expected loss for credit risk, we take into account credit risk ratings, collateral, maturities and statistical averaging procedures to reflect the risk characteristics of our different types of exposures and facilities. All parameter assumptions are based on statistical considerations of up to nine years based on our internal default and loss history as well as external benchmarks. We use expected loss as a tool of our risk management process and as part of our management reporting systems. We also consider the applicable results of the expected loss calculations as a component of our collectively assessed allowance for credit losses included in our financial statements. For operational risk we determine the expected loss from statistical averages of our internal loss history, recent risk trends as well as forward looking estimates.
- **Return on risk-weighted assets (“RoRWA”).** In times of regulatory capital constraints, RoRWA has become an important metric to assess our client relationships’ profitability, in particular for credit risk. RoRWA is currently the primary performance measure and continues to attract more attention than the previously used RARoC profitability measure based on economic capital.
- **Value-at-risk.** We use the value-at-risk approach to derive quantitative measures for our trading book market risks under normal market conditions and by means of the stressed value-at-risk under stressed market conditions. Our respective value-at-risk figures play a role in both internal and external (regulatory) reporting. For a given portfolio, value-at-risk measures the potential future loss (in terms of market value) that, under normal/stressed market conditions, is not expected to be exceeded with a defined confidence level in a defined period. The value-at-risk for a total portfolio represents a measure of our diversified market risk (aggregated, using pre-determined correlations) under normal/stressed market conditions in that portfolio.
- **Economic capital.** Economic capital measures the amount of capital we need to absorb very severe unexpected losses arising from our exposures. “Very severe” in this context means that economic capital is set at a level to cover with a probability of 99.98 % the aggregated unexpected losses within one year. We calculate economic capital for credit risk, for market risk including trading default risk, for operational risk and for business risk.

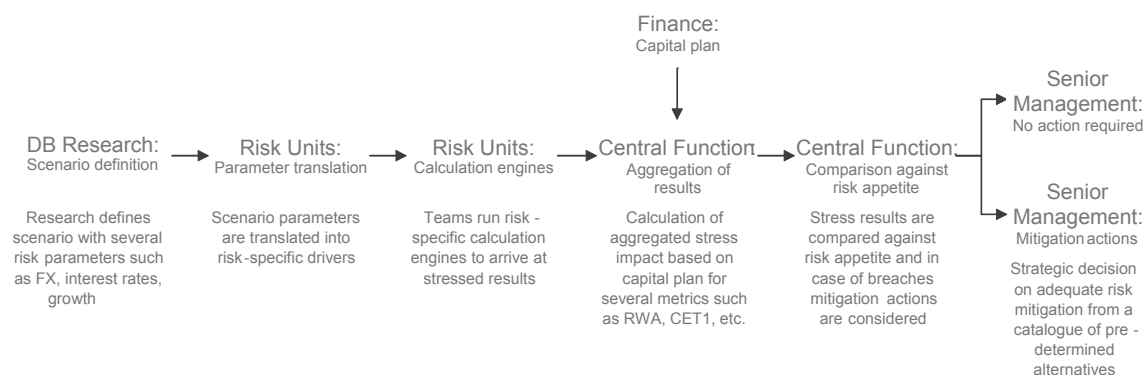
### Stress testing

We have a strong commitment to stress testing performed on a regular basis in order to assess the impact of a severe economic downturn on our risk profile and financial position. These exercises complement traditional risk measures and represent an integral part of our strategic and capital planning process. Our stress testing framework comprises regular Group-wide stress tests based on internally defined benchmark and more severe macroeconomic global downturn scenarios. We include all material risk types into our stress testing exercises. The time-horizon of internal stress tests is one year. Our methodologies undergo regular scrutiny from internal

experts as well as regulators to review whether they correctly capture the impact of a given stress scenario. These analyses are complemented by portfolio- and country-specific stress tests as well as regulatory requirements, such as annual reverse stress tests and additional stress tests requested by our regulators on the group or legal entity level. Moreover, a capital planning stress test is performed annually to assess the viability of our capital plan in adverse circumstances and to demonstrate a clear link between risk appetite, business strategy, capital plan and stress testing. An integrated procedure allows us to assess the impact of ad-hoc scenarios that simulate potential imminent financial or geopolitical shocks.

The initial phase of our internal stress tests consists of defining a macroeconomic downturn scenario by dbResearch in cooperation with business specialists. dbResearch monitors the political and economic development around the world and maintains a macro-economic heat map that identifies potentially harmful scenarios. Based on quantitative models and expert judgments, economic parameters such as foreign exchange rates, interest rates, GDP growth or unemployment rates are set accordingly to reflect the impact on our business. The scenario parameters are translated into specific risk drivers by subject matter experts in the risk units. Using internal models metrics such as RWA, losses and economic capital under stress are computed by risk type. These results are aggregated at the Group level, and key metrics such as the SNLP, the CET 1 ratio and ICA ratio under stress are derived. Stress testing results and the underlying scenarios are reviewed across risk types on various levels by senior managers within Risk, Finance and the business units. After comparing these results against our defined risk appetite, senior management decides on specific mitigation actions to remediate the stress impact in alignment with the overall strategic and capital plan if certain limits are breached. The results also feed into the annual recovery planning which is crucial for the recoverability of the bank in times of crisis. The outcome is presented to senior management up to the Management Board to raise awareness on the highest level as it provides key insights into specific business vulnerabilities and contributes to the overall risk profile assessment of the bank. In 2014 we remained well capitalized within our internal stress testing program under various severe stress events. By choosing actions out of our pool of maintained recovery measures we would have been able to mitigate shortfalls under those stress scenarios directly. A reverse stress test is performed annually in order to challenge our business model to determine the severity of scenarios that would cause us to become unviable. Such a reverse stress test is based on a hypothetical macroeconomic scenario or idiosyncratic event and takes into account severe impacts of major risks on our results. Comparing the hypothetical macroeconomic scenario that would be necessary to result in our non-viability according to the reverse stress, to the current economic environment, we consider that the probability of occurrence of such a hypothetical macroeconomic scenario is extremely low. Given the extremely low probability of the reverse stress test scenario, we do not believe that our business continuity is at risk.

### Stress Testing Framework of Deutsche Bank Group



### Risk Reporting and Measurement Systems

We have centralized risk data and systems supporting regulatory reporting and external disclosures, as well as internal management reporting for credit, market, operational (including legal risk), business, reputational, liquidity risk, model risk and compliance risk (in accordance with MaRisk). The risk infrastructure incorporates the relevant legal entities and business divisions and provides the basis for tailor-made reporting on risk posi-

tions, capital adequacy and limit utilization to the relevant functions on a regular and ad-hoc basis. Established units within Finance and Risk assume responsibility for measurement, analysis and reporting of risk while promoting sufficient quality and integrity of risk-related data. Our risk management systems are reviewed by Group Audit following a risk-based audit approach. Our Management Board confirms, for the purpose of Article 435 CRR, that our risk management systems are adequate with regard to our risk profile and strategy.

The main reports on risk and capital management that are used to provide the central governance bodies with information relating to Group Risk Exposures are the following:

- Our Risk and Capital Profile is presented monthly to the CaR and the Management Board and is subsequently submitted to the Risk Committee of the Supervisory Board for information. It comprises an overview of the current risk, capital and liquidity status of the Group, also incorporating information on regulatory capital and economic capital adequacy.
- An overview of our capital, liquidity and funding is presented to the CaR by Group Capital Management and the Group Treasurer every month. It comprises information on key metrics including CRR/CRD 4 Common Equity Tier 1 capital and the CRR/CRD 4 leverage ratio, as well as an overview of our current funding and liquidity status, the liquidity stress test results and contingency measures.
- Results of the group-wide macroeconomic stress tests that are performed twice per quarter and/or more regularly are reported to and discussed at the PRC.

The above reports are complemented by a suite of other standard and ad-hoc management reports of Risk and Finance, which are presented to several different senior committees responsible for risk and capital management at Group level.

## Risk Inventory

We face a variety of risks as a result of our business activities, as described below. Credit risk, market risk and operational risk attract regulatory capital. As part of our internal capital adequacy assessment process, we calculate the amount of economic capital from credit, market, operational and business risk to cover risks generated from our business activities taking into account diversification effects across those risk types. Furthermore, our economic capital framework implicitly covers additional risks, e.g. reputational risk and refinancing risk, for which no dedicated economic capital models exist. Liquidity risk is excluded from the economic capital calculation since it is covered separately. The risk inventory is updated, regularly at least once a year or at other times if needed, by running a risk identification and materiality assessment process in line with MaRisk. In 2014 reputational risk, compliance risk and model risk were newly assessed as material.

### Credit Risk

Credit risk arises from all transactions where actual, contingent or potential claims against any counterparty, borrower, obligor or issuer (which we refer to collectively as “counterparties”) exist, including those claims that we plan to distribute (see below in the more detailed section Credit Risk). These transactions are typically part of our traditional nontrading lending activities (such as loans and contingent liabilities), traded bonds and debt securities available for sale or our direct trading activity with clients (such as OTC derivatives, foreign exchange forwards and Forward Rate Agreements). Carrying values of equity investments are also disclosed in our Credit Risk section. We manage the respective positions within our market risk and credit risk frameworks.

We distinguish between three kinds of credit risk:

- Default (Counterparty) risk, the most significant element of credit risk, is the risk that counterparties fail to meet contractual obligations in relation to the claims described above;

- Settlement risk is the risk that the settlement or clearance of a transaction may fail. Settlement risk arises whenever the exchange of cash, securities and/or other assets is not simultaneous leaving us exposed to a potential loss should the counterparty default; and
- Country risk is the risk that we may experience unexpected default or settlement risk and subsequent losses, in a given country, due to a range of macro-economic or social events primarily affecting counterparties in that jurisdiction including: a material deterioration of economic conditions, political and social upheaval, nationalization and expropriation of assets, government repudiation of indebtedness, or disruptive currency depreciation or devaluation. Country risk also includes transfer risk which arises when debtors are unable to meet their obligations owing to an inability to transfer assets to non-residents due to direct sovereign intervention.

### Market Risk

Market risk arises from the uncertainty concerning changes in market prices and rates (including interest rates, equity prices, foreign exchange rates and commodity prices), the correlations among them and their levels of volatility. We differentiate between three different types of market risk:

- Trading market risk arises primarily through the market-making activities of the Corporate Banking & Securities division (CB&S). This involves taking positions in debt, equity, foreign exchange, other securities and commodities as well as in equivalent derivatives.
- Trading default risk arises from defaults and rating migrations relating to trading instruments.
- Nontrading market risk arises from market movements, primarily outside the activities of our trading units, in our banking book and from off-balance sheet items. This includes interest rate risk, credit spread risk, investment risk and foreign exchange risk as well as market risk arising from our pension schemes, guaranteed funds and equity compensation. Nontrading market risk also includes risk from the modeling of client deposits as well as savings and loan products.

### Operational Risk

Operational risk means the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, and includes legal risk. Operational risk excludes business and reputational risk.

### Liquidity Risk

Liquidity risk is the risk arising from our potential inability to meet all payment obligations when they come due or only being able to meet these obligations at excessive costs.

### Business Risk

Business risk describes the risk we assume due to potential changes in general business conditions, such as our market environment, client behavior and technological progress. This can affect our results if we fail to adjust quickly to these changing conditions. Business risk consists of strategic risk, tax risk and refinancing risk, of which only strategic risk is assessed as material.

### Reputational Risk

Within our risk management processes, we define reputational risk as the risk that publicity concerning a transaction, counterparty or business practice involving a client will negatively impact the public's trust in our organization.

### Model Risk

Model risk is the risk of possible adverse consequences of decisions taken based on models that are inappropriate, incorrect, or misused. In this context, a model is defined as a quantitative method, system, or approach that applies statistical, economic, financial, or mathematical theories, techniques, and assumptions to process input data into quantitative estimates.

## Compliance Risk

Compliance risk (MaRisk, i.e. minimum requirements for risk management) is defined as the current or prospective risk to earnings and capital arising from violations or non-compliance with laws, rules, regulations, agreements, prescribed practices or ethical standards and can lead to fines, damages and/or the voiding of contracts and can negatively impact an institution's reputation.

## Insurance Specific Risk

Our exposure to insurance risk relates to Abbey Life Assurance Company Limited and our defined benefit pension obligations. There is also some insurance-related risk within the Pensions and Insurance Risk Markets business. In our risk management framework, we consider insurance-related risks primarily as nontrading market risk that has been classified as material risk. We monitor the underlying assumptions in the calculation of these risks regularly and seek risk mitigating measures such as reinsurances, if we deem this appropriate. We are primarily exposed to the following insurance-related risks:

- Longevity risk: the risk of faster or slower than expected improvements in life expectancy on immediate and deferred annuity products;
- Mortality and morbidity risks: the risks of a higher or lower than expected number of death or disability claims on insurance products and of an occurrence of one or more large claims;
- Expenses risk: the risk that policies cost more or less to administer than expected; and
- Persistency risk: the risk of a higher or lower than expected percentage of lapsed policies.

To the extent that actual experience is less favorable than the underlying assumptions, or it is necessary to increase provisions due to more onerous assumptions, the amount of capital required in the insurance entities may increase.

## Risk Concentrations

Risk concentrations refer to clusters of the same or similar risk drivers within specific risk types (intra-risk concentrations in credit, market, operational, liquidity and other risks) as well as across different risk types (inter-risk concentrations). They could occur within and across counterparties, businesses, regions/countries, industries and products. The management of concentrations is integrated as part of the management of individual risk types and monitored on an ongoing basis. The key objective is to avoid any undue concentrations in the portfolio, which is achieved through a quantitative and qualitative approach, as follows:

- Intra-risk concentrations are assessed, monitored and mitigated by the individual risk disciplines (credit, market, operational, liquidity risk management and others). This is supported by limit setting on different levels and/or management according to risk type.
- Inter-risk concentrations are managed through quantitative top-down stress-testing and qualitative bottom-up reviews, identifying and assessing risk themes independent of any risk type and providing a holistic view across the bank.

The most senior governance body for the oversight of risk concentrations throughout 2014 was the Portfolio Risk Committee (PRC), which is a subcommittee of the Capital and Risk Committee (CaR) and the Risk Executive Committee (Risk ExCo).

## Risk Type Diversification Benefit

The risk type diversification benefit quantifies diversification effects between credit, market, operational and strategic risk in the economic capital calculation. To the extent correlations between these risk types fall below 1.0, a risk type diversification benefit results. The calculation of the risk type diversification benefit is intended to ensure that the standalone economic capital figures for the individual risk types are aggregated in an economically meaningful way.



## Risk Management Framework – Material Risks

Risk management frameworks of credit, market, operational and liquidity risks are narrated in the Sections “Credit Risk”, “Trading Market Risk”, “Nontrading Market Risk”, “Operational Risk”, and “Liquidity Risk”. We describe the risk management approaches for other material risks here, as below:

### Strategic Risk

Strategic risk represents the risk of suffering unexpected operating losses (i.e. negative earnings) during the period covered by the model due to decreases in operating revenues which cannot be compensated by cost reductions. Strategic risk covers only revenue or cost volatility which is not attributable to position taking (market risk), credit losses (credit risk) and operational events (operational risk) since these elements are already covered in the respective risk types explicitly. We aim to mitigate strategic risk within our business units through portfolio diversification designed to reduce dependency on individual or a small set of markets or products, products innovations and close monitoring of the execution of our strategic and capital plan, and ensuring flexibility of the cost base, i.e. through outsourcing.

### Reputational Risk

Our reputational risk is governed by the Reputational Risk Management Program (RRM Program). The RRM Program was established to provide consistent standards for the identification, escalation and resolution of reputational risk issues that arise from transactions with clients or through different business activities. Primary responsibility for the identification, escalation and resolution of reputational risk issues resides with the business divisions. Each employee is under an obligation, within the scope of his/her activities, to analyze and assess any imminent or intended transaction in terms of possible risk factors in order to minimize reputational risks. If a potential reputational risk is identified, it is required to be referred for further consideration at a sufficiently senior level within that respective business division. If issues remain, they should then be escalated for discussion among appropriate senior members of the relevant Business and Control Groups. Reputational risk issues not addressed to satisfactory conclusion through such informal discussions must then be escalated for further review and final determination via the established reputational risk escalation process.

The Group Reputational Risk Committee (“GRRC”) provides review and final determinations on all reputational risk issues and new client adoptions, where escalation of such issues is deemed necessary by senior Business and Regional Management, or required under the Group policies and procedures. Throughout 2014 the GRRC was a sub-committee of the Risk ExCo but it has since been elevated to be a sub-committee of the Management Board, with effectiveness in February 2015.

### Model Risk

A new Model risk function was established in 2014, aggregating all core model risk management activities across the bank into one independent function:

- Model validation provides independent validation of the methodological aspects of models. The key objectives of model validation are to verify that models are performing as expected, in line with their design objectives and business uses, and to aim to ensure that models are logically and conceptually sound and assess the appropriateness and accuracy of the implementation methodology;
- Model risk governance supports establishment of a front-to-back model risk management framework which includes defining common standards for model development, usage and validation; identification and remediation of issues and inconsistencies in modeling; and maintenance of a bank-wide model inventory; and

- Key senior management forums to address model risk are the Group Model Risk Management Committee (“GMRMC”) and the Pricing Model Risk Management Committee (“PMRMC”). Both are subcommittees of the CaR and the Risk ExCo, and act on behalf of the Management Board. The PMRMC is responsible for management and oversight of model risk from valuation models (front office models that are used for official pricing and risk management of trading positions). The GMRMC is responsible for management and oversight of model risk from risk and capital models.

## Compliance Risk

Compliance manages this risk through the following:

- Identifying material rules and regulations where non-compliance could lead to endangerment of the Bank’s assets (supported by the bank’s business divisions, infrastructure functions or Regional Management);
- Advising and supporting the Management Board concerning the adherence to material rules and regulations as well as acting to implement effective procedures for compliance with applicable material rules and regulations, and the setup of the corresponding controls;
- Monitoring the coverage of new or changed material rules and regulations by our business divisions, infrastructure functions or Regional Management including potential implementation plans for appropriate controls. Compliance is not explicitly requested to run its own monitoring programs but has the right to carry out monitoring activities;
- Assessing the coverage of all existing material rules and regulations by the bank’s business divisions, infrastructure functions or Regional Management and existence of a corresponding control environment; and
- Reporting to the Management and Supervisory Boards on at least an annual basis and on an ad hoc basis.

## Credit Risk

We measure and manage our credit risk using the following philosophy and principles:

- Our credit risk management function is independent from our business divisions and in each of our divisions credit decision standards, processes and principles are consistently applied.
- A key principle of credit risk management is client credit due diligence. Our client selection is achieved in collaboration with our business division counterparts who stand as a first line of defence.
- We aim to prevent undue concentration and tail-risks (large unexpected losses) by maintaining a diversified credit portfolio. Client-, industry-, country- and product-specific concentrations are assessed and managed against our risk appetite.
- We maintain underwriting standards aiming to avoid large directional credit risk on a counterparty and portfolio level. In this regard we assume unsecured cash positions and actively use hedging for risk mitigation purposes. Additionally, we strive to secure our derivative portfolio through collateral agreements and may additionally hedge concentration risks to further mitigate credit risks from underlying market movements.
- Every new credit facility and every extension or material change of an existing credit facility (such as its tenor, collateral structure or major covenants) to any counterparty requires credit approval at the appropriate authority level. We assign credit approval authorities to individuals according to their qualifications, experience and training, and we review these periodically.
- We measure and consolidate all our credit exposures to each obligor across our consolidated Group on a global basis that applies, in line with regulatory requirements.
- We manage credit exposures on the basis of the “one obligor principle”, under which all facilities to a group of borrowers which are linked to each other (i.e., by one entity holding a majority of the voting rights or capital of another) are consolidated under one group.

- We have established within Credit Risk Management – where appropriate – specialized teams for deriving internal client ratings, analyzing and approving transactions, monitoring the portfolio or covering workout clients. The credit coverage for assets transferred to the NCOU utilizes the expertise of our core credit organization.
- Our credit related activities are governed by our Principles for Managing Credit Risk. These principles define our general risk philosophy for credit risk and our methods to manage this risk. The principles define key organizational requirements, roles and responsibilities as well as process principles for credit risk management and are applicable to all credit related activities undertaken by us.

### Credit Risk Ratings

The credit rating is an essential part of the Bank's underwriting and credit process and builds the basis for risk appetite determination as well as credit decision and transaction pricing. Each borrower must be rated and each rating has to be reviewed at least annually. Ongoing monitoring of counterparties foster that ratings are kept up-to-date. There must be no credit limit without a credit rating. For each credit rating the appropriate rating approach has to be applied and the derived credit rating has to be established in the relevant systems. Different rating approaches have been established to best reflect the specific characteristics of exposure classes, including central governments and central banks, institutions, corporates and retail.

Counterparties in our non-homogenous portfolios are rated by our independent Credit Risk Management function. Country risk related ratings are provided by dbResearch.

Our rating analysis is based on a combination of qualitative and quantitative factors. When rating a counterparty we apply in-house assessment methodologies, scorecards and our 21-grade rating scale for evaluating the credit-worthiness of our counterparties. The previous 26-grid rating scale has been replaced by a 21-grade rating scale, merging seven default classes into two. These two include either provisioned exposure or non provisioned exposure (e.g. due to collateral). This change in methodology has not resulted in any impact in RWA, EL and EC.

The majority of our rating methodologies are authorized for use within the advanced internal rating based approach under applicable Basel rules. Our rating scale enables us to compare our internal ratings with common market practice and promotes comparability between different sub-portfolios of our institution. We generally rate our counterparties individually, though certain portfolios of purchased or securitized receivables are rated on a pool basis. Ratings are required to be kept well documented. The algorithms of the rating procedures for all counterparties are recalibrated regularly on the basis of the default history as well as other external and internal factors and expert judgments.

Ratings for central governments and central banks take into account economic, political and socio-demographic indicators, e.g. the political dynamics in a country. The model incorporates relevant aspects covered in the fields of empirical country risk analysis and early warning crisis models to arrive at an overall risk evaluation.

Ratings for corporates, institutions and SMEs combine quantitative analysis of financial information with qualitative assessments of i.a. industry trends, market position and management experience. Financial analysis has a specific focus on cash flow generation and the counterparty's capability to service its debts, also in comparison to peers. We supplement the analysis of financials by an internal forecast of the counterparty's financial profile where deemed to be necessary. For purchased corporate receivables the corporate rating approach is applied.

Ratings for SME clients are based on automated sub-ratings for e.g. financial aspects and conduct of bank account. Specialized lending is managed by specific credit risk management teams, e.g. for real estate, ship finance or leveraged transactions. Following the individual characteristic of the underlying credit transactions we have developed bespoke scorecards where appropriate to derive credit ratings.

In our retail business, creditworthiness checks and counterparty ratings are generally derived by utilizing an automated decision engine. The decision engine incorporates quantitative aspects (i.e., financial figures), behavioural aspects, credit bureau information (such as SCHUFA in Germany) and general customer data. These input factors are used by the decision engine to determine the creditworthiness of the borrower and, after consideration of collateral, the expected loss. The established rating procedures we have implemented in our retail business are based on multivariate statistical methods.

They are used to support our individual credit decisions for the retail portfolio as well as to continuously monitor it in an automated fashion. In case elevated risks are identified as part to this monitoring process or new regulatory requirements apply, credit ratings are reviewed on an individual basis for these affected counterparties.

Credit risk arising from equity position is managed by a separate team within Credit Risk Management. We usually use either external rating where available or standard rating approaches as default to measure the expected loss of equity positions.

Postbank also makes use of internal rating systems authorized for use within the foundation or advanced internal rating based approach according to CRR. All internal ratings and scorings are based on a uniform master scale, which assigns each rating or scoring result to the default probability determined for that class. Risk governance is provided within a Legal Entity committee structure as well as on group level by full integration and representation of Postbank in DB Group's global risk committees.

### Rating Governance

All of our rating methodologies, excluding Postbank, have to be approved by the Capital Methodology Committee ("CMC"), a sub-committee of the Regulatory Capital Committee, before the methodologies are used for credit decisions and capital calculation for the first time or before they are significantly changed. Regulatory approval may be required in addition. The results of the regular validation processes as stipulated by internal policies have to be brought to the attention of the CMC, even if the validation results do not lead to a change. The validation plan for rating methodologies is presented to CMC at the beginning of the calendar year and a status update is given on a quarterly basis.

For Postbank, responsibility for implementation and monitoring of internal rating systems effectiveness rests with Postbank's Risk Analytics unit and Postbank's validation committee, chaired by Postbank's Head of Credit Risk Controlling. All rating systems are subject to approval by Postbank's Bank Risk Committee chaired by the Chief Risk Officer. Effectiveness of rating systems and rating results are reported to the Postbank Management Board on a regular basis. Joint governance is ensured via a cross committee membership of Deutsche Bank senior managers joining Postbank committees and vice versa.

### Credit Risk Measures

The key credit risk measures we apply for managing our credit portfolio, including transaction approval and the setting of risk appetite, are internal limits and credit exposures under these limits. Credit limits set forth maximum credit exposures we are willing to assume over specified periods. In determining the credit limit for a counterparty, we consider the counterparty's credit quality by reference to our internal credit rating. Credit limits and credit exposures are both measured on a gross and net basis where net is derived by deducting hedges and certain collateral from respective gross figures. For derivatives, we look at current market values and the potential future exposure over the lifetime of a transaction. We generally also take into consideration the risk-return characteristics of individual transactions and portfolios.

### Credit Approval and Authority

Credit limits are established by the Credit Risk Management function via the execution of assigned credit authorities. Credit approvals are documented by the signing of the credit report by the respective credit authority holders and retained for future reference.

Credit authority is generally assigned to individuals as personal credit authority according to the individual's professional qualification and experience. All assigned credit authorities are reviewed on a periodic basis to help ensure that they are adequate to the individual performance of the authority holder.

Where an individual's personal authority is insufficient to establish required credit limits, the transaction is referred to a higher credit authority holder or where necessary to an appropriate credit committee such as the Underwriting Committee. Where personal and committee authorities are insufficient to establish appropriate limits, the case is referred to the Management Board for approval.

## Credit Risk Mitigation

In addition to determining counterparty credit quality and our risk appetite, we also use various credit risk mitigation techniques to optimize credit exposure and reduce potential credit losses. Credit risk mitigants are applied in the following forms:

- Comprehensive and enforceable credit documentation with adequate terms and conditions.
- Collateral held as security to reduce losses by increasing the recovery of obligations.
- Risk transfers, which shift the probability of default risk of an obligor to a third party including hedging executed by our Credit Portfolio Strategies Group.
- Netting and collateral arrangements which reduce the credit exposure from derivatives and repo- and repo-style transactions.

### Collateral Held as Security

We regularly agree on collateral to be received from or to be provided to customers in contracts that are subject to credit risk. Collateral is security in the form of an asset or third-party obligation that serves to mitigate the inherent risk of credit loss in an exposure, by either substituting the borrower default risk or improving recoveries in the event of a default. While collateral can be an alternative source of repayment, it generally does not replace the necessity of high quality underwriting standards.

We segregate collateral received into the following two types:

- Financial and other collateral, which enables us to recover all or part of the outstanding exposure by liquidating the collateral asset provided, in cases where the borrower is unable or unwilling to fulfil its primary obligations. Cash collateral, securities (equity, bonds), collateral assignments of other claims or inventory, equipment (i.e., plant, machinery and aircraft) and real estate typically fall into this category.
- Guarantee collateral, which complements the borrower's ability to fulfil its obligation under the legal contract and as such is provided by third parties. Letters of credit, insurance contracts, export credit insurance, guarantees, credit derivatives and risk participations typically fall into this category.

Our processes seek to ensure that the collateral we accept for risk mitigation purposes is of high quality. This includes seeking to have in place legally effective and enforceable documentation for realizable and measurable collateral assets which are evaluated regularly by dedicated teams. The assessment of the suitability of collateral for a specific transaction is part of the credit decision and must be undertaken in a conservative way, including collateral haircuts that are applied. We have collateral type specific haircuts in place which are regularly reviewed and approved. In this regard, we strive to avoid "wrong-way" risk characteristics where the borrower's counterparty risk is positively correlated with the risk of deterioration in the collateral value. For guarantee collateral, the process for the analysis of the guarantor's creditworthiness is aligned to the credit assessment process for borrowers.

## Risk Transfers

Risk transfers to third parties form a key part of our overall risk management process and are executed in various forms, including outright sales, single name and portfolio hedging, and securitizations. Risk transfers are conducted by the respective business units and by our Credit Portfolio Strategies Group (CPSG), in accordance with specifically approved mandates.

CPSG manages the residual credit risk of loans and lending-related commitments of the institutional and corporate credit portfolio; the leveraged portfolio and the medium-sized German companies' portfolio within our Corporate Divisions of CB&S and GTB.

Acting as a central pricing reference, CPSG provides the respective CB&S and GTB Division businesses with an observed or derived capital market rate for loan applications; however, the decision of whether or not the business can enter into the credit risk remains exclusively with Credit Risk Management.

CPSG is concentrating on two primary objectives within the credit risk framework to enhance risk management discipline, improve returns and use capital more efficiently:

- to reduce single-name credit risk concentrations within the credit portfolio and
- to manage credit exposures by utilizing techniques including loan sales, securitization via collateralized loan obligations, default insurance coverage and single-name and portfolio credit default swaps.

## Netting and Collateral Arrangements for Derivatives and Securities Financing Transactions

Netting is applicable to both exchange traded derivative transactions ("futures and options") and those traded over-the-counter ("OTC derivative transactions"). Netting is also applied to securities financing transactions as far as documentation, structure and nature of the risk mitigation allow netting with the underlying credit risk.

All futures and options are cleared through central counterparties ("CCPs"), which interpose itself between the trading entities by becoming the counterparty to each of the entities. Where available and to the extent agreed with our counterparties, we also use CCP clearing for our OTC derivative transactions. The Dodd-Frank Wall Street Reform and Consumer Protection Act ("DFA") introduced mandatory CCP clearing for certain standardized OTC derivative transactions in 2013. The European Regulation (EU) No 648/2012 on OTC Derivatives, Central Counterparties and Trade Repositories ("EMIR") will introduce mandatory CCP clearing for certain standardized OTC derivatives transactions, currently expected to start with certain interest rate derivatives and credit derivatives in the fourth quarter of 2015. The rules and regulations of CCPs usually provide for the bilateral set off of all amounts payable on the same day and in the same currency ("payment netting") and thereby reducing our settlement risk. Depending on the business model applied by the CCP, this payment netting applies either to all of our derivatives cleared by the CCP or at least to those that form part of the same class of derivatives. Many CCP rules and regulations also provide for the termination, close-out and netting of all cleared transactions upon the CCP's default ("close-out netting"), which reduced our credit risk. In our risk measurement and risk assessment processes we apply close-out netting only to the extent we have satisfied ourselves of the legal validity and enforceability of the relevant CCP's close-out netting provisions.

In order to reduce the credit risk resulting from OTC derivative transactions, where CCP clearing is not available, we regularly seek the execution of standard master agreements (such as master agreements for derivatives published by the International Swaps and Derivatives Association, Inc. (ISDA) or the German Master Agreement for Financial Derivative Transactions) with our counterparts. A master agreement allows for the close-out netting of rights and obligations arising under derivative transactions that have been entered into under such a master agreement upon the counterparty's default, resulting in a single net claim owed by or to the counterparty. For parts of the derivatives business (i.e., foreign exchange transactions) we also enter into master agreements under which payment netting applies in respect to transactions covered by such master agreements, reducing our settlement risk. In our risk measurement and risk assessment processes we apply close-out netting only to the extent we have satisfied ourselves of the legal validity and enforceability of the master agreement in all relevant jurisdictions.

Also, we enter into credit support annexes (“CSA”) to master agreements in order to further reduce our derivatives-related credit risk. These annexes generally provide risk mitigation through periodic, usually daily, margining of the covered exposure. The CSAs also provide for the right to terminate the related derivative transactions upon the counterparty’s failure to honour a margin call. As with netting, when we believe the annex is enforceable, we reflect this in our exposure measurement.

Certain CSAs to master agreements provide for rating dependent triggers, where additional collateral must be pledged if a party’s rating is downgraded. We also enter into master agreements that provide for an additional termination event upon a party’s rating downgrade. These downgrading provisions in CSAs and master agreements usually apply to both parties but may also apply to us only. We analyze and monitor our potential contingent payment obligations resulting from a rating downgrade in our stress testing approach for liquidity risk on an ongoing basis. For an assessment of the quantitative impact of a downgrading of our credit rating please refer to table “Stress Testing Results” in the section “Liquidity Risk”.

### Concentrations within Credit Risk Mitigation

Concentrations within credit risk mitigations taken may occur if a number of guarantors and credit derivative providers with similar economic characteristics are engaged in comparable activities with changes in economic or industry conditions affecting their ability to meet contractual obligations. We use a range of quantitative tools and metrics to monitor our credit risk mitigating activities. These also include monitoring of potential concentrations within collateral types supported by dedicated stress tests.

For more qualitative and quantitative details in relation to the application of credit risk mitigation and potential concentration effects please refer to the section “Maximum Exposure to Credit Risk”.

## Monitoring and Managing Credit Risk

Ongoing active monitoring and management of Deutsche Bank’s credit risk positions is an integral part of our credit risk management framework. The key monitoring focus is on quality trends and on concentrations along the dimensions of counterparty, industry, country and product-specific risks to avoid undue concentrations of credit risk. On a portfolio level, significant concentrations of credit risk could result from having material exposures to a number of counterparties with similar economic characteristics, or who are engaged in comparable activities, where these similarities may cause their ability to meet contractual obligations to be affected in the same manner by changes in economic or industry conditions.

Our portfolio management framework supports a comprehensive assessment of concentrations within our credit risk portfolio in order to keep concentrations within acceptable levels.

### Counterparty Risk Management

Credit-related counterparties are principally allocated to credit officers within credit teams which are aligned to types of counterparty (such as financial institutions, corporate or private individuals) or economic area (i.e., emerging markets) and dedicated rating analyst teams. The individual credit officers have the relevant expertise and experience to manage the credit risks associated with these counterparties and their associated credit related transactions. For retail clients credit decision making and credit monitoring is highly automated for efficiency reasons. Credit Risk Management has full oversight of the respective processes and tools used in the retail credit process. It is the responsibility of each credit officer to undertake ongoing credit monitoring for their allocated portfolio of counterparties. We also have procedures in place intended to identify at an early stage credit exposures for which there may be an increased risk of loss.

In instances where we have identified counterparties where there is a concern that the credit quality has deteriorated or appears likely to deteriorate to the point where they present a heightened risk of loss in default, the respective exposure is generally placed on a “watch list”. We aim to identify counterparties that, on the basis of

the application of our risk management tools, demonstrate the likelihood of problems well in advance in order to effectively manage the credit exposure and maximize the recovery. The objective of this early warning system is to address potential problems while adequate options for action are still available. This early risk detection is a tenet of our credit culture and is intended to ensure that greater attention is paid to such exposures.

### Industry Risk Management

To manage industry risk, we have grouped our corporate and financial institutions counterparties into various industry sub-portfolios. For each of these sub-portfolios an “Industry Batch report” is prepared usually on an annual basis. This report highlights industry developments and risks to our credit portfolio, reviews concentration risks, analyzes the risk/reward profile of the portfolio and incorporates an economic downside stress test. Finally, this analysis is used to define the credit strategies for the portfolio in question.

The Industry Batch reports are presented to the CRM Portfolio Committee, a sub-committee of the Risk Executive Committee and are submitted afterwards to the Management Board. In accordance with an agreed schedule, a select number of Industry Batch reports are also submitted to the Risk Committee of the Supervisory Board. In addition to these Industry Batch reports, the development of the industry sub-portfolios is regularly monitored during the year and is compared with the approved sub-portfolio strategies. Regular overviews are prepared for the CRM Portfolio Committee to discuss recent developments and to agree on actions where necessary.

### Country Risk Management

Avoiding undue concentrations from a regional perspective is also an integral part of our credit risk management framework. In order to achieve this, country risk limits are applied to Emerging Markets as well as selected Developed Markets countries (based on internal country risk ratings). Emerging Markets are grouped into regions and for each region, as well as for the Higher Risk Developed Markets, a “Country Batch report” is prepared, usually on an annual basis. These reports assess key macroeconomic developments and outlook, review portfolio composition and concentration risks and analyze the risk/reward profile of the portfolio. Based on this, limits and strategies are set for countries and, where relevant, for the region as a whole. Country risk limits are approved by either our Management Board or by our Portfolio Risk Committee, a sub-committee of our Risk Executive Committee and Capital and Risk Committee, pursuant to delegated authority.

The Country Limit framework covers all major risk categories which are managed by the respective divisions in Risk:

- **Credit Risk:** Limits are established for counterparty credit risk exposures in a given country to manage the aggregate credit risk subject to country-specific economic and political events. These limits include exposures to entities incorporated locally as well as subsidiaries of foreign multinational corporations. Separate Transfer Risk Limits are established as sub-limits to these counterparty credit limits and apply to Deutsche Bank’s cross-border exposures.
- **Market Risk:** Limits are established to manage trading position risk in emerging markets and are set based on the P&L impact of potential stressed market events on those positions.
- **Treasury Risk:** Exposures of one Deutsche Bank entity to another (Funding, Capital or Margin) are subject to limits given the transfer risk inherent in these cross-border positions.
- **Gap Risk:** Limits established to manage the risk of loss due to intra-country wrong-way risk exposure.



Our country risk ratings represent a key tool in our management of country risk. They are established by the independent dbResearch function within Deutsche Bank and include:

- **Sovereign rating:** A measure of the probability of the sovereign defaulting on its foreign or local currency obligations.
- **Transfer risk rating:** A measure of the probability of a “transfer risk event”, i.e., the risk that an otherwise solvent debtor is unable to meet its obligations due to inability to obtain foreign currency or to transfer assets as a result of direct sovereign intervention.
- **Event risk rating:** A measure of the probability of major disruptions in the market risk factors relating to a country (interest rates, credit spreads, etc.). Event risks are measured as part of our event risk scenarios, as described in the section “Market Risk Monitoring” of this report.

All sovereign and transfer risk ratings are reviewed, at least annually, by the Cross Risk Review Committee, although more frequent reviews are undertaken when deemed necessary.

Country risk limits and sovereign risk limits for all relevant countries are approved by the Postbank Management Board annually.

### Product specific Risk Management

Complementary to our counterparty, industry and country risk approach, we focus on product specific risk concentrations and selectively set limits where required for risk management purposes. Specific product limits are set in particular if a concentration of transactions of a specific type might lead to significant losses under certain cases. In this respect, correlated losses might result from disruptions of the functioning of financial markets, significant moves in market parameters to which the respective product is sensitive, macroeconomic default scenarios or other factors affecting certain credit products. Specific product limits can either be set with regards to exposure to certain industries or affecting the total credit portfolio. We have introduced a uniform framework for the establishment and annual review of product limits for our Corporate Banking & Securities and Global Transaction Banking businesses. Exposures are monitored regularly; remedial action is required in case of an excess of utilization over the approved limit.

A key focus is put on underwriting caps. These caps limit the combined risk for transactions where we underwrite commitments with the intention to sell down or distribute part of the risk to third parties. These commitments include the undertaking to fund bank loans and to provide bridge loans for the issuance of public bonds. The risk is that we may not be successful in the distribution of the facilities, meaning that we would have to hold more of the underlying risk for longer periods of time than originally intended. These underwriting commitments are additionally exposed to market risk in the form of widening credit spreads. We dynamically hedge this credit spread risk to be within the approved market risk limit framework.

Furthermore, in our PBC businesses, we apply product-specific strategies setting our risk appetite for sufficiently homogeneous portfolios where tailored client analysis is secondary, such as the retail portfolios of mortgages, business and consumer finance products. In Wealth Management, target levels are set for global concentration based on the liquidity of the underlying collateral.

## Settlement Risk Management

Our trading activities may give rise to risk at the time of settlement of those trades. Settlement risk arises when Deutsche Bank exchanges a value of cash or other assets with a counterparty. It is the risk of loss due to the failure of a counterparty to honour its obligations (to deliver cash or other assets) to us, after we release payment or delivery of its obligations (of cash or other assets) to the counterparty.

For many types of transactions, we mitigate settlement risk by closing the transaction through a clearing agent, which effectively acts as a stakeholder for both parties, only settling the trade once both parties have fulfilled their sides of the contractual obligation.

Where no such settlement system exists, the simultaneous commencement of the payment and the delivery parts of the transaction is common practice between trading partners (free settlement). In these cases, we may seek to mitigate our settlement risk through the execution of bilateral payment netting agreements. We also participate in industry initiatives to reduce settlement risks. Acceptance of settlement risk on free settlement trades requires approval from our credit risk personnel, either in the form of pre-approved settlement risk limits, or through transaction-specific approvals. We do not aggregate settlement risk limits with other credit exposures for credit approval purposes, but we take the aggregate exposure into account when we consider whether a given settlement risk would be acceptable.

## Credit Risk Tools – Economic Capital for Credit Risk

We calculate economic capital for the default risk, country risk and settlement risk as elements of credit risk. In line with our economic capital framework, economic capital for credit risk is set at a level to absorb with a probability of 99.98 % very severe aggregate unexpected losses within one year.

Our economic capital for credit risk is derived from the loss distribution of a portfolio via Monte Carlo Simulation of correlated rating migrations. The loss distribution is modeled in two steps. First, individual credit exposures are specified based on parameters for the probability of default, exposure at default and loss given default. In a second step, the probability of joint defaults is modeled through the introduction of economic factors, which correspond to geographic regions and industries. The simulation of portfolio losses is then performed by an internally developed model, which takes rating migration and maturity effects into account. Effects due to wrong-way derivatives risk (i.e., the credit exposure of a derivative in the default case is higher than in non-default scenarios) are modeled by applying our own alpha factor when deriving the exposure at default for derivatives and securities financing transactions under the Basel 2.5 Internal Models Method (“IMM”). The alpha factor is identical with the one used for the risk-weighted assets calculation, yet subject to a lower floor of 1.0. For December 31, 2014 the alpha factor was calibrated to 1.11. We allocate expected losses and economic capital derived from loss distributions down to transaction level to enable management on transaction, customer and business level.

## Credit Exposure

Counterparty credit exposure arises from our traditional nontrading lending activities which include elements such as loans and contingent liabilities, as well as from our direct trading activity with clients in certain instruments including OTC derivatives like foreign exchange forwards and Forward Rate Agreements. A default risk also arises from our positions in equity products and traded credit products such as bonds.

We define our credit exposure by taking into account all transactions where losses might occur due to the fact that counterparties may not fulfil their contractual payment obligations.

## Maximum Exposure to Credit Risk

The maximum exposure to credit risk table shows the direct exposure before consideration of associated collateral held and other credit enhancements (netting and hedges) that do not qualify for offset in our financial statements for the periods specified. The netting credit enhancement component includes the effects of legally enforceable netting agreements as well as the offset of negative mark-to-markets from derivatives against pledged cash collateral. The collateral credit enhancement component mainly includes real estate, collateral in the form of cash as well as securities related collateral. In relation to collateral we apply internally determined haircuts and additionally cap all collateral values at the level of the respective collateralized exposure.

### Maximum Exposure to Credit Risk

Dec 31, 2014

in € m. <sup>1</sup>	Maximum exposure to credit risk <sup>2</sup>	Credit Enhancements			
		Netting	Collateral	Guarantees and Credit derivatives <sup>3</sup>	Total credit enhancements
Cash and due from banks	20,055	0	7	0	7
Interest-earning deposits with banks	63,518	0	53	21	74
Central bank funds sold and securities purchased under resale agreements	17,796	0	16,988	0	16,988
Securities borrowed	25,834	0	24,700	0	24,700
Financial assets at fair value through profit or loss <sup>4</sup>	862,035	522,373	163,576	1,102	687,051
Trading assets	125,130	0	3,537	533	4,070
Positive market values from derivative financial instruments	629,958	519,590	76,512	336	596,439
Financial assets designated at fair value through profit or loss	106,947	2,782	83,527	233	86,542
thereof:					
Securities purchased under resale agreement	60,473	2,415	58,058	0	58,058
Securities borrowed	20,404	368	19,955	0	19,955
Financial assets available for sale <sup>4</sup>	62,038	0	938	0	938
Loans <sup>5</sup>	410,825	0	205,376	28,496	233,872
Other assets subject to credit risk	85,061	67,009	768	363	68,140
Financial guarantees and other credit related contingent liabilities <sup>6</sup>	62,087	0	6,741	8,723	15,464
Irrevocable lending commitments and other credit related commitments <sup>6</sup>	154,446	0	5,958	8,582	14,540
<b>Maximum exposure to credit risk</b>	<b>1,763,695</b>	<b>589,381</b>	<b>425,106</b>	<b>47,287</b>	<b>1,061,774</b>

<sup>1</sup> All amounts at carrying value unless otherwise indicated.

<sup>2</sup> Does not include credit derivative notional sold (€ 680,699 million) and credit derivative notional bought protection. Interest-earning deposits with banks mainly relate to Liquidity Reserves.

<sup>3</sup> Bought credit protection is reflected with the notional of the underlying.

<sup>4</sup> Excludes equities, other equity interests and commodities.

<sup>5</sup> Gross loans less deferred expense/unearned income before deductions of allowance for loan losses.

<sup>6</sup> Figures are reflected at notional amounts.

Dec 31, 2013	Maximum exposure to credit risk <sup>2</sup>	Credit Enhancements			
		Netting	Collateral	Guarantees and Credit derivatives <sup>3</sup>	Total credit enhancements
in € m. <sup>1</sup>					
Cash and due from banks	17,155	0	0	13	13
Interest-earning deposits with banks	77,984	0	2	31	34
Central bank funds sold and securities purchased under resale agreements	27,363	0	25,100	0	25,100
Securities borrowed	20,870	0	20,055	0	20,055
Financial assets at fair value through profit or loss <sup>4</sup>	824,458	423,737	196,321	3,892	623,951
Trading assets	145,170	0	2,333	2,660	4,993
Positive market values from derivative financial instruments <sup>5</sup>	504,590	406,616	57,493	274	464,383
Financial assets designated at fair value through profit or loss thereof:	174,698	17,121	136,495	959	154,575
Securities purchased under resale agreement	116,764	16,198	100,091	0	116,289
Securities borrowed	32,485	923	31,017	0	31,941
Financial assets available for sale <sup>4</sup>	46,413	0	760	110	870
Loans <sup>6</sup>	382,171	0	198,668	29,971	228,640
Other assets subject to credit risk	59,030	43,574	1,150	385	45,109
Financial guarantees and other credit related contingent liabilities <sup>7</sup>	65,630	0	7,209	11,513	18,722
Irrevocable lending commitments and other credit related commitments <sup>7,8</sup>	137,202	0	4,538	9,182	13,720
<b>Maximum exposure to credit risk</b>	<b>1,658,275</b>	<b>467,311</b>	<b>453,803</b>	<b>55,097</b>	<b>976,212</b>

<sup>1</sup> All amounts at carrying value unless otherwise indicated.

<sup>2</sup> Does not include credit derivative notional sold (€ 1,035,946 million) and credit derivative notional bought protection. Interest-earning deposits with banks mainly relate to liquidity reserves.

<sup>3</sup> Bought credit protection is reflected with the notional of the underlying.

<sup>4</sup> Excludes equities, other equity interests and commodities.

<sup>5</sup> Comparatives have been restated by € 10,591 million (netting) and € 9,681 million (collateral) erroneously included in prior disclosure.

<sup>6</sup> Gross loans less deferred expense/uneared income before deductions of allowance for loan losses.

<sup>7</sup> Figures are reflected at notional amounts.

<sup>8</sup> In 2014, comparatives have been restated by € 10,542 million to include Fronting Commitments erroneously not included in prior disclosure.

The overall increase in maximum exposure to credit risk for December 31, 2014 was predominantly driven by a € 125 billion increase in positive market values from derivative financial instruments during the period as well as foreign exchange impact across various products, partly offset by a € 73 billion decrease in securities purchased under resale agreements and securities borrowed both under fair value and accrual accounting as discussed in various other sections of this report. Our overall loan book increased by € 29 billion or 7 %, from € 382 billion as of December 31, 2013 to € 411 billion as of December 31, 2014. Increases were driven by foreign exchange impact, collateral restructuring related to ETF business within CB&S, and business growth across CB&S and Deutsche AWM, partly offset by reductions in NCOU.

Included in the category of trading assets as of December 31, 2014, were traded bonds of € 108 billion (€ 126 billion as of December 31, 2013) that are over 80 % investment-grade (over 86 % as of December 31, 2013). The above mentioned financial assets available for sale category primarily reflected debt securities of which more than 94 % were investment-grade (more than 97 % as of December 31, 2013).

Credit Enhancements are split into three categories: netting, collateral, and guarantees and credit derivatives. A prudent approach is taken with respect to haircuts, parameter setting for regular margin calls as well as expert judgements for collateral valuation to prevent market developments from leading to a build-up of uncollateralized exposures. All categories are monitored and reviewed regularly. Overall credit enhancements received are diversified and of adequate quality being largely cash, highly rated government bonds and third-party guarantees mostly from well rated banks and insurance companies. These financial institutions are mainly domiciled in Western European countries and the United States. Furthermore we have collateral pools of highly liquid assets and mortgages (principally consisting of residential properties mainly in Germany) for the homogeneous retail portfolio.

## Credit Quality of Financial Instruments neither Past Due nor Impaired

We derive our credit quality from internal ratings and group our exposures into classes as shown below. Please refer to the sections “Credit Risk Ratings” and “Rating Governance” for more details about our internal ratings.

### Credit Quality of Financial Instruments neither Past Due nor Impaired

	Dec 31, 2014						
in € m. <sup>1</sup>	iAAA–iAA	iA	iBBB	iBB	iB	iCCC and below	Total
Due from banks	17,220	896	1,161	727	48	4	20,055
Interest-earning deposits with banks	57,175	4,514	1,081	578	28	141	63,518
Central bank funds sold and securities purchased under resale agreements	854	13,564	1,553	1,414	332	79	17,796
Securities borrowed	18,705	5,200	1,114	727	88	0	25,834
Financial assets at fair value through profit or loss <sup>2</sup>	312,470	385,335	81,930	58,678	16,094	7,529	862,036
Trading assets	58,014	15,973	18,230	21,767	7,061	4,085	125,130
Positive market values from derivative financial instruments	208,057	348,179	46,675	20,062	5,120	1,865	629,958
Financial assets designated at fair value through profit or loss	46,399	21,183	17,025	16,848	3,914	1,578	106,947
thereof:	0	0	0	0	0	0	0
Securities purchased under resale agreement	17,213	13,820	12,432	14,219	1,529	1,259	60,473
Securities borrowed	17,110	3,266	20	7	0	0	20,404
Financial assets available for sale <sup>2,3</sup>	50,810	3,375	1,782	3,958	194	1,719	61,838
Loans <sup>4</sup>	47,554	56,865	112,106	130,438	39,181	10,313	396,458
thereof:							
IAS 39 reclassified loans	2,109	1,353	1,408	1,051	685	274	6,880
Other assets subject to credit risk	13,538	48,714	7,049	13,927	1,105	728	85,061
Financial guarantees and other credit related contingent liabilities <sup>5</sup>	6,281	17,696	20,190	11,640	4,929	1,352	62,087
Irrevocable lending commitments and other credit related commitments <sup>5</sup>	22,938	39,336	40,145	31,492	18,924	1,612	154,446
<b>Total</b>	<b>547,546</b>	<b>575,494</b>	<b>268,110</b>	<b>253,577</b>	<b>80,924</b>	<b>23,477</b>	<b>1,749,129</b>

<sup>1</sup> All amounts at carrying value unless otherwise indicated.

<sup>2</sup> Excludes equities, other equity interests and commodities.

<sup>3</sup> Includes past due instruments in order to be consistent with the Asset Quality section of this report.

<sup>4</sup> Gross loans less deferred expense/uneared income before deductions of allowance for loan losses.

<sup>5</sup> Figures are reflected at notional amounts.

	Dec 31, 2013						
in € m. <sup>1</sup>	iAAA–iAA	iA	iBBB	iBB	iB	iCCC and below	Total
Due from banks	13,804	1,971	998	311	17	55	17,155
Interest-earning deposits with banks	71,053	5,078	1,145	391	282	35	77,984
Central bank funds sold and securities purchased under resale agreements	3,774	19,949	1,904	1,516	201	19	27,363
Securities borrowed	12,783	6,381	1,057	382	267	0	20,870
Financial assets at fair value through profit or loss <sup>2</sup>	282,000	368,969	69,497	84,517	14,009	5,466	824,458
Trading assets	70,398	17,245	13,902	35,957	4,640	3,028	145,170
Positive market values from derivative financial instruments	143,770	303,107	36,452	15,743	3,876	1,642	504,590
Financial assets designated at fair value through profit or loss	67,832	48,617	19,144	32,816	5,493	796	174,698
thereof:							
Securities purchased under resale agreement	29,217	40,922	14,960	28,119	3,095	452	116,764
Securities borrowed	29,104	3,260	75	37	10	0	32,485
Financial assets available for sale <sup>2,3</sup>	35,708	5,435	1,788	1,267	876	1,218	46,293
Loans <sup>4</sup>	34,708	53,624	99,941	127,613	40,869	9,581	366,336
thereof:							
IAS 39 reclassified loans	999	2,894	2,088	962	817	286	8,046
Other assets subject to credit risk	7,923	37,446	2,821	9,416	1,140	284	59,030
Financial guarantees and other credit related contingent liabilities <sup>5</sup>	8,318	19,285	20,234	11,604	4,382	1,807	65,630
Irrevocable lending commitments and other credit related commitments <sup>5,6</sup>	19,794	32,452	39,216	28,523	15,857	1,360	137,202
<b>Total</b>	<b>489,864</b>	<b>550,591</b>	<b>238,600</b>	<b>265,540</b>	<b>77,900</b>	<b>19,826</b>	<b>1,642,321</b>

<sup>1</sup> All amounts at carrying value unless otherwise indicated.

<sup>2</sup> Excludes equities, other equity interests and commodities.

<sup>3</sup> Prior year figures have been restated by € 1.5 billion to include past due instruments in order to be consistent with the Asset Quality section of this report.

<sup>4</sup> Gross loans less deferred expense/earned income before deductions of allowance for loan losses. Amounts for December 31, 2013, were adjusted up for past due loans, neither renegotiated nor impaired by € 303 million erroneously not considered in prior disclosure.

<sup>5</sup> Figures are reflected at notional amounts.

<sup>6</sup> In 2014, comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

The overall growth in total credit exposure of € 107 billion for December 31, 2014 is mainly due to an increase in positive market value from derivative financial instruments in investment grade rating categories and here mainly in the top category iAAA-iAA as well as foreign exchange impact across various products.

### Main Credit Exposure Categories

The tables in this section show details about several of our main credit exposure categories, namely loans, irrevocable lending commitments, contingent liabilities, over-the-counter (“OTC”) derivatives, traded loans, traded bonds, debt securities available for sale and repo and repo-style transactions:

- “Loans” are net loans as reported on our balance sheet at amortized cost but before deduction of our allowance for loan losses.
- “Irrevocable lending commitments” consist of the undrawn portion of irrevocable lending-related commitments.
- “Contingent liabilities” consist of financial and performance guarantees, standby letters of credit and other similar arrangements (mainly indemnity agreements).
- “OTC derivatives” are our credit exposures from over-the-counter derivative transactions that we have entered into, after netting and cash collateral received. On our balance sheet, these are included in financial assets at fair value through profit or loss or, for derivatives qualifying for hedge accounting, in other assets, in either case, before netting and cash collateral received.
- “Traded loans” are loans that are bought and held for the purpose of selling them in the near term, or the material risks of which have all been hedged or sold. From a regulatory perspective this category principally covers trading book positions.
- “Traded bonds” include bonds, deposits, notes or commercial paper that are bought and held for the purpose of selling them in the near term. From a regulatory perspective this category principally covers trading book positions.

- “Debt securities available for sale” include debentures, bonds, deposits, notes or commercial paper, which are issued for a fixed term and redeemable by the issuer, which we have classified as available for sale.
- “Repo and repo-style transactions” consist of reverse repurchase transactions, as well as securities or commodities borrowing transactions before application of netting and collateral received.

Although considered in the monitoring of maximum credit exposures, the following are not included in the details of our main credit exposure: brokerage and securities related receivables, interest-earning deposits with banks, cash and due from banks, assets held for sale and accrued interest receivables. Excluded as well are traditional securitization positions and equity investments, which are dealt with specifically in the sections “Securitization” and “Nontrading Market Risk – Investment Risk” and “Nontrading Market Risk – Equity Investments Held”, respectively.

### Main Credit Exposure Categories by Business Divisions

									Dec 31, 2014
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2</sup>	Contingent liabilities	OTC derivatives <sup>3</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>4</sup>	Total
Corporate Banking & Securities	61,820	119,995	4,865	43,407	14,865	92,272	34,411	112,605	484,239
Private & Business Clients	214,688	11,687	1,735	464	0	2	16,665	8,714	253,955
Global Transaction Banking	77,334	17,121	51,663	595	614	87	184	3,159	150,758
Deutsche Asset & Wealth Management	38,676	4,158	2,681	839	12	7,940	3,403	11	57,719
Non-Core Operations Unit	18,049	954	1,072	1,760	1,163	7,509	4,358	17	34,883
Consolidation & Adjustments	258	530	71	13	0	0	111	0	983
<b>Total</b>	<b>410,825</b>	<b>154,446</b>	<b>62,087</b>	<b>47,078</b>	<b>16,654</b>	<b>107,808</b>	<b>59,132</b>	<b>124,507</b>	<b>982,537</b>

<sup>1</sup> Includes impaired loans amounting to € 9.3 billion as of December 31, 2014.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.4 billion as of December 31, 2014.

<sup>3</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>4</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

									Dec 31, 2013
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2,3</sup>	Contingent liabilities	OTC derivatives <sup>4</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>5</sup>	Total
Corporate Banking & Securities	40,335	102,776	6,716	40,709	14,921	109,864	19,947	176,720	511,988
Private & Business Clients	213,252	13,685	1,595	498	0	1	16,240	15,090	260,362
Global Transaction Banking	72,868	15,931	52,049	500	958	65	171	5,630	148,172
Deutsche Asset & Wealth Management	32,214	3,070	2,795	791	16	9,023	2,946	15	50,869
Non-Core Operations Unit	23,395	1,450	2,416	2,211	1,891	7,203	4,841	15	43,423
Consolidation & Adjustments	106	289	58	7	1	5	97	12	575
<b>Total</b>	<b>382,171</b>	<b>137,202</b>	<b>65,630</b>	<b>44,716</b>	<b>17,787</b>	<b>126,160</b>	<b>44,242</b>	<b>197,482</b>	<b>1,015,390</b>

<sup>1</sup> Includes impaired loans amounting to € 10.1 billion as of December 31, 2013.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.8 billion as of December 31, 2013.

<sup>3</sup> Comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

<sup>4</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>5</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

Our main credit exposure decreased by € 32.9 billion.

- From a divisional perspective, a reduction of € 27.7 billion has been achieved by CB&S, of € 8.5 billion by NCOU and of € 6.4 billion by PBC.
- From a product perspective, strong exposure reductions have been observed for Repo and repo-style transactions and for Traded Bonds. Slight exposure reductions were also observed for Contingent Liabilities and Traded Loans.
- The ETF related collateral restructuring in CB&S entailed replacing our physical securities exposure by entering into fully funded total returns swaps. As a consequence, CB&S loans with embedded securities exposure increased whereas the securities exposure within trading assets decreased.

### Main Credit Exposure Categories by Industry Sectors

									Dec 31, 2014
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2</sup>	Contingent liabilities	OTC derivatives <sup>3</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>4</sup>	Total
Banks and insurance	24,179	23,701	14,368	18,967	4,291	34,856	19,227	110,112	249,700
Fund management activities	12,145	6,670	612	3,065	149	3,051	349	49	26,089
Manufacturing	25,633	40,483	18,205	2,292	1,604	2,312	204	0	90,732
Wholesale and retail trade	15,781	11,975	5,926	1,156	865	839	94	0	36,636
Households	197,853	11,203	2,192	739	183	2	0	35	212,207
Commercial real estate activities <sup>5</sup>	35,743	3,864	646	2,054	3,129	606	74	576	46,691
Public sector	16,790	1,696	231	7,416	446	55,181	34,846	615	117,220
Other	82,700 <sup>6</sup>	54,855	19,908	11,389	5,989	10,963	4,339	13,119	203,262
<b>Total</b>	<b>410,825</b>	<b>154,446</b>	<b>62,087</b>	<b>47,078</b>	<b>16,654</b>	<b>107,808</b>	<b>59,132</b>	<b>124,507</b>	<b>982,537</b>

<sup>1</sup> Includes impaired loans amounting to € 9.3 billion as of December 31, 2014.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.4 billion as of December 31, 2014.

<sup>3</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>4</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

<sup>5</sup> Commercial real estate activities are based on counterparty industry classification, irrespective of business unit attribution. The business units mostly involved are "Commercial Real Estate" (€ 17.2 billion) and "PBC Mortgages" (€ 11.2 billion).

<sup>6</sup> Loan exposures for Other include lease financing.

									Dec 31, 2013
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2,3</sup>	Contingent liabilities	OTC derivatives <sup>4</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>5</sup>	Total
Banks and insurance	25,100	21,234	15,289	22,243	5,389	34,427	14,212	195,273	333,166
Fund management activities	10,029	4,756	1,255	3,326	421	4,771	235	20	24,814
Manufacturing	21,406	33,120	18,767	1,077	1,301	2,999	314	0	78,983
Wholesale and retail trade	13,965	11,850	5,610	904	936	811	128	0	34,205
Households	193,515	10,839	2,645	665	611	1	0	59	208,336
Commercial real estate activities <sup>6</sup>	34,259	2,808	831	661	2,047	1,140	88	136	41,969
Public sector	16,228	1,931	135	4,299	592	64,286	26,101	681	114,253
Other	67,668 <sup>7</sup>	50,664	21,099	11,541	6,488	17,726	3,166	1,313	179,663
<b>Total</b>	<b>382,171</b>	<b>137,202</b>	<b>65,630</b>	<b>44,716</b>	<b>17,787</b>	<b>126,160</b>	<b>44,242</b>	<b>197,482</b>	<b>1,015,390</b>

<sup>1</sup> Includes impaired loans amounting to € 10.1 billion as of December 31, 2013.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.8 billion as of December 31, 2013.

<sup>3</sup> Comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

<sup>4</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>5</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

<sup>6</sup> Commercial real estate activities are based on counterparty industry classification, irrespective of business unit attribution. The business units mostly involved are "PBC Mortgages" and "Commercial Real Estate".

<sup>7</sup> Loan exposures for Other include lease financing.

The above table gives an overview of our credit exposure by industry; allocated based on the NACE code of the counterparty we are doing business with.



From an industry perspective, our credit exposure is lower compared with last year mainly due to a decrease in banks and insurance of € 83.5 billion, driven by lower Repo and Repo-style transactions, partly offset by increases, especially in the category Other of € 23.6 billion.

Loan exposure increase in category Other is mainly due to ETF related collateral restructuring within CB&S. This is due to replacing our physical securities exposure by entering into fully funded total returns swaps resulting in a corresponding decrease of securities exposure within trading assets.

Loan exposures to the industry sectors banks and insurance, manufacturing and public sector comprise predominantly investment-grade loans. The portfolio is subject to the same credit underwriting requirements stipulated in our "Principles for Managing Credit Risk", including various controls according to single name, country, industry and product-specific concentration.

Material transactions, such as loans underwritten with the intention to syndicate, are subject to review by senior credit risk management professionals and (depending upon size) an underwriting credit committee and/or the Management Board. High emphasis is placed on structuring such transactions so that de-risking is achieved in a timely and cost effective manner. Exposures within these categories are mostly to good quality borrowers and also subject to further risk mitigation as outlined in the description of our Credit Portfolio Strategies Group's activities.

Our household loans exposure amounting to € 198 billion as of December 31, 2014 (€ 194 billion as of December 2013) is principally associated with our PBC portfolio. € 153 billion (77 %) of the portfolio comprises mortgages, of which € 119 billion are held in Germany. The remaining exposures (€ 45 billion, 23 %) are predominantly consumer finance business related. Given the largely homogeneous nature of this portfolio, counterparty credit worthiness and ratings are predominately derived by utilizing an automated decision engine.

Mortgage business is principally the financing of owner occupied properties sold by various business channels in Europe, primarily in Germany but also in Spain, Italy and Poland, with exposure normally not exceeding real estate value. Consumer finance is divided into personal instalment loans, credit lines and credit cards. Various lending requirements are stipulated, including (but not limited to) maximum loan amounts and maximum tenors and are adapted to regional conditions and/or circumstances of the borrower (i.e., for consumer loans a maximum loan amount taking into account household net income). Interest rates are mostly fixed over a certain period of time, especially in Germany. Second lien loans are not actively pursued.

The level of credit risk of the mortgage loan portfolio is determined by assessing the quality of the client and the underlying collateral. The loan amounts are generally larger than consumer finance loans and they are extended for longer time horizons. Consumer finance loan risk depends on client quality. Given that they are uncollateralized, compared with mortgages they are also smaller in value and are extended for shorter time. Based on our underwriting criteria and processes, diversified portfolio (customers/properties) and low loan-to-value (LTV) ratios, the mortgage portfolio is categorized as lower risk and consumer finance medium risk.

Our commercial real estate loans are generally secured by first mortgages on the underlying real estate property, and follow the credit underwriting requirements stipulated in the "Principles for Managing Credit Risk" noted above (i.e., rating followed by credit approval based on assigned credit authority) and are subject to additional underwriting and policy guidelines such as LTV ratios of generally less than 75 %. Additionally, given the significance of the underlying collateral independent external appraisals are commissioned for all secured loans by our valuation team (part of the independent Credit Risk Management function). Our valuation team is responsible for reviewing and challenging the reported real estate values regularly.

Excluding the exposures transferred into the NCOU, the Commercial Real Estate Group only in exceptional cases retains mezzanine or other junior tranches of debt (although we do underwrite mezzanine loans), though the Postbank portfolio holds an insignificant sub-portfolio of junior tranches. Loans originated for securitization are carefully monitored under a pipeline limit. Securitized loan positions are entirely sold (except where regula-

tion requires retention of economic risk), while we frequently retain a portion of syndicated bank loans. This hold portfolio, which is held at amortized cost, is also subject to the aforementioned principles and policy guidelines. We also participate in conservatively underwritten unsecured lines of credit to well-capitalized real estate investment trusts and other public companies (generally investment-grade). We provide both fixed rate (generally securitized product) and floating rate loans, with interest rate exposure subject to hedging arrangements. In addition, sub-performing and non-performing loans and pools of loans are acquired from other financial institutions at generally substantial discounts to both the notional amounts and current collateral values. The underwriting process for these is stringent and the exposure is managed under separate portfolio limits. Commercial real estate property valuations and rental incomes can be significantly impacted by macro-economic conditions and underlying properties to idiosyncratic events. Accordingly, the portfolio is categorized as higher risk and hence subject to the aforementioned tight restrictions on concentration.

The category other loans, with exposure of € 83 billion as of December 31, 2014 (€ 68 billion as of December 31, 2013), relates to numerous smaller industry sectors with no individual sector greater than 5 % of total loans.

Our credit exposure to our ten largest counterparties accounted for 7 % of our aggregated total credit exposure in these categories as of December 31, 2014 compared with 10 % as of December 31, 2013. Our top ten counterparty exposures were with well-rated counterparties or otherwise related to structured trades which show high levels of risk mitigation.

#### Main credit exposure categories by geographical region

									Dec 31, 2014
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2</sup>	Contingent liabilities	OTC derivatives <sup>3</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>4</sup>	Total
Germany	202,658	26,176	14,356	3,250	1,206	6,679	16,339	13,533	284,198
Western Europe (excluding Germany)	94,386	36,781	18,984	18,190	3,295	21,516	33,683	23,935	250,771
thereof:									
France	2,674	6,053	2,434	936	423	3,684	5,346	3,656	25,207
Luxembourg	14,156	3,835	754	1,766	552	2,028	6,240	190	29,522
Netherlands	10,630	5,548	2,548	5,257	436	2,726	7,751	348	35,244
United Kingdom	7,878	9,118	1,911	1,058	586	4,530	5,141	13,607	43,828
Eastern Europe	10,524	1,755	2,136	927	1,542	2,494	561	243	20,183
thereof:									
Poland	7,055	651	315	74	0	1,353	64	0	9,511
Russia	2,068	524	693	205	1,081	238	0	39	4,848
North America	55,540	83,400	14,291	14,338	7,531	52,898	5,736	71,306	305,040
thereof:									
Canada	880	2,237	932	1,087	240	1,309	278	1,325	8,287
Cayman Islands	2,571	1,982	61	542	322	2,256	124	12,660	20,519
U.S.	45,899	77,960	12,881	12,614	6,725	48,669	5,323	56,630	266,702
Central and South America	5,071	777	1,445	1,350	604	2,936	24	1,151	13,358
thereof:									
Brazil	1,787	210	781	241	175	1,558	0	656	5,409
Mexico	363	90	51	447	199	450	19	301	1,919
Asia/Pacific	40,081	4,774	10,062	8,643	2,226	20,677	2,467	13,818	102,747
thereof:									
China	9,372	331	950	523	180	1,698	0	1,320	14,373
Japan	866	489	397	3,398	173	2,371	90	4,250	12,032
South Korea	2,069	11	1,095	591	0	842	0	342	4,949
Africa	1,924	627	805	351	124	541	49	520	4,941
Other	640	156	7	29	126	67	273	0	1,297
<b>Total</b>	<b>410,825</b>	<b>154,446</b>	<b>62,087</b>	<b>47,078</b>	<b>16,654</b>	<b>107,808</b>	<b>59,132</b>	<b>124,507</b>	<b>982,537</b>

<sup>1</sup> Includes impaired loans amounting to € 9.3 billion as of December 31, 2014.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.4 billion as of December 31, 2014.

<sup>3</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>4</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

Dec 31, 2013									
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2,3</sup>	Contingent liabilities	OTC derivatives <sup>4</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>5</sup>	Total
Germany	200,106	24,099	14,572	2,413	1,451	12,608	10,961	16,444	282,655
Western Europe (excluding Germany)	86,846	37,457	19,991	17,056	5,179	31,296	26,309	58,843	282,978
thereof:									
France	2,675	7,815	2,014	1,273	672	6,585	3,691	11,811	36,536
Luxembourg	5,566	2,186	622	1,735	1,362	3,892	3,976	572	19,912
Netherlands	12,163	6,446	3,179	3,099	863	4,111	6,382	429	36,674
United Kingdom	8,719	8,414	1,817	3,834	942	6,421	5,018	31,403	66,567
Eastern Europe	9,773	1,573	2,173	844	2,177	2,532	390	529	19,991
thereof:									
Poland	6,862	761	215	59	38	867	259	–	9,061
Russia	1,752	463	753	74	1,822	600	–	357	5,822
North America	42,748	67,833	17,212	14,404	6,111	52,298	4,041	92,099	296,745
thereof:									
Canada	572	2,286	1,571	648	499	2,132	165	798	8,672
Cayman Islands	2,294	1,725	486	1,118	313	1,909	154	25,633	33,632
U.S.	35,019	63,067	14,680	12,308	5,113	47,710	3,716	64,532	246,146
Central and South America	4,539	745	1,338	701	364	3,016	129	1,310	12,143
thereof:									
Brazil	1,413	249	712	120	162	1,638	17	349	4,660
Mexico	271	122	34	218	163	279	74	321	1,483
Asia/Pacific	36,151	4,782	9,392	9,081	2,341	23,740	2,286	28,043	115,817
thereof:									
China	8,894	432	788	623	69	1,183	–	2,123	14,113
Japan	848	408	396	3,920	405	5,112	884	16,065	28,038
South Korea	2,150	7	930	515	22	977	65	337	5,004
Africa	1,879	668	932	191	111	552	–	214	4,546
Other	130	44	19	25	52	118	126	–	515
<b>Total</b>	<b>382,171</b>	<b>137,202</b>	<b>65,630</b>	<b>44,716</b>	<b>17,787</b>	<b>126,160</b>	<b>44,242</b>	<b>197,482</b>	<b>1,015,390</b>

<sup>1</sup> Includes impaired loans amounting to € 10.1 billion as of December 31, 2013.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.8 billion as of December 31, 2013.

<sup>3</sup> Comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

<sup>4</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>5</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

The above table gives an overview of our credit exposure by geographical region, allocated based on the counterparty's country of domicile, see also section "Credit Exposure to Certain Eurozone Countries" of this report for a detailed discussion of the "country of domicile view".

Our largest concentration of credit risk within loans from a regional perspective is in our home market Germany, with a significant share in households, which includes the majority of our mortgage lending business.

Within the OTC derivatives business, tradable assets as well as repo and repo-style transactions, our largest concentrations from a regional perspective were in Western Europe (excluding Germany) and North America. From the industry perspective, exposures from OTC derivative, tradable assets as well as repo and repo-style transactions have a significant share in highly rated banks and insurance companies. For tradable assets, a large proportion of exposure also with public sector companies.

As of December 31, 2014 our loan book increased to € 411 billion (versus € 382 billion as of December 31, 2013) mainly in North America and Western Europe (excluding Germany) with other, households and manufacturing experiencing largest increases. The increase in loans for Luxembourg is due to ETF related collateral restructuring within CB&S which involved replacing our physical securities exposure by entering into fully funded total returns swaps. The decrease in repo and repo-style transactions (€ 73 billion) was primarily in positions with banks and insurance companies within Western Europe (excluding Germany) and North America coupled with an increase in irrevocable lending commitments (€ 17 billion) mainly in North America. Credit exposure to Russia has decreased by € 1 billion to € 5 billion as a result of successful de-risking and is focused

on corporates in strategic important industry sectors. Credit exposure to Ukraine is relatively small at € 370 million.

### Credit Exposure to Certain Eurozone Countries

Certain eurozone countries are presented within the tables below due to concerns relating to sovereign risk. This heightened risk is driven by a number of factors impacting the associated sovereign including high public debt levels and/or large deficits, limited access to capital markets, proximity of debt repayment dates, poor economic fundamentals and outlook (including low gross domestic product growth, weak competitiveness, high unemployment and political uncertainty). Fundamentals have improved to some extent, with the growth outlook for these economies stabilising, competitiveness improving and external imbalances (i.e., current account deficits) narrowing. This adjustment process has been supported by the ECB's Outright Monetary Transactions (OMT) program and the European Stability Mechanism (ESM) which have provided a credible (if untested) backstop and helped to contain funding costs. Although a recent Advocate General Opinion stated that the OMT program should be valid under European law, the Court of Justice of the European Union is not expected to issue a final decision until the summer of 2015. The newly announced Quantitative Easing (QE) programme will also help to lower funding costs across the Eurozone. The effectiveness of these measures so far has limited the contagion to other Eurozone bond markets. This has occurred despite the rising uncertainty around the future of Greece's program following Syriza's election victory in January 2015.

For the presentation of our exposure to these certain eurozone countries we apply two general concepts as follows:

- In our "risk management view", we consider the domicile of the group parent, thereby reflecting the one obligor principle. All facilities to a group of borrowers which are linked to each other (i.e., by one entity holding a majority of the voting rights or capital of another) are consolidated under one obligor. This group of borrowers is usually allocated to the country of domicile of the respective parent company. As an example, a loan to a counterparty in Spain is Spanish risk as per a domicile view but considered a German risk from a risk management perspective if the respective counterparty is linked to a parent company domiciled in Germany following the above-mentioned one obligor principle. In this risk management view we also consider derivative netting and present exposures net of hedges and collateral. The collateral valuations follow the same stringent approach and principles as outlined separately. Also, in our risk management we classify exposure to special purpose entities based on the domicile of the underlying assets as opposed to the domicile of the special purpose entities. Additional considerations apply for structured products. If, for example, a structured note is issued by a special purpose entity domiciled in Ireland, it will be considered an Irish risk in a "country of domicile" view, but if the underlying assets collateralizing the structured note are German mortgage loans, then the exposure would be included as German risk in the "risk management" view.
- In our "country of domicile view" we aggregate credit risk exposures to counterparties by allocating them to the domicile of the primary counterparty, irrespective of any link to other counterparties, or in relation to credit default swaps underlying reference assets from, these eurozone countries. Hence we also include counterparties whose group parent is located outside of these countries and exposures to special purpose entities whose underlying assets are from entities domiciled in other countries.

### Net credit risk exposure with certain eurozone countries – Risk Management View

in € m.	Dec 31, 2014	Dec 31, 2013
Greece	416	466
Ireland	750	455
Italy	14,808	15,419
Portugal	1,002	708
Spain	8,273	9,886
<b>Total</b>	<b>25,249</b>	<b>26,935</b>

Net credit risk exposure is down € 1.7 billion since year-end 2013. This was mainly driven by decreases across Spain and Italy mostly from reductions in our Sovereign exposure, partly offset by increases in Ireland and Portugal mainly driven by higher traded credit positions.

Our above exposure is principally to highly diversified, low risk retail portfolios and small and medium enterprises in Italy and Spain, as well as stronger corporate and diversified mid-cap clients. Our financial institutions exposure is predominantly geared towards larger banks in Spain and Italy, typically collateralised. Sovereign exposure is at what we view as a manageable level absent more generalized contagion spreading after an adverse event such as a Greek exit from the euro.

The following tables, which are based on the country of domicile view, present our gross position, the included amount thereof of undrawn exposure and our net exposure to these Eurozone countries. The gross exposure reflects our net credit risk exposure grossed up for net credit derivative protection purchased with underlying reference assets domiciled in one of these countries, guarantees received and collateral. Such collateral is particularly held with respect to the retail portfolio, but also for financial institutions predominantly based on derivative margining arrangements, as well as for corporates. In addition the amounts also reflect the allowance for credit losses. In some cases, our counterparties' ability to draw on undrawn commitments is limited by terms included in the specific contractual documentation. Net credit exposures are presented after effects of collateral held, guarantees received and further risk mitigation, including net notional amounts of credit derivatives for protection sold/(bought). The provided gross and net exposures to certain European countries do not include credit derivative tranches and credit derivatives in relation to our correlation business which, by design, is structured to be credit risk neutral. Additionally the tranche and correlated nature of these positions does not allow a meaningful disaggregated notional presentation by country, e.g., as identical notional exposures represent different levels of risk for different tranche levels.

#### Gross position, included undrawn exposure and net exposure to certain eurozone countries – Country of Domicile View

in € m.	Sovereign		Financial Institutions		Corporates		Retail		Other		Total <sup>1</sup>	
	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013
<b>Greece</b>												
Gross	100	52	716	605	1,176	1,338	8	9	34	0	2,033	2,004
Undrawn	0	0	20	18	72	101	3	3	0	0	95	122
Net	89	52	107	23	134	214	3	3	34	0	367	291
<b>Ireland</b>												
Gross	553	765	1,100	721	8,282	6,177	40	48	2,350 <sup>2</sup>	1,958 <sup>2</sup>	12,325	9,669
Undrawn	0	0	48	6	2,257	1,680	1	1	476 <sup>2</sup>	358 <sup>2</sup>	2,783	2,045
Net	(21)	175	524	438	5,154	4,537	5	9	2,350 <sup>2</sup>	1,951 <sup>2</sup>	8,012	7,110
<b>Italy</b>												
Gross	4,673	1,900	5,736	5,232	8,512	8,400	19,330	19,650	1,310	648	39,560	35,830
Undrawn	0	0	952	955	3,064	3,407	199	190	28	2	4,242	4,554
Net	244	1,374	3,431	2,500	5,900	6,529	6,768	6,994	1,229	572	17,573	17,969
<b>Portugal</b>												
Gross	(5)	38	404	257	1,053	1,392	2,023	2,163	205	78	3,680	3,928
Undrawn	0	0	37	36	122	172	31	28	0	0	191	237
Net	(76)	25	357	221	504	849	221	282	205	78	1,210	1,466
<b>Spain</b>												
Gross	696	1,473	2,465	3,349	9,345	9,288	10,585	10,721	840	637	23,931	25,468
Undrawn	0	4	738	662	3,832	3,321	481	521	16	3	5,068	4,510
Net	275	1,452	2,084	2,389	6,834	6,436	1,894	2,060	792	502	11,879	12,839
<b>Total gross</b>	<b>6,018</b>	<b>4,228</b>	<b>10,421</b>	<b>10,164</b>	<b>28,368</b>	<b>26,595</b>	<b>31,986</b>	<b>32,591</b>	<b>4,738</b>	<b>3,321</b>	<b>81,530</b>	<b>76,899</b>
<b>Total undrawn</b>	<b>0</b>	<b>4</b>	<b>1,795</b>	<b>1,677</b>	<b>9,348</b>	<b>8,680</b>	<b>715</b>	<b>743</b>	<b>520</b>	<b>364</b>	<b>12,378</b>	<b>11,468</b>
<b>Total net<sup>3</sup></b>	<b>511</b>	<b>3,078</b>	<b>6,504</b>	<b>5,572</b>	<b>18,526</b>	<b>18,566</b>	<b>8,892</b>	<b>9,347</b>	<b>4,609</b>	<b>3,103</b>	<b>39,041</b>	<b>39,666</b>

<sup>1</sup> Approximately 56 % of the overall net exposure as of December 31, 2014 will mature within the next five years.

<sup>2</sup> Other exposures to Ireland include exposures to counterparties where the domicile of the group parent is located outside of Ireland as well as exposures to special purpose entities whose underlying assets are from entities domiciled in other countries.

<sup>3</sup> Total net exposure excludes credit valuation reserves for derivatives amounting to € 300 million as of December 31, 2014 and € 136 million as of December 31, 2013.

Total net exposure to the above selected eurozone countries decreased by € 625 million in 2014 driven largely by reductions in exposure to Spain and Italy, primarily related to sovereign, but also to retail clients, partially offset by higher exposure to financial institutions primarily in Italy.

#### Aggregate net credit risk to certain eurozone countries by type of financial instrument

in € m.	Financial assets carried at amortized cost			Financial assets measured at fair value	Financial instruments at fair value through profit or loss		Dec 31, 2014
	Loans before loan loss allowance	Loans after loan loss allowance	Other <sup>1</sup>	Financial assets available for sale <sup>2</sup>	Derivatives	Other	
Greece	201	182	92	0	85	28	387
Ireland	2,101	2,068	2,707	481	843	1,728	7,827
Italy	10,785	9,775	3,791	672	4,071	3,085	21,393
Portugal	639	588	306	20	36	558	1,507
Spain	5,622	4,983	3,642	231	510	2,015	11,381
<b>Total</b>	<b>19,348</b>	<b>17,595</b>	<b>10,537</b>	<b>1,404</b>	<b>5,545</b>	<b>7,414</b>	<b>42,496</b>

<sup>1</sup> Primarily includes contingent liabilities and undrawn lending commitments.

<sup>2</sup> Excludes equities and other equity interests.

<sup>3</sup> After loan loss allowances.

in € m.	Financial assets carried at amortized cost			Financial assets measured at fair value	Financial instruments at fair value through profit or loss		Dec 31, 2013
	Loans before loan loss allowance	Loans after loan loss allowance	Other <sup>1</sup>	Financial assets available for sale <sup>2</sup>	Derivatives	Other	
Greece	240	207	15	5	7	69	302
Ireland	1,342	1,332	2,840	502	800	1,518	6,993
Italy	10,678	9,735	4,143	875	3,559	(176)	18,136
Portugal	686	640	400	34	94	538	1,706
Spain	6,214	5,460	3,386	1,015	510	1,483	11,853
<b>Total</b>	<b>19,159</b>	<b>17,373</b>	<b>10,784</b>	<b>2,431</b>	<b>4,970</b>	<b>3,432</b>	<b>38,990</b>

<sup>1</sup> Primarily includes contingent liabilities and undrawn lending commitments.

<sup>2</sup> Excludes equities and other equity interests.

<sup>3</sup> After loan loss allowances.

The above tables exclude credit derivative exposure, which is separately reported in the following table. For our credit derivative exposure with these eurozone countries we present the notional amounts for protection sold and protection bought on a gross level as well as the resulting net notional position and its fair value.

#### Credit derivative exposure with underlying assets domiciled in certain eurozone countries

in € m.	Notional amounts			Dec 31, 2014
	Protection sold	Protection bought	Net protection sold/(bought)	
				Net fair value
Greece	901	(921)	(20)	2
Ireland	4,344	(4,158)	186	4
Italy	41,433	(45,253)	(3,821)	156
Portugal	5,876	(6,173)	(297)	6
Spain	18,061	(17,563)	498	10
<b>Total</b>	<b>70,614</b>	<b>(74,068)</b>	<b>(3,454)</b>	<b>177</b>

in € m.	Notional amounts			Dec 31, 2013
	Protection sold	Protection bought	Net protection sold/(bought)	
				Net fair value
Greece	1,260	(1,271)	(11)	(1)
Ireland	7,438	(7,321)	117	0
Italy	60,203	(60,370)	(167)	100
Portugal	10,183	(10,432)	(250)	7
Spain	28,452	(27,466)	986	(4)
<b>Total</b>	<b>107,536</b>	<b>(106,860)</b>	<b>675</b>	<b>101</b>

In line with common industry practice, we use credit default swaps (CDS) as one important instrument to manage credit risk in order to avoid any undue concentrations in the credit portfolio. CDS contracts are governed by standard ISDA documentation which defines trigger events which result in settlement payouts. Examples of

these triggers include bankruptcy of the reference entity, failure of reference entity to meeting contractual obligations (i.e., interest or principal repayment) and debt restructuring of the reference entity. These triggers also apply to credit default protection contracts sold. Our purchased credit default swap protection acting as a risk mitigant is predominantly issued by highly rated financial institutions governed under collateral agreements. While we clearly focus on net risk including hedging/collateral we also review our gross positions before any CDS hedging in reflection of the potential risk that a CDS trigger event does not occur as expected.

The exposures associated with these countries noted above are managed and monitored using the credit process explained within the “Credit Risk” section of this Risk Report including detailed counterparty ratings, ongoing counterparty monitoring as well as our framework for managing concentration risk as documented within our “Country Risk” and “Industry Risk” sections as outlined above. This framework is complemented by regular management reporting including targeted portfolio reviews of these countries and portfolio de-risking initiatives.

For credit protection purposes we strive to avoid any maturity mismatches. However, this depends on the availability of required hedging instruments in the market. Where maturity mismatches cannot be avoided, these positions are tightly monitored. We take into account the sensitivities of hedging instruments and underlying assets to neutralize the maturity mismatch.

Our governance framework is intended to enable adequate preparation for and an ability to manage euro crisis events in terms of risk mitigation and operational contingency measures, which we consider to have been effective when Cyprus stresses escalated, with close coordination between Risk, Legal, business and other infrastructure functions to promote consistent operational and strategic responses across the Bank.

Overall, we have managed our exposures to GIIPS countries since the early stages of the debt crisis and believe our credit portfolio to be well-positioned following selective early de-risking focused on sovereign risk and weaker counterparties.

### Sovereign Credit Risk Exposure to Certain Eurozone Countries

The amounts below reflect a net “country of domicile view” of our sovereign exposure.

#### Sovereign credit risk exposure to certain eurozone countries

in € m.	Dec 31, 2014				Dec 31, 2013			
	Direct Sovereign exposure <sup>1</sup>	Net Notional of CDS referencing sovereign debt	Net sovereign exposure	Memo Item: Net fair value of CDS referencing sovereign debt <sup>2</sup>	Direct Sovereign exposure <sup>1</sup>	Net Notional of CDS referencing sovereign debt	Net sovereign exposure	Memo Item: Net fair value of CDS referencing sovereign debt <sup>2</sup>
Greece	100	(11)	89	1	52	0	52	2
Ireland	(26)	4	(21)	2	61	114	175	0
Italy	4,600	(4,356)	244	133	1,861	(487)	1,374	116
Portugal	(5)	(71)	(76)	2	38	(12)	25	4
Spain	688	(413)	275	1	1,193	259	1,452	(4)
<b>Total</b>	<b>5,358</b>	<b>(4,848)</b>	<b>511</b>	<b>139</b>	<b>3,205</b>	<b>(126)</b>	<b>3,078</b>	<b>118</b>

<sup>1</sup> Includes debt classified as financial assets/liabilities at fair value through profit or loss, available for sale and loans carried at amortized cost.

<sup>2</sup> The amounts reflect the net fair value (i.e., counterparty credit risk) in relation to credit default swaps referencing sovereign debt of the respective country.

The reduction in net sovereign credit exposure compared with year-end 2013 mainly reflects movements from trading debt securities and derivative positions. Net sovereign exposure for Italy declined since year-end 2013 as increases in direct sovereign exposure resulting from reduced short bond positions were more than offset by higher net hedge positions mostly due to lower CDS protection sold. The decrease of our direct sovereign exposure to Spain primarily reflects exposure changes in trading debt securities. The increase in Greece is mainly attributable to derivative positions.

The above mentioned direct sovereign exposure included exposure at amortized cost to sovereigns which, as of December 31, 2014, amounted to € 1.3 billion out of which the carrying value of loans held at amortized cost to sovereigns amounted to € 279 million for Italy and € 580 million for Spain.

Fair value of sovereign credit risk exposure to certain eurozone countries classified as financial assets at fair value through profit or loss

in € m.	Dec 31, 2014			Dec 31, 2013		
	Fair value of sovereign debt	Fair value of derivatives with sovereign counterparties (net position) <sup>1</sup>	Total fair value of sovereign exposures	Fair value of sovereign debt	Fair value of derivatives with sovereign counterparties (net position) <sup>1</sup>	Total fair value of sovereign exposures
Greece	20	80	100	52	0	52
Ireland	(22)	0	(22)	67	1	69
Italy	385 <sup>2</sup>	3,459	3,844	(1,959) <sup>2</sup>	2,997	1,038
Portugal	(8)	0	(8)	(35)	70	34
Spain	66	20	86	543	22	565
<b>Total</b>	<b>441</b>	<b>3,559</b>	<b>4,000</b>	<b>(1,332)</b>	<b>3,090</b>	<b>1,757</b>

<sup>1</sup> Includes the impact of master netting and collateral arrangements.

<sup>2</sup> Long sovereign debt position for Italy predominantly related to structured trades with corresponding credit derivatives offset.

Sovereign credit risk exposure to certain eurozone countries classified as financial assets available for sale

in € m.	Dec 31, 2014			Dec 31, 2013		
	Fair value of sovereign debt	Original carrying amount	Accumulated impairment losses recognized in net income (after tax)	Fair value of sovereign debt	Original carrying amount	Accumulated impairment losses recognized in net income (after tax)
Greece	0	0	0	0	0	0
Ireland	0	0	0	0	0	0
Italy	77	81	0	97	101	0
Portugal	4	4	0	3	3	0
Spain	0	0	0	0	0	0
<b>Total</b>	<b>81</b>	<b>85</b>	<b>0</b>	<b>101</b>	<b>105</b>	<b>0</b>

Credit Exposure from Lending

Our lending businesses are subject to credit risk management processes, both at origination and on an ongoing basis. An overview of these processes is described in the “Credit Risk” section of this Risk Report.

Loan book categories segregated into a lower, medium and higher risk bucket

in € m.	Dec 31, 2014		Dec 31, 2013 <sup>1</sup>	
	Total	thereof: Non-Core	Total	thereof: Non-Core
<b>Lower risk bucket:</b>				
PBC Mortgages	157,099	6,637	154,444	7,372
Investment-Grade/Postbank Non-Retail	30,604	465	30,751	1,077
GTB	77,334	0	72,868	0
Deutsche AWM	39,298	622	33,147	934
PBC small corporates	17,640	140	16,601	280
Government collateralized/structured transactions <sup>2</sup>	40	0	33	0
Corporate Investments	33	33	28	28
<b>Sub-total lower risk bucket</b>	<b>322,048</b>	<b>7,897</b>	<b>307,871</b>	<b>9,690</b>
<b>Moderate risk bucket:</b>				
PBC Consumer Finance	20,188	412	20,204	796
Asset Finance (Deutsche Bank sponsored conduits)	13,961	2,648	12,728	2,832
Collateralized hedged structured transactions	21,394	3,422	11,470	3,328
Financing of pipeline assets <sup>3</sup>	0	0	375	22
<b>Sub-total moderate risk bucket</b>	<b>55,543</b>	<b>6,482</b>	<b>44,778</b>	<b>6,977</b>
<b>Higher risk bucket:</b>				
Commercial Real Estate <sup>4</sup>	17,406	1,010	15,832	3,410
Leveraged Finance <sup>5</sup>	4,877	229	4,707	633
Other <sup>6</sup>	10,951	2,432	8,983	2,504
<b>Sub-total higher risk bucket</b>	<b>33,234</b>	<b>3,670</b>	<b>29,522</b>	<b>6,548</b>
<b>Total loan book</b>	<b>410,825</b>	<b>18,049</b>	<b>382,171</b>	<b>23,215</b>

<sup>1</sup> Prior year numbers were not restated to reflect business segment structure as of December 31, 2014, as it would require a disproportionate effort.

<sup>2</sup> Loans largely unwound in March 2013.

<sup>3</sup> Thereof vendor financing on loans sold in Leveraged Finance amounting to € 0 million and in Commercial Real Estate amounting to € 0 million as of December 31, 2014 (€ 353 million and € 22 million as of December 31, 2013, respectively).

<sup>4</sup> Includes loans from CMBS securitizations. Commercial Real Estate is based on business unit classification, irrespective of counterparty industry classification. The industry contributing most is “Commercial real estate activities” (€ 13.9 billion as of December 31, 2014).

<sup>5</sup> Includes loans managed by CPSG.

<sup>6</sup> Includes other smaller loans predominantly in our CB&S business division.



Our exposure in collateralized hedged structured transactions increased by € 10 billion at December 31, 2014 compared with prior year-end. This increase is predominantly driven by ETF related collateral restructuring within CB&S which resulted in replacing our physical securities exposure by entering into fully funded total returns swaps.

The majority of our low risk exposures is associated with our PBC retail banking activities. 78 % of our loan book at December 31, 2014 was in the low risk category.

Our higher risk bucket mainly relates to commercial real estate exposures which increased by € 1.6 billion at December 31, 2014 compared with prior year-end. Our credit risk management approach puts strong emphasis specifically on the portfolios we deem to be of higher risk. Portfolio strategies and credit monitoring controls are in place for these portfolios.

#### Impaired loans and allowance for loan losses for our higher-risk loan bucket

in € m.	Dec 31, 2014				Dec 31, 2013			
	Impaired loans	Total Allowance for loan losses	Impaired loans	thereof: Non-Core Allowance for loan losses	Impaired loans	Total Allowance for loan losses	Impaired loans	thereof: Non-Core Allowance for loan losses
Commercial Real Estate	775	321	486	181	1,592	698	1,109	443
Leveraged Finance	48	69	43	29	119	116	0	1
Other	355	188	351	158	403	136	372	127
<b>Total</b>	<b>1,178</b>	<b>578</b>	<b>880</b>	<b>368</b>	<b>2,114</b>	<b>951</b>	<b>1,481</b>	<b>570</b>

In 2014, impaired loans as well as allowance for loan losses significantly decreased by 44 % and 39 % respectively, driven by exposure reductions and charge-off of allowances in Commercial Real Estate in NCOU, reflecting among other factors disposals as well as the consolidation of borrowers under IFRS 10.

#### Credit Exposure Classification

We also classify our credit exposure under two broad headings: consumer credit exposure and corporate credit exposure.

- Our consumer credit exposure consists of our smaller-balance standardized homogeneous loans, primarily in Germany, Italy and Spain, which include personal loans, residential and non-residential mortgage loans, overdrafts and loans to self-employed and small business customers of our private and retail business.
- Our corporate credit exposure consists of all exposures not defined as consumer credit exposure.

#### Corporate Credit Exposure

The tables below show our Corporate Credit Exposure by product types and internal rating bands. Please refer to sections “Credit Risk Ratings” and “Rating Governance” for more details about our internal ratings.

**Main corporate credit exposure categories according to our internal creditworthiness categories of our counterparties – gross**

in € m.  
(unless stated otherwise)

							Dec 31, 2014
Ratingband	Probability of default in % <sup>1</sup>	Loans <sup>2</sup>	Irrevocable lending commitments <sup>3</sup>	Contingent liabilities	OTC derivatives <sup>4</sup>	Debt securities available for sale	Total
iAAA–iAA	0.00–0.04	46,493	22,938	6,281	23,068	50,808	149,589
iA	0.04–0.11	44,799	39,336	17,696	9,469	3,371	114,670
iBBB	0.11–0.5	54,167	40,145	20,190	7,810	1,746	124,057
iBB	0.5–2.27	50,183	31,492	11,640	3,926	3,140	100,380
iB	2.27–10.22	19,359	18,924	4,929	2,253	17	45,482
iCCC and below	10.22–100	9,417	1,612	1,352	552	50	12,983
<b>Total</b>		<b>224,418</b>	<b>154,446</b>	<b>62,087</b>	<b>47,078</b>	<b>59,132</b>	<b>547,161</b>

<sup>1</sup> Probability of default on a 12 month basis.

<sup>2</sup> Includes impaired loans mainly in category iCCC and below amounting to € 5.6 billion as of December 31, 2014.

<sup>3</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.4 billion as of December 31, 2014.

<sup>4</sup> Includes the effect of netting agreements and cash collateral received where applicable.

in € m.  
(unless stated otherwise)

							Dec 31, 2013
Ratingband	Probability of default in % <sup>1</sup>	Loans <sup>2</sup>	Irrevocable lending commitments <sup>3,4</sup>	Contingent liabilities	OTC derivatives <sup>5</sup>	Debt securities available for sale	Total
iAAA–iAA	0.00–0.04	33,213	19,794	8,318	19,222	35,699	116,246
iA	0.04–0.11	43,193	32,452	19,285	11,934	5,332	112,197
iBBB	0.11–0.5	50,441	39,216	20,234	6,700	1,764	118,354
iBB	0.5–2.27	43,529	28,523	11,604	4,775	920	89,351
iB	2.27–10.22	16,173	15,857	4,382	1,711	443	38,566
iCCC and below	10.22–100	11,076	1,360	1,807	374	85	14,702
<b>Total</b>		<b>197,625</b>	<b>137,202</b>	<b>65,630</b>	<b>44,716</b>	<b>44,242</b>	<b>489,416</b>

<sup>1</sup> Probability of default on a 12 month basis.

<sup>2</sup> Includes impaired loans mainly in category iCCC and below amounting to € 5.9 billion as of December 31, 2013.

<sup>3</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.8 billion as of December 31, 2013.

<sup>4</sup> Comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

<sup>5</sup> Includes the effect of netting agreements and cash collateral received where applicable.

The above table shows an overall increase in our corporate credit exposure in 2014 of € 57.7 billion or 11.8 %. The increase in loans of € 26.8 billion was mainly attributable to North America and Asia driven by the bank's growth strategy in this region. This includes a significant increase of € 13.3 billion in the strongest rating band, which is mainly driven by collateral restructuring related to ETF business within CB&S. Debt securities available for sale increased by € 14.9 billion mainly driven by a € 12 billion increase in highly liquid securities held in the Group's Strategic Liquidity Reserve. These increases are the result of the ongoing optimization of our liquidity reserves. The increase in debt securities available for sale is almost entirely related to the top rating band. The quality of the corporate credit exposure before risk mitigation has remained stable at 71 % share of investment-grade rated exposures compared to December 31, 2013.

We use risk mitigation techniques as described above to optimize our corporate credit exposure and reduce potential credit losses. The tables below disclose the development of our corporate credit exposure net of collateral, guarantees and hedges.

**Main corporate credit exposure categories according to our internal creditworthiness categories of our counterparties – net**

in € m.  
(unless stated otherwise)

							Dec 31, 2014 <sup>1</sup>
Ratingband	Probability of default in % <sup>2</sup>	Loans	Irrevocable lending commitments	Contingent liabilities	OTC derivatives	Debt securities available for sale	Total
iAAA–iAA	0.00–0.04	33,582	19,407	4,282	15,843	50,808	123,922
iA	0.04–0.11	29,585	36,137	15,268	3,957	3,370	88,318
iBBB	0.11–0.5	28,354	35,807	16,377	6,487	1,746	88,771
iBB	0.5–2.27	24,635	29,634	7,274	2,746	3,140	67,428
iB	2.27–10.22	8,582	17,514	2,865	2,164	17	31,143
iCCC and below	10.22–100	4,308	1,451	556	552	50	6,917
<b>Total</b>		<b>129,046</b>	<b>139,950</b>	<b>46,622</b>	<b>31,748</b>	<b>59,131</b>	<b>406,498</b>

<sup>1</sup> Net of eligible collateral, guarantees and hedges based on IFRS requirements.

<sup>2</sup> Probability of default on a 12 month basis.

in € m.  
(unless stated otherwise)

Dec 31, 2013<sup>1</sup>

Ratingband	Probability of default in % <sup>2</sup>	Loans	Irrevocable lending commitments <sup>3</sup>	Contingent liabilities	OTC derivatives	Debt securities available for sale	Total
iAAA–iAA	0.00–0.04	21,474	16,606	5,589	15,901	35,669	95,238
iA	0.04–0.11	28,001	27,946	15,893	8,183	5,332	85,355
iBBB	0.11–0.5	24,302	33,157	15,410	5,878	1,744	80,491
iBB	0.5–2.27	20,835	24,330	6,814	3,694	912	56,584
iB	2.27–10.22	6,257	14,313	2,535	1,536	443	25,084
iCCC and below	10.22–100	4,947	1,160	781	362	25	7,274
<b>Total</b>		<b>105,815</b>	<b>117,511</b>	<b>47,022</b>	<b>35,554</b>	<b>44,125</b>	<b>350,027</b>

<sup>1</sup> Net of eligible collateral, guarantees and hedges based on IFRS requirements.

<sup>2</sup> Probability of default on a 12 month basis.

<sup>3</sup> Comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

The corporate credit exposure net of collateral amounted to € 406.5 billion as of December 31, 2014 resulting in a risk mitigation of 26 % or € 140.7 billion compared to the corporate gross exposure. This includes a more significant reduction of 42 % for our loans exposure which includes a reduction by 54 % for the lower rated sub-investment-grade rated loans and 37 % for the higher rated investment-grade loans. The risk mitigation in the weakest rating band was 47 %, which was significantly higher than 17 % in the strongest rating band.

The risk mitigation of € 140.7 billion is split into 31 % guarantees and hedges and 69 % other collateral.

#### CPSG Risk Mitigation for the Corporate Credit Exposure

Our Credit Portfolio Strategies Group (“CPSG”) helps mitigate the risk of our corporate credit exposures. The notional amount of CPSG’s risk reduction activities increased by 13 % from € 33.8 billion as of December 31, 2013, to € 38.2 billion as of December 31, 2014, due to an increase in the notional of loans requiring hedging and an increase in hedges used to manage market risk.

As of year-end 2014, CPSG held credit derivatives with an underlying notional amount of € 6.8 billion. The position totaled € 10.4 billion as of December 31, 2013. The credit derivatives used for our portfolio management activities are accounted for at fair value.

CPSG also mitigated the credit risk of € 31.4 billion of loans and lending-related commitments as of December 31, 2014, through synthetic collateralized loan obligations supported predominantly by financial guarantees and, to a lesser extent, credit derivatives for which the first loss piece has been sold. This position totaled € 23.4 billion as of December 31, 2013.

CPSG has elected to use the fair value option under IAS 39 to report loans and commitments at fair value, provided the criteria for this option are met. The notional amount of CPSG loans and commitments reported at fair value decreased during the year to € 14.1 billion as of December 31, 2014, from € 25.5 billion as of December 31, 2013. By reporting loans and commitments at fair value, CPSG has significantly reduced profit and loss volatility that resulted from the accounting mismatch that existed when all loans and commitments were reported at amortized cost while derivative hedges are reported at fair value.

## Consumer Credit Exposure

In our consumer credit exposure we monitor consumer loan delinquencies in terms of loans that are 90 days or more past due and net credit costs, which are the annualized net provisions charged after recoveries.

### Consumer credit exposure, consumer loan delinquencies and net credit costs

	Total exposure in € m.		90 days or more past due as a % of total exposure <sup>1</sup>		Net credit costs as a % of total exposure	
	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013
Consumer credit exposure Germany:						
Consumer and small business financing	147,647	145,929	1.15	1.23	0.22	0.23
Mortgage lending	19,980	20,778	3.93	3.81	1.09	1.04
	127,667	125,151	0.71	0.81	0.08	0.10
Consumer credit exposure outside Germany						
Consumer and small business financing	38,761	38,616	5.35	5.38	0.69	0.76
Mortgage lending	11,913	12,307	11.19	11.34	1.64	1.75
	26,848	26,309	2.76	2.60	0.26	0.29
<b>Total consumer credit exposure<sup>2</sup></b>	<b>186,408</b>	<b>184,545</b>	<b>2.02</b>	<b>2.10</b>	<b>0.32</b>	<b>0.34</b>

<sup>1</sup> Retrospective as per December 31, 2013, the 90 days or more past due volume of Postbank Consumer Credit Exposure Germany was restated by € 626 million (or 0.43 % of total Consumer Credit Exposure in Germany) erroneously not included in prior disclosure.

<sup>2</sup> Includes impaired loans amounting to € 4.4 billion as of December 31, 2014 and € 4.2 billion as of December 31, 2013.

The volume of our consumer credit exposure increased from year-end 2013 to year-end 2014 by € 1.9 billion, or 1.0 %, mainly driven by mortgage lending in Germany which increased by € 2.5 billion; partly offset by decrease of the consumer and small business financing exposure, driven by a sale of acquired receivables at Postbank. Outside Germany, the consumer credit exposure in India increased by € 298 million and in Poland by € 209 million. The credit exposure in Portugal decreased by € 186 million.

The 90 days or more past due ratio of our consumer credit exposure decreased from 2.10 % as per year-end 2013 to 2.02 % as per year-end 2014. The 90 days or more past due ratio in the consumer and small business financing in Germany increased, driven by the aforementioned total volume decrease in the Postbank portfolio, more than compensated for by improved German mortgage lending. The 90 days or more past due ratio in consumer and small business financing outside Germany benefited from a sale of non-performing loans in the third quarter in Italy, while the ratio for Mortgage lending outside Germany increased driven by overdue exposures in Postbank Italy.

The total net credit costs as a percentage of our consumer credit exposure decreased from 0.34 % as per year-end 2013 to 0.32 % as per year-end 2014. The slight increase of net credit costs as a percentage of Consumer and small business financing in Germany compared to last year is driven by a higher positive effect from non-performing loan sales in 2013, which was more than compensated for by the favourable environment for our German mortgages business. The decrease of this ratio outside Germany compared to last year is positively impacted from the aforementioned non-performing loan sale in Italy in the third quarter 2014.

#### Consumer mortgage lending exposure grouped by loan-to-value buckets<sup>1</sup>

	Dec 31, 2014	Dec 31, 2013
≤ 50 %	68 %	69 %
> 50 ≤ 70 %	16 %	16 %
> 70 ≤ 90 %	9 %	9 %
> 90 ≤ 100 %	2 %	2 %
> 100 ≤ 110 %	1 %	1 %
> 110 ≤ 130 %	1 %	1 %
> 130 %	1 %	1 %

<sup>1</sup> When assigning the exposure to the corresponding LTV buckets, the exposure amounts are distributed according to their relative share of the underlying assessed real estate value.

The LTV expresses the amount of exposure as a percentage of assessed value of real estate.

Our LTV ratios are calculated using the total exposure divided by the current assessed value of the respective properties. These values are updated on a regular basis. The exposure of transactions that are additionally backed by liquid collaterals is reduced by the respective collateral values, whereas any prior charges increase the corresponding total exposure. The LTV calculation includes exposure which is secured by real estate collaterals. Any mortgage lending exposure that is collateralized exclusively by any other type of collateral is not included in the LTV calculation.

The creditor's creditworthiness, the LTV and the quality of collateral is an integral part of our risk management when originating loans and when monitoring and steering our credit risks. In general, we are willing to accept higher LTV's, the better the creditor's creditworthiness is. Nevertheless, restrictions of LTV apply for countries with negative economic outlook or expected declines of real estate values.

As of December 31, 2014, 68 % of our exposure related to the mortgage lending portfolio had a LTV ratio below or equal to 50 %.

#### Credit Exposure from Derivatives

Exchange-traded derivative transactions (i.e., futures and options) are regularly settled through a central counterparty, the rules and regulations of which provide for daily margining of all current and future credit risk positions emerging out of such transactions. To the extent possible, we also use central counterparty clearing services for OTC derivative transactions ("OTC clearing"); we thereby benefit from the credit risk mitigation achieved through the central counterparty's settlement system.

The Dodd-Frank Wall Street Reform and Consumer Protection Act ("DFA") introduced mandatory OTC clearing for certain standardized OTC derivative transactions in 2013, and margin requirements for uncleared OTC derivatives transactions are expected to be phased in from December 2015. The European Regulation (EU) No 648/2012 on OTC Derivatives, Central Counterparties and Trade Repositories ("EMIR") introduced a number of risk mitigation techniques for non-centrally cleared OTC derivatives in 2013 and the reporting of OTC and exchange traded derivatives in 2014. Mandatory clearing for certain standardized OTC derivatives transactions is expected to start in the second half of 2015, and margin requirements for uncleared OTC derivative transactions are expected to be phased in from December 2015.

## Notional amounts and gross market values of derivative transactions

Dec 31, 2014

in € m.	Notional amount maturity distribution				Positive market value	Negative market value	Net market value
	Within 1 year	> 1 and ≤ 5 years	After 5 years	Total			
<b>Interest rate related:</b>							
OTC	16,193,068	13,319,460	8,081,916	37,594,443	439,519	413,696	25,823
Exchange-traded	3,253,648	841,043	714	4,095,406	152	152	(1)
<b>Total Interest rate related</b>	<b>19,446,716</b>	<b>14,160,503</b>	<b>8,082,630</b>	<b>41,689,849</b>	<b>439,671</b>	<b>413,849</b>	<b>25,822</b>
<b>Currency related:</b>							
OTC	4,783,759	1,307,251	609,549	6,700,559	130,775	134,567	(3,792)
Exchange-traded	12,428	103	0	12,531	55	106	(51)
<b>Total Currency related</b>	<b>4,796,187</b>	<b>1,307,354</b>	<b>609,549</b>	<b>6,713,090</b>	<b>130,829</b>	<b>134,673</b>	<b>(3,844)</b>
<b>Equity/index related:</b>							
OTC	1,203,958	203,328	35,678	1,442,964	27,404	31,949	(4,545)
Exchange-traded	499,899	71,213	4,240	575,353	7,406	7,230	176
<b>Total Equity/index related</b>	<b>1,703,857</b>	<b>274,542</b>	<b>39,919</b>	<b>2,018,317</b>	<b>34,810</b>	<b>39,179</b>	<b>(4,369)</b>
<b>Credit derivatives</b>	<b>337,245</b>	<b>935,967</b>	<b>119,549</b>	<b>1,392,760</b>	<b>25,370</b>	<b>23,074</b>	<b>2,296</b>
<b>Commodity related:</b>							
OTC	13,708	2,549	7,115	23,371	2,030	1,804	226
Exchange-traded	89,656	22,218	66	111,939	605	697	(92)
<b>Total Commodity related</b>	<b>103,364</b>	<b>24,766</b>	<b>7,181</b>	<b>135,311</b>	<b>2,635</b>	<b>2,501</b>	<b>134</b>
<b>Other:</b>							
OTC	34,340	8,945	0	43,285	1,017	1,929	(912)
Exchange-traded	9,186	1,037	0	10,223	28	60	(32)
<b>Total Other</b>	<b>43,526</b>	<b>9,982</b>	<b>0</b>	<b>53,509</b>	<b>1,045</b>	<b>1,989</b>	<b>(944)</b>
<b>Total OTC business</b>	<b>22,566,078</b>	<b>15,777,500</b>	<b>8,853,806</b>	<b>47,197,384</b>	<b>626,115</b>	<b>607,019</b>	<b>19,096</b>
<b>Total exchange-traded business</b>	<b>3,864,818</b>	<b>935,614</b>	<b>5,021</b>	<b>4,805,453</b>	<b>8,246</b>	<b>8,246</b>	<b>0</b>
<b>Total</b>	<b>26,430,896</b>	<b>16,713,114</b>	<b>8,858,826</b>	<b>52,002,836</b>	<b>634,361</b>	<b>615,265</b>	<b>19,096</b>
<b>Positive market values after netting and cash collateral received</b>					<b>49,416</b>		

Dec 31, 2013

in € m.	Notional amount maturity distribution				Positive market value	Negative market value <sup>1</sup>	Net market value <sup>1</sup>
	Within 1 year	> 1 and ≤ 5 years	After 5 years	Total			
<b>Interest rate related:</b>							
OTC	13,773,939	16,401,710	10,438,348	40,613,997	333,660	305,152	28,508
Exchange-traded	2,770,393	1,568,462	8,838	4,347,694	387	379	8
<b>Total Interest rate related</b>	<b>16,544,331</b>	<b>17,970,173</b>	<b>10,447,186</b>	<b>44,961,690</b>	<b>334,047</b>	<b>305,531</b>	<b>28,517</b>
<b>Currency related:</b>							
OTC	4,000,994	1,433,173	628,773	6,062,940	96,805	99,182	(2,376)
Exchange-traded	27,390	350	0	27,739	42	60	(18)
<b>Total Currency related</b>	<b>4,028,383</b>	<b>1,433,523</b>	<b>628,773</b>	<b>6,090,679</b>	<b>96,848</b>	<b>99,242</b>	<b>(2,394)</b>
<b>Equity/index related:</b>							
OTC	300,884	237,554	69,688	608,126	26,462	30,534	(4,072)
Exchange-traded	443,280	69,573	3,009	515,862	8,435	5,812	2,623
<b>Total Equity/index related</b>	<b>744,164</b>	<b>307,127</b>	<b>72,697</b>	<b>1,123,988</b>	<b>34,897</b>	<b>36,346</b>	<b>(1,449)</b>
<b>Credit derivatives</b>	<b>363,890</b>	<b>1,599,773</b>	<b>148,388</b>	<b>2,112,051</b>	<b>33,461</b>	<b>32,727</b>	<b>735</b>
<b>Commodity related:</b>							
OTC	39,179	48,227	5,016	92,422	5,615	6,262	(647)
Exchange-traded	149,053	73,469	1,067	223,589	1,993	1,712	280
<b>Total Commodity related</b>	<b>188,233</b>	<b>121,696</b>	<b>6,083</b>	<b>316,012</b>	<b>7,607</b>	<b>7,974</b>	<b>(367)</b>
<b>Other:</b>							
OTC	24,935	12,571	35	37,541	1,727	2,183	(455)
Exchange-traded	8,896	1,226	0	10,122	14	42	(28)
<b>Total Other</b>	<b>33,831</b>	<b>13,797</b>	<b>35</b>	<b>47,663</b>	<b>1,741</b>	<b>2,225</b>	<b>(484)</b>
<b>Total OTC business</b>	<b>18,503,821</b>	<b>19,733,008</b>	<b>11,290,248</b>	<b>49,527,077</b>	<b>497,730</b>	<b>476,038</b>	<b>21,692</b>
<b>Total exchange-traded business</b>	<b>3,399,012</b>	<b>1,713,080</b>	<b>12,914</b>	<b>5,125,006</b>	<b>10,871</b>	<b>8,006</b>	<b>2,866</b>
<b>Total</b>	<b>21,902,833</b>	<b>21,446,088</b>	<b>11,303,162</b>	<b>54,652,083</b>	<b>508,602</b>	<b>484,044</b>	<b>24,557</b>
<b>Positive market values after netting and cash collateral received</b>					<b>50,504</b>		

<sup>1</sup> In 2014, figures for 2013 have been restated by € 3.0 billion (total) erroneously included in prior disclosure.

The following table shows a breakdown of notional amounts of OTC derivative assets and liabilities on the basis of clearing channel.

Notional amounts of OTC derivatives on basis of clearing channel and type of derivative

in € m.	Dec 31, 2014 <sup>1</sup>				Total
	Bilateral		CCP		
	Nominal	in %	Nominal	in %	
Interest rate related	15,829,914	63 %	21,764,529	98 %	37,594,443
Currency related	6,677,149	27 %	23,410	0 %	6,700,559
Equity/index related	1,442,964	6 %	0	0 %	1,442,964
Credit derivatives	1,069,035	4 %	323,725	1 %	1,392,760
Commodity related	23,352	0 %	19	0 %	23,371
Other	43,285	0 %	0	0 %	43,285
<b>Total</b>	<b>25,085,700</b>	<b>100 %</b>	<b>22,111,683</b>	<b>100 %</b>	<b>47,197,384</b>

<sup>1</sup> Due to the first time disclosure of this table resulting from EDTF recommendations, no prior year information is included in the 2014 reporting.

The notional amount of OTC derivative assets settled through central counterparties amounted to € 12.5 trillion as of December 31, 2013.

The following two tables present specific disclosures in relation to Pillar 3. Per regulation it is not required to audit Pillar 3 disclosures.

Positive market values or replacement costs of trading derivative transactions (unaudited)

in € m. <sup>1</sup>	Dec 31, 2014							Dec 31, 2013	
	Positive market values before netting and collateral agreements	Netting agreements	Eligible collateral <sup>2</sup>	Positive market values after netting and collateral agreements	Positive market values before netting and collateral agreements	Netting agreements	Eligible collateral <sup>2</sup>	Positive market values after netting and collateral agreements	
Interest rate related	435,569	366,769	52,638	16,161	327,761	269,903	41,253	16,604	
Currency related	130,528	102,537	18,004	9,988	99,782	79,101	11,203	9,478	
Equity/index related	34,810	27,663	3,417	3,730	34,566	23,542	2,590	8,434	
Credit derivatives	25,370	20,587	1,798	2,985	33,216	27,712	1,896	3,609	
Commodity related	2,635	1,231	949	456	7,536	4,954	657	1,925	
Other	1,045	804	42	199	1,728	1,402	168	158	
<b>Total</b>	<b>629,958</b>	<b>519,590</b>	<b>76,848</b>	<b>33,520</b>	<b>504,590</b>	<b>406,616</b>	<b>57,767</b>	<b>40,207</b>	

<sup>1</sup> Excludes for derivatives qualifying for hedge accounting for December 31, 2014, and December 31, 2013, respectively, € 4.4 billion (€ 4.0 billion) positive market values before netting and collateral or € 566 million (€ 493 million) positive market values after netting and collateral.

<sup>2</sup> Includes € 61.5 billion cash collateral and € 15.3 billion non-cash collateral as of December 31, 2014, and € 47.5 billion cash collateral and € 10.3 billion non-cash collateral as of December 31, 2013.

The above table shows the positive market values after netting and collateral, which represent only 5.3 % of the total IFRS positive market values. Apart from master netting agreements, we have entered into various types of collateral agreements (such as credit support annexes, "CSAs", to master agreements), with the vast majority being bilateral.

Nominal volumes of credit derivative exposure (unaudited)

Dec 31, 2014					
in € m.	Used for own credit portfolio		Acting as intermediary		Total <sup>1</sup>
	Protection bought	Protection sold	Protection bought	Protection sold	
Credit default swaps – single name	10,067	418	435,814	416,060	862,359
Credit default swaps – multi name	184	100	259,089	258,356	517,729
Total return swaps	160	30	6,748	5,734	12,672
<b>Total notional amount of credit derivatives</b>	<b>10,411</b>	<b>548</b>	<b>701,650</b>	<b>680,151</b>	<b>1,392,760</b>

<sup>1</sup> Includes credit default swaps on indices and nth-to-default credit default swaps.

Dec 31, 2013					
in € m.	Used for own credit portfolio		Acting as intermediary		Total <sup>1</sup>
	Protection bought	Protection sold	Protection bought	Protection sold	
Credit default swaps – single name	17,102	2,033	592,523	584,072	1,195,730
Credit default swaps – multi name	25,086	15,715	435,078	429,333	905,213
Total return swaps	34	843	6,282	3,950	11,108
<b>Total notional amount of credit derivatives</b>	<b>42,222</b>	<b>18,590</b>	<b>1,033,883</b>	<b>1,017,356</b>	<b>2,112,051</b>

<sup>1</sup> Includes credit default swaps on indices and nth-to-default credit default swaps.

The tables split the exposure into the part held in the regulatory banking book, which is shown under the heading “used for own credit portfolio” and the part held in the regulatory trading book, referred to as “acting as intermediary”. The decrease in credit derivatives is primarily related to our de-risking activities and reduced volumes in the credit derivatives market.

As the replacement values of derivatives portfolios fluctuate with movements in market rates and with changes in the transactions in the portfolios, we also estimate the potential future replacement costs of the portfolios over their lifetimes or, in case of collateralized portfolios, over appropriate unwind periods. We measure the potential future exposure against separate limits. We supplement the potential future exposure analysis with stress tests to estimate the immediate impact of extreme market events on our exposures (such as event risk in our Emerging Markets portfolio).

The potential future exposure measure which we use is generally given by a time profile of simulated positive market values of each counterparty’s derivatives portfolio, for which netting and collateralization are considered. For limit monitoring we employ the 95th quantile of the resulting distribution of market values, internally referred to as potential future exposure (“PFE”). The average exposure profiles generated by the same calculation process are used to derive the so-called average expected exposure (“AEE”) measure, which we use to reflect expected future replacement costs within our credit risk economic capital, and the expected positive exposure (“EPE”) measure driving our regulatory capital requirements. While AEE and EPE are generally calculated with respect to a time horizon of one year, the PFE is measured over the entire lifetime of a transaction or netting set for uncollateralized portfolios and over an appropriate unwind period for collateralized portfolios, respectively. We also employ the aforementioned calculation process to derive stressed exposure results for input into our credit portfolio stress testing.

The PFE profile of each counterparty is compared daily to a PFE limit profile set by the responsible credit officer. PFE limits are integral part of the overall counterparty credit exposure management in line with other limit types. Breaches of PFE limits at any one profile time point are highlighted for action within our credit risk management process. The EPE is directly used in the customer level calculation of the IRBA regulatory capital under the so-called internal model method (“IMM”), whereas AEE feeds as a loan equivalent into the Group’s credit portfolio model where it is combined with all other exposure to a counterparty within the respective simulation and allocation process (see the section “Monitoring and Managing Credit Risk”).



## Equity Exposure

The table below presents the carrying values of our equity investments according to IFRS definition split by trading and nontrading for the respective reporting dates. We manage our respective positions within our market risk and other appropriate risk frameworks.

### Composition of our Equity Exposure

in € m.	Dec 31, 2014	Dec 31, 2013
Trading Equities	69,831	61,393
Nontrading Equities <sup>1</sup>	6,402	5,614
<b>Total Equity Exposure</b>	<b>76,233</b>	<b>67,008</b>

<sup>1</sup> Includes equity investment funds amounting to € 338 million as of December 31, 2014 and € 695 million as of December 31, 2013.

As of December 31, 2014, our Trading Equities exposure was mainly comprised of € 65.2 billion from CB&S activities and € 4.6 billion from Deutsche AWM business. Overall Trading Equities increased by € 8.4 billion year on year driven by increased exposure in CB&S (up € 7.5 billion) and Deutsche AWM (up € 0.9 billion).

For details about our Nontrading Equities exposure see the respective section “Equity Investments Held” in our “Nontrading Market Risk” section.

## Asset Quality

This section describes the asset quality of our loans. All loans where known information about possible credit problems of borrowers causes our management to have serious doubts as to the collectability of the borrower's contractual obligations are included in this section.

### Overview of performing, renegotiated, past due and impaired loans by customer groups

in € m.	Dec 31, 2014			Dec 31, 2013 <sup>1</sup>		
	Corporate loans	Consumer loans	Total	Corporate loans	Consumer loans	Total
Loans neither past due, nor renegotiated or impaired	217,772	177,925	395,697	190,022	175,483	365,506
Past due loans, neither renegotiated nor impaired	1,307	3,652	4,959	1,293	4,446	5,739
Loans renegotiated, but not impaired	349	473	821	388	395	783
Impaired loans	4,990	4,358	9,348	5,922	4,221	10,143
<b>Total</b>	<b>224,418</b>	<b>186,408</b>	<b>410,825</b>	<b>197,625</b>	<b>184,545</b>	<b>382,171</b>

<sup>1</sup> Amounts for December 31, 2013, were adjusted up for past due loans, neither renegotiated nor impaired by € 303 million and for loans renegotiated, but not impaired by € 112 million erroneously not included in prior disclosure.

### Past Due Loans

Loans are considered to be past due if contractually agreed payments of principal and/or interest remain unpaid by the borrower, except if those loans are acquired through consolidation. The latter are considered to be past due if payments of principal and/or interest, which were expected at a certain payment date at the time of the initial consolidation of the loans, are unpaid by the borrower.

#### Non-impaired past due loans at amortized cost by past due status

in € m.	Dec 31, 2014	Dec 31, 2013 <sup>1</sup>
Loans less than 30 days past due	3,223	3,218
Loans 30 or more but less than 60 days past due	534	857
Loans 60 or more but less than 90 days past due	363	363
Loans 90 days or more past due	898	1,376
<b>Total</b>	<b>5,018</b>	<b>5,813</b>

<sup>1</sup> Amounts for December 31, 2013, were adjusted up for past due loans, neither renegotiated nor impaired by € 303 million, erroneously not included in prior disclosure.

### Non-impaired past due loans at amortized cost by industry

in € m.	Dec 31, 2014	Dec 31, 2013 <sup>1</sup>
Banks and insurance	3	32
Fund management activities	95	4
Manufacturing	141	131
Wholesale and retail trade	159	201
Households	3,388	3,906
Commercial real estate activities	801	895
Public sector	3	6
Other	429	640
<b>Total</b>	<b>5,018</b>	<b>5,813</b>

<sup>1</sup> Amounts for December 31, 2013, were adjusted up for past due loans, neither renegotiated nor impaired by € 303 million, erroneously not included in prior disclosure.

### Non-impaired past due loans at amortized cost by region

in € m.	Dec 31, 2014	Dec 31, 2013 <sup>1</sup>
Germany	2,410	3,201
Western Europe (excluding Germany)	1,694	2,077
Eastern Europe	143	110
North America	678	345
Central and South America	29	0
Asia/Pacific	63	74
Africa	1	7
Other	0	0
<b>Total</b>	<b>5,018</b>	<b>5,813</b>

<sup>1</sup> Amounts for December 31, 2013, were adjusted up for past due loans, neither renegotiated nor impaired by € 303 million, erroneously not included in prior disclosure.

Our non-impaired past due loans decreased by € 795 million to € 5.0 billion as of December 31, 2014, mainly due to a decrease of loans 90 days or more past due within Postbank of € 343 million, which were partly transferred to collectively assessed impaired loans.

### Aggregated value of collateral – with the fair values of collateral capped at loan outstandings – held against our non-impaired past due loans

in € m.	Dec 31, 2014	Dec 31, 2013
Financial and other collateral	2,854	3,260
Guarantees received	226	161
<b>Total</b>	<b>3,080</b>	<b>3,421</b>

Our aggregated value of collateral held against our non-impaired past due loans as of December 31, 2014 decreased in line with the reduction of non-impaired past due loans compared to prior year.

### Renegotiated and Forborne Loans

For economic or legal reasons we might enter into a forbearance agreement with a borrower who faces or will face financial difficulties in order to ease the contractual obligation for a limited period of time. A case by case approach is applied for our corporate clients considering each transaction and client specific facts and circumstances. For consumer loans we offer forbearances for a limited period of time, in which the total or partial outstanding or future installments are deferred to a later point of time. However, the amount not paid including accrued interest during this period must be re-compensated at a later point of time. Repayment options include distribution over residual tenor, a one-off payment or a tenor extension. Forbearances are restricted and depending on the economic situation of the client, our risk management strategies and the local legislation. In case of a forbearance agreement is entered into, an impairment measurement is conducted as described below, an impairment charge is taken if necessary and the loan is subsequently recorded as impaired.

Loans that have been renegotiated in such a way that, for economic or legal reasons related to the borrower's financial difficulties, we granted a concession to the borrower that we would not otherwise have considered are disclosed as renegotiated loans and are a subset of forborne loans.

On February 20, 2014, the EBA issued the draft Implementing Technical Standards (ITS) on Supervisory reporting on forbearance and non-performing exposures under article 99(4) of Regulation (EU) No 575/2013.

During 2014 we introduced the new EBA definition for forbearances replacing the definition of renegotiated and restructured loans. The scope of the new definition goes far beyond the prior definitions applied and now includes those measures to clients which will face financial difficulties. Once the conditions mentioned in the ITS are met, we report the loan as being forborne; we remove the loan from our forbearance reporting, once the discontinuing criteria in the ITS are met.

### Forborne Loans

in € m.				Dec 31, 2014 <sup>1</sup>
	Performing Nonimpaired	Nonimpaired	Nonperforming Impaired	Total forborne loans
German	1,078	276	1,045	2,399
Non-German	951	651	1,902	3,504
<b>Total</b>	<b>2,029</b>	<b>927</b>	<b>2,947</b>	<b>5,903</b>

<sup>1</sup> First time data collection was only practically feasible for 2014 figure.

### Impaired Loans

Credit Risk Management regularly assesses whether there is objective evidence that a loan or group of loans is impaired. A loan or group of loans is impaired and impairment losses are incurred if:

- there is objective evidence of impairment as a result of a loss event that occurred after the initial recognition of the asset and up to the balance sheet date (“a loss event”). When making our assessment we consider information on such events that is reasonably available up to the date the financial statements are authorized for issuance in line with the requirements of IAS 10;
- the loss event had an impact on the estimated future cash flows of the financial asset or the group of financial assets, and
- a reliable estimate of the loss amount can be made.

Credit Risk Management’s loss assessments are subject to regular review in collaboration with Group Finance. The results of this review are reported to and approved by an oversight committee comprised of Group Finance and Risk Senior Management.

For further details with regard to impaired loans please refer to Note 1 “Significant Accounting Policies and Critical Accounting Estimates”.

### Impairment Loss and Allowance for Loan Losses

If there is evidence of impairment the impairment loss is generally calculated on the basis of discounted expected cash flows using the original effective interest rate of the loan. If the terms of a loan are renegotiated or otherwise modified because of financial difficulties of the borrower without qualifying for a derecognition of the loan, the impairment loss is measured using the original effective interest rate before modification of terms. We reduce the carrying amount of the impaired loan by the use of an allowance account and recognize the amount of the loss in the consolidated statement of income as a component of the provision for credit losses. We record increases to our allowance for loan losses as an increase of the provision for loan losses in our income statement. Charge-offs reduce our allowance while recoveries, if any, are credited to the allowance account. If we determine that we no longer require allowances which we have previously established, we decrease our allowance and record the amount as a reduction of the provision for loan losses in our income statement. When it is considered that there is no realistic prospect of recovery and all collateral has been realized or trans-

ferred to us, the loan and any associated allowance for loan losses is charged off (i.e., the loan and the related allowance for loan losses are removed from the balance sheet).

While we assess the impairment for our corporate credit exposures individually, we assess the impairment of our smaller-balance standardized homogeneous loans collectively.

Our collectively assessed allowance for non-impaired loans reflects allowances to cover for incurred losses that have neither been individually identified nor provided for as part of the impairment assessment of smaller-balance homogeneous loans.

For further details regarding our accounting policies regarding impairment loss and allowance for credit losses please refer to Note 1 “Significant Accounting Policies and Critical Accounting Estimates”.

#### Impaired loans, allowance for loan losses and coverage ratios by business division

in € m.	Dec 31, 2014			Dec 31, 2013			2014 increase (decrease) from 2013	
	Impaired loans	Loan loss allowance	Impaired loan coverage ratio in %	Impaired loans	Loan loss allowance	Impaired loan coverage ratio in %	Impaired loans	Impaired loan coverage ratio in ppt
Corporate Banking & Securities	637	318	50	818	344	42	(181)	8
Private & Business Clients	4,269	2,486	58	4,121	2,519	61	148	(3)
Global Transaction Banking	1,574	995	63	1,662	1,078	65	(88)	(2)
Deutsche Asset & Wealth Management	66	33	50	69	39	56	(3)	(6)
Non-Core Operations Unit	2,803	1,380	49	3,473	1,609	46	(670)	3
thereof: assets reclassified to loans and receivables according to IAS 39	986	518	53	1,007	479	48	(20)	5
<b>Total</b>	<b>9,348</b>	<b>5,212</b>	<b>56</b>	<b>10,143</b>	<b>5,589</b>	<b>55</b>	<b>(795)</b>	<b>1</b>

#### Impaired loans, allowance for loan losses and coverage ratios by industry

in € m.	Impaired Loans			Loan loss allowance			Impaired loan coverage ratio in %
	Individually assessed	Collectively assessed	Total	Individually assessed allowance	Collectively assessed allowance for impaired loans	Collectively assessed allowance for non-impaired loans	
Banks and insurance	0	0	0	0	0	16	N/M
Fund management activities	64	0	64	1	0	5	9
Manufacturing	525	232	757	428	126	71	83
Wholesale and retail trade	362	229	591	211	148	36	67
Households	451	3,299	3,750	370	1,947	85	64
Commercial real estate activities	1,733	314	2,047	475	39	21	26
Public sector	50	0	50	29	0	2	63
Other	1,806	284	2,090	849	195	158	58
<b>Total</b>	<b>4,990</b>	<b>4,359</b>	<b>9,348</b>	<b>2,364</b>	<b>2,455</b>	<b>393</b>	<b>56</b>

N/M – Not meaningful

Dec 31, 2013								
in € m.	Impaired Loans			Loan loss allowance				Impaired loan coverage ratio in %
	Individually assessed	Collectively assessed	Total	Individually assessed allowance	Collectively assessed allowance for impaired loans	Collectively assessed allowance for non-impaired loans	Total	
Banks and insurance	45	0	45	3	2	15	20	45
Fund management activities	92	1	93	1	0	3	5	5
Manufacturing	589	222	811	519	111	54	683	84
Wholesale and retail trade	441	220	661	225	107	36	369	56
Households	477	3,194	3,671	298	1,889	113	2,301	63
Commercial real estate activities	2,388	295	2,683	931	26	38	995	37
Public sector	39	0	39	18	0	1	20	51
Other	1,849	289	2,139	861	188	147	1,196	56
<b>Total</b>	<b>5,922</b>	<b>4,221</b>	<b>10,143</b>	<b>2,857</b>	<b>2,324</b>	<b>407</b>	<b>5,589</b>	<b>55</b>

Impaired loans, allowance for loan losses and coverage ratios by region

Dec 31, 2014								
in € m.	Impaired Loans			Loan loss allowance				Impaired loan coverage ratio in %
	Individually assessed	Collectively assessed	Total	Individually assessed allowance	Collectively assessed allowance for impaired loans	Collectively assessed allowance for non-impaired loans	Total	
Germany	1,604	1,896	3,499	740	1,017	116	1,873	54
Western Europe (excluding Germany)	2,683	2,303	4,986	1,302	1,311	128	2,741	55
Eastern Europe	107	152	259	51	125	10	186	72
North America	423	2	425	204	0	70	274	64
Central and South America	2	0	3	3	0	6	9	356
Asia/Pacific	170	5	174	63	1	50	114	65
Africa	0	1	1	0	0	3	4	346
Other	1	0	1	0	0	11	11	N/M
<b>Total</b>	<b>4,990</b>	<b>4,359</b>	<b>9,348</b>	<b>2,364</b>	<b>2,455</b>	<b>393</b>	<b>5,212</b>	<b>56</b>

N/M - Not meaningful

Dec 31, 2013								
in € m.	Impaired Loans			Loan loss allowance				Impaired loan coverage ratio in %
	Individually assessed	Collectively assessed	Total	Individually assessed allowance	Collectively assessed allowance for impaired loans	Collectively assessed allowance for non-impaired loans	Total	
Germany	1,586	1,675	3,261	864	964	149	1,977	61
Western Europe (excluding Germany)	3,469	2,363	5,832	1,624	1,232	158	3,015	51
Eastern Europe	77	175	252	35	128	9	171	68
North America	588	1	590	253	0	41	294	50
Central and South America	32	0	32	27	0	4	32	99
Asia/Pacific	170	4	175	54	1	38	92	53
Africa	0	1	1	0	0	3	3	337
Other	0	0	0	0	0	4	4	0
<b>Total</b>	<b>5,922</b>	<b>4,221</b>	<b>10,143</b>	<b>2,857</b>	<b>2,324</b>	<b>407</b>	<b>5,589</b>	<b>55</b>

## Development of Impaired Loans

in € m.	Dec 31, 2014			Dec 31, 2013		
	Individually assessed	Collectively assessed	Total	Individually assessed	Collectively assessed	Total
Balance, beginning of year	5,922	4,221	10,143	6,129	4,206	10,335
Classified as impaired during the year <sup>1</sup>	2,112	2,181	4,293	4,553	2,939	7,492
Transferred to not impaired during the year <sup>1</sup>	(1,425)	(1,182)	(2,607)	(2,618)	(2,134)	(4,752)
Charge-offs	(1,037)	(613)	(1,651)	(730)	(485)	(1,215)
Disposals of impaired loans	(514)	(254)	(768)	(744)	(293)	(1,037)
Exchange rate and other movements	(68)	6	(62)	(669)	(12)	(680) <sup>2</sup>
<b>Balance, end of year</b>	<b>4,990</b>	<b>4,359</b>	<b>9,348</b>	<b>5,922</b>	<b>4,221</b>	<b>10,143</b>

<sup>1</sup> Include repayments.

<sup>2</sup> Include consolidated items because the Group obtained control over the structured entity borrowers by total € 598 million (as per December 31, 2013).

In 2014 our impaired loans decreased by € 795 million or 7.8 % to € 9.3 billion driven by individually assessed impaired loans and partly offset by a slight increase in collectively assessed impaired loans. The reduction in individually assessed impaired loans is mainly caused by disposals along with a reduction of new impairments mainly in NCOU reflecting impairments booked in the previous years and the consequent de-risking of our book. Our Core bank also contributed to the overall reduction again related to disposals along with lower new impairments in an improving economic environment. The increase in collectively assessed impaired loans results from Postbank's Core business.

The impaired loan coverage ratio (defined as total on-balance sheet allowances for all loans individually impaired or collectively assessed divided by IFRS impaired loans (excluding collateral)) slightly increased from 55 % as of year-end 2013 to 56 % driven by NCOU.

Our impaired loans included € 986 million of loans reclassified to loans and receivables in accordance with IAS 39, down € 20 million from prior year's level.

## Provision for loan losses and recoveries by Industry<sup>1</sup>

in € m.	2014				2013		
	for individually assessed loans	for collectively assessed impaired loans	for collectively assessed non-impaired loans	total	Recoveries	Provision for loan losses before recoveries (total)	Recoveries
Banks and insurances	0	0	(1)	(1)	0	40	0
Fund management activities	0	0	1	1	0	(41)	0
Manufacturing	10	31	15	56	11	40	15
Wholesale and retail trade	27	38	2	67	9	105	4
Households	119	589	(18)	690	101	822	120
Commercial real estate activities	187	13	(17)	182	5	732	2
Public sector	8	0	0	8	0	19	0
Other	188	64	14	266	15	505	21
<b>Total</b>	<b>539</b>	<b>735</b>	<b>(3)</b>	<b>1,270</b>	<b>141</b>	<b>2,222</b>	<b>162</b>

<sup>1</sup> The split of 2014 provisions for loan losses into its components in accounts for CRR Art. 442 g) iii), which was not applicable for reporting periods prior to 2014.

Our existing commitments to lend additional funds to debtors with impaired loans amounted to € 76 million as of December 31, 2014 and € 168 million as of December 31, 2013.

## Collateral held against impaired loans, with fair values capped at transactional outstandings

in € m.	Dec 31, 2014	Dec 31, 2013
Financial and other collateral	3,215	3,411
Guarantees received	296	763
<b>Total collateral held for impaired loans</b>	<b>3,511</b>	<b>4,174</b>

Our total collateral held for impaired loans as of December 31, 2014 decreased in line with the reduction of impaired loans by € 663 million compared to prior year and predominantly for loans held in London and Spain. The coverage ratio including collateral (defined as total on-balance sheet allowances for all loans individually impaired or collectively assessed plus collateral held against impaired loans, with fair values capped at transactional outstandings, divided by IFRS impaired loans) slightly decreased to 93 % as of December 31, 2014 compared to 96 % as of December 31, 2013.

### Financial assets available for sale

The impairment concept is also applicable for available for sale debt instruments, which are otherwise carried at fair value with changes in fair value reported in other comprehensive income. If an available for sale debt instrument is considered impaired, the cumulative impairment loss reflects the difference between the amortized cost and the current fair value of the instrument. For a detailed discussion of our accounting procedures please refer to Note 1 “Significant Accounting policies and Critical Accounting Estimates”.

#### Impaired financial assets available for sale, accumulated impairments and coverage ratio

in € m.	Dec 31, 2014 <sup>1</sup>
Impaired financial assets available for sale	200
Accumulated impairment for financial assets available for sale	68
Impaired financial assets available for sale coverage ratio in %	34

<sup>1</sup> First time data collection was only feasible for 2014 figures.

### Collateral Obtained

We obtain collateral on the balance sheet by taking possession of collateral held as security or by calling upon other credit enhancements. Collateral obtained is made available for sale in an orderly fashion or through public auctions, with the proceeds used to repay or reduce outstanding indebtedness. Generally we do not occupy obtained properties for our business use. The commercial and residential real estate collateral obtained in 2014 refers predominantly to our U.S. and Spain exposures.

#### Collateral obtained during the reporting periods

in € m.	2014	2013
Commercial real estate	21	10
Residential real estate	44	48
Other	0	0
<b>Total collateral obtained during the reporting period</b>	<b>65</b>	<b>58</b>

The collateral obtained, as shown in the table above, excludes collateral recorded as a result of consolidating securitization trusts under IFRS 10. The year-end amounts in relation to collateral obtained for these trusts were € 6 million for December 31, 2014 and € 4 million for December 31, 2013.

## Allowance for Credit Losses

### Development of allowance for credit losses

in € m.	Allowance for Loan Losses			Allowance for Off-Balance Sheet Positions			2014
	Individually assessed	Collectively assessed	Subtotal	Individually assessed	Collectively assessed	Subtotal	Total
<b>Balance, beginning of year</b>	<b>2,857</b>	<b>2,732</b>	<b>5,589</b>	<b>102</b>	<b>114</b>	<b>216</b>	<b>5,805</b>
Provision for credit losses	499	631	1,129	(13)	18	4	1,134
thereof: (Gains)/Losses from disposal of impaired loans	(45)	(16)	(61)	0	0	0	(61)
Net charge-offs:	(997)	(512)	(1,509)	0	0	0	(1,509)
Charge-offs	(1,037)	(613)	(1,650)	0	0	0	(1,650)
Recoveries	40	101	141	0	0	0	141
Other changes	5	(2)	3	(4)	10	6	9
<b>Balance, end of year</b>	<b>2,364</b>	<b>2,849</b>	<b>5,212</b>	<b>85</b>	<b>141</b>	<b>226</b>	<b>5,439</b>
<b>Changes compared to prior year</b>							
Provision for credit losses							
Absolute	(878)	(52)	(930)	2	(3)	(1)	(931)
Relative	(64 %)	(8 %)	(45 %)	(14) %	(14) %	(12) %	(45) %
Net charge-offs							
Absolute	(296)	(160)	(456)	0	0	0	(456)
Relative	42 %	45 %	43 %	0 %	0 %	0 %	43 %
Balance, end of year							
Absolute	(494)	117	(376)	(17)	28	11	(366)
Relative	(17) %	4 %	(7) %	(17) %	24 %	5 %	(6) %

The reduction in 2014 in provisions for loan losses in our individually assessed loan portfolio of € 878 million reflects material reductions across all businesses. The reduction in NCOU was driven by decreased provision for credit losses in IAS39 reclassified and commercial real estate assets, while the performance in our Core bank benefited from increased releases and a non-recurrence of large single name bookings. Provisions for our collectively assessed portfolio decreased compared to prior year reflecting among other factors the ongoing good environment in the German credit market.

The main driver of the increase in charge-offs against our individually assessed loan portfolio was an alignment of processes in Postbank. This alignment resulted in an adjustment of the level of loan loss allowance for loans recorded at Postbank by € 233 million reflecting accelerated write-offs as well as the elimination of previous misclassification of recoveries in the credit quality of Postbank loans, which had been impaired after change of control, as interest income. Additionally, higher charge-offs in GTB relating to a single client credit event in the prior year contributed to the overall increase which was partly offset by reductions in charge-offs for IAS 39 reclassified assets. The increase in charge-offs against our collectively assessed loan portfolio mainly related to the disposal of impaired loan portfolios in Italy.

Our allowance for loan losses for IAS 39 reclassified assets, which are reported in NCOU, amounted to € 518 million at the end of 2014, representing 10 % of our total allowance for loan losses, up 8 % from the level at the end of the prior year which amounted to € 479 million (9 % of total allowance for loan losses). This increase was largely driven by foreign exchange as most IAS 39 reclassified assets are denominated in non-Euro currencies while additional provisions for loan losses of € 54 million were largely offset by net charge-offs of € 43 million. Compared to 2013, provision for loan losses for IAS 39 reclassified assets dropped by € 319 million and net charge-offs decreased by € 305 million in 2014. Both reductions result from the non-recurrence of large items in the present year compared to high levels in the comparison period.



in € m.	2013						Total
	Allowance for Loan Losses			Allowance for Off-Balance Sheet Positions			
	Individually assessed	Collectively assessed	Subtotal	Individually assessed	Collectively assessed	Subtotal	
<b>Balance, beginning of year</b>	<b>2,266</b>	<b>2,426</b>	<b>4,692</b>	<b>118</b>	<b>97</b>	<b>215</b>	<b>4,907</b>
Provision for credit losses	1,377	683	2,060	(15)	21	5	2,065
thereof: (Gains)/Losses from disposal of impaired loans	(19)	(2)	(20)	0	0	0	(20)
Net charge-offs:	(701)	(352)	(1,053)	0	0	0	(1,053)
Charge-offs	(730)	(485)	(1,215)	0	0	0	(1,215)
Recoveries	30	132	162	0	0	0	162
Other changes	(85)	(25)	(110)	0	(3)	(4)	(114)
<b>Balance, end of year</b>	<b>2,857</b>	<b>2,732</b>	<b>5,589</b>	<b>102</b>	<b>114</b>	<b>216</b>	<b>5,805</b>
<b>Changes compared to prior year</b>							
Provision for credit losses							
Absolute	262	70	332	(8)	20	12	344
Relative	24 %	11 %	19 %	119 %	0 %	(177 %)	20 %
Net charge-offs							
Absolute	61	(28)	33	0	0	0	33
Relative	(8 %)	9 %	(3 %)	0 %	0 %	0 %	(3 %)
Balance, end of year							
Absolute	591	306	897	(16)	17	1	898
Relative	26 %	13 %	19 %	(13 %)	18 %	1 %	18 %

2013 increase of provision for loan losses in our individually assessed loan portfolio is a result of a single client credit event recorded in GTB, increased provisioning for shipping exposure recorded in CB&S and higher charges in NCOU driven by single client items amongst others related to the European commercial real estate sector. The increase in our collectively assessed loan portfolio was driven by NCOU. This increase was partly offset by reductions in our Core business mainly reflecting an improved credit environment in the German retail market compared to prior year. Our overall provisions for off-balance sheet positions increased by € 12 million compared with previous year driven by GTB as a result of increased collectively assessed allowances amongst other driven by volume increase.

Our allowance for loan losses for IAS 39 reclassified assets amounted to € 479 million as at year end 2013, representing 9 % of our total allowance for loan losses, slightly down from € 489 million (10 % of total allowance for loan losses) at prior year end. The slight reduction in 2013 was a result of reductions due to € 349 million charge-offs and € 35 million other changes overcompensating increases due to an additional provision for loan losses of € 373 million. Compared to prior year, provision for loan losses for IAS 39 reclassified assets decreased by € 43 million in 2013 (to € 373 million from € 415 million) driven by reductions across portfolios apart from commercial real estate. Net charge-offs related to IAS 39 reclassified assets slightly increased by € 18 million to € 349 million in 2013 from € 331 million in 2012 caused by a small number of charge-offs in the commercial real estate sector (subsequent to the partial charge-off, the respective borrowers have been consolidated due to the Group obtaining control over the structured entity borrower during the second and third quarters of 2013).

### Derivatives – Credit Valuation Adjustment

We establish a counterparty Credit Valuation Adjustment (“CVA”) for OTC derivative transactions to cover expected credit losses. The adjustment amount is determined by assessing the potential credit exposure to a given counterparty and taking into account any collateral held, the effect of any relevant netting arrangements, expected loss given default and the credit risk, based on available market information, including CDS spreads.

We recorded € 209 million in CVAs against our aggregate monoline exposures as of December 31, 2014, flat compared with € 209 million as of December 31, 2013. For more details about CVAs for monoline counterparties, please refer to section “Financial position – Exposure to Monoline Insurers”.

## Treatment of Default Situations under Derivatives

Unlike standard loan assets, we generally have more options to manage the credit risk in our derivatives transactions when movement in the current replacement costs or the behavior of our counterparty indicate that there is the risk that upcoming payment obligations under the transactions might not be honored. In these situations, we are frequently able under the relevant derivatives agreements to obtain additional collateral or to terminate and close-out the derivative transactions at short notice.

The master agreements for OTC derivative transactions executed with our clients usually provide for a broad set of standard or bespoke termination rights, which allow us to respond swiftly to a counterparty's default or to other circumstances which indicate a high probability of failure. We have less comfort under the rules and regulations applied by clearing CCPs, which rely primarily on the clearing members default fund contributions and guarantees and less on the termination and close-out of contracts, which will be considered only at a later point in time after all other measures failed. Considering the severe systemic disruptions to the financial system, that could be caused by a disorderly failure of a CCP, the Financial Stability Board ("FSB") recommended in October 2014 to subject CCPs to resolution regimes that apply the same objectives and provisions that apply to global systematically important banks (G-SIBs).

Our contractual termination rights are supported by internal policies and procedures with defined roles and responsibilities which ensure that potential counterparty defaults are identified and addressed in a timely fashion. These procedures include necessary settlement and trading restrictions. When our decision to terminate derivative transactions results in a residual net obligation owed by the counterparty, we restructure the obligation into a non-derivative claim and manage it through our regular work-out process. As a consequence, for accounting purposes we typically do not show any nonperforming derivatives.

Wrong-way risk occurs when exposure to a counterparty is adversely correlated with the credit quality of that counterparty. In compliance with Article 291(2) and (4) CRR we, excluding Postbank, had established a monthly process to monitor several layers of wrong-way risk (specific wrong-way risk, general explicit wrong-way risk at country/industry/region levels and general implicit wrong-way risk, whereby exposures arising from transactions subject to wrong-way risk are automatically selected and presented for comment to the responsible credit officer. A wrong-way risk report is then sent to Credit Risk senior management on a monthly basis. In addition, we, excluding Postbank, utilized our established process for calibrating our own alpha factor (as defined in Article 284 (9) CRR) to estimate the overall wrong-way risk in our derivatives and securities financing transaction portfolio. Postbank derivative counterparty risk is immaterial to the Group and collateral held is typically in the form of cash.

## Counterparty Credit Risk: Regulatory Assessment

The following section on "Counterparty Credit Risk: Regulatory Assessment" presents specific disclosures in relation to Pillar 3. Per regulation it is not required to audit Pillar 3 disclosures. As such this section, which ends with the beginning of section "Securitization", is labeled unaudited. Quantitative information presented follows the regulatory scope of consolidation.

### General Considerations for the Regulatory Assessment of Counterparty Risk

As a general rule, we applied the advanced IRBA for the majority of our advanced IRBA eligible credit portfolios to calculate the regulatory capital requirements according to the CRR/CRD 4 framework, based on respective approvals received from BaFin.

A prerequisite for the development of rating methodologies and the determination of risk parameters is a proper definition, identification and recording of the default event of a customer. We apply a default definition in accordance with the requirements of Article 178 CRR as confirmed by the BaFin as part of the IRBA approval process.

The BaFin approvals obtained as a result of the advanced IRBA audit processes for our counterparty credit exposures allow the usage of 68 internally developed rating systems for regulatory capital calculation purposes excluding for exposures in Postbank. Thereof, 37 rating systems were authorized in December 2007; a further 31 followed until year end 2014. Overall they cover all of our material exposures, excluding Postbank, in the advanced IRBA eligible exposure classes “central governments and central banks”, “institutions”, “corporates”, and “retail”.

At Postbank, the retail portfolio is also assigned to the advanced IRBA based on respective BaFin approvals Postbank received and the fact that we have an advanced IRBA status. Moreover, during 2014 Postbank obtained BaFin approvals for one Postbank specific rating system as well as nine rating systems already applied at Group level to start applying the advanced IRBA within the exposure classes “institutions” and “corporates” subsequent to respective audit processes. For a significant portion of Postbank’s remaining IRBA eligible credit portfolio we apply the foundation IRBA based on respective BaFin approvals Postbank received in recent years.

In summary, the approvals Postbank obtained from the BaFin as a result of its IRBA audit processes for the counterparty credit exposures allow the usage of eight internally developed rating systems for regulatory capital calculation purposes under the IRBA and the use of nine rating systems already used at Group level. Overall they cover Postbank’s material exposures in the advanced IRBA eligible exposure class “retail” as well as Postbank’s material exposures in the advanced and foundation IRBA eligible exposure classes “central governments and central banks”, “institutions” and “corporates”.

When referring to RWA and EAD as of December 31, 2014 in the following tables, we generally report according to the CRR/CRD 4 transitional rules if not stated otherwise.

Details of the advanced IRBA and the advanced IRBA exposures are provided in sections “Advanced Internal Ratings Based Approach” and “Advanced IRBA Exposure”. The foundation IRBA and the foundation IRBA exposures are discussed in Sections “Foundation Internal Ratings Based Approach” and “Foundation IRBA Exposure”.

As an IRBA institution, we are required to treat specific equity positions and other non-credit obligation assets generally within the IRBA. For these exposure types typically regulatory defined IRBA risk weights are applied. Our specialized lending exposures reported under the foundation IRBA also receive regulatory risk weights.

At Group level excluding Postbank, we assign a few remaining advanced IRBA eligible portfolios of small size temporarily to the standardized approach. With regard to these, an implementation plan and approval schedule have been set up and agreed with the Bundesbank, the BaFin and the ECB. A portion of Postbank’s IRBA eligible portfolios is also still temporarily assigned to the standardized approach. During 2014, the implementation plans for the Group excluding Postbank and for Postbank have been combined to an overall Group level implementation plan with a combined approval schedule set up and agreed with the BaFin and the Bundesbank.

Details of the standardized approach and the standardized approach exposures are discussed in the Section “Standardized Approach”.

Our advanced IRBA coverage ratio, excluding Postbank, exceeded, with 96,5 % by exposure value (“EAD”) as well as with 93 % by RWA as of December 31, 2014, the European regulatory requirement, remaining nearly unchanged from the levels at December 31, 2013 (96,7 % EAD and 93 % by RWA), using applicable measures according to Section 11 SolvV. These ratios excluded the exposures permanently assigned to the standardized approach (according to Article 150 CRR), other IRBA exposure as well as securitization positions. The regulatory minimum requirements with regard to the respective coverage ratio thresholds have been met at all times. Subsequent to the combination of the implementation plans for the Group excluding Postbank and Postbank the overall Group-wide advanced IRBA coverage ratios have also been established. They were

measured according to Section 11 SolvV and were well above the regulatory defined initial thresholds during 2014.

The following table provides an overview of our credit risk exposure broken down by model approaches and business division.

The line item “Other” in Advanced IRBA reflects EAD from securitization positions in the banking book, specific equity positions and other non-credit obligation assets. Within the Standardized Approach, the line item “central governments and central banks” includes exposures to regional governments or local authorities, public sector entities, multilateral development banks and international organizations. “Other” in the Standardized Approach includes EAD from exposures secured by mortgages on immovable property, exposures in default, items associated with particular high risk, covered bonds, claims on institutions and corporates with a short-term credit assessment, collective investments undertakings (CIU), equity positions (grandfathered), securitization positions in the banking book and other items.

#### EAD net by model approach and business division

							Dec 31, 2014
in € m.	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Consolidation & Adjustments and Other	Total
<b>Credit Risk</b>							
Advanced IRBA	298,982	225,016	115,780	50,954	20,890	8,248	719,868
Central governments and central banks	58,284	989	30,048	1,694	390	574	91,978
Institutions	41,988	7,651	10,662	1,000	1,497	297	63,095
Corporates	151,859	19,570	72,600	46,275	11,970	1,239	303,513
Retail	823	188,652	112	1,604	1,936	0	193,127
Other	46,028	8,154	2,359	380	5,097	6,138	68,156
Foundation IRBA	2,410	7,708	142	0	10	0	10,269
Central governments and central banks	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0
Corporates	2,410	7,708	142	0	10	0	10,269
Standardized Approach	84,565	31,721	15,734	3,767	8,702	26,572	171,060
Central governments or central banks	48,777	19,474	7,910	264	565	185	77,175
Institutions	29,195	2,973	98	20	32	173	32,491
Corporates	5,323	1,522	5,720	1,529	1,340	548	15,982
Retail	10	5,761	743	64	1,523	24	8,124
Other	1,260	1,990	1,264	1,891	5,243	25,641	37,288
Risk exposure amount for default funds contributions	1,531	62	1	0	2	0	1,595
<b>Total</b>	<b>387,487</b>	<b>264,506</b>	<b>131,656</b>	<b>54,720</b>	<b>29,603</b>	<b>34,820</b>	<b>902,793</b>

The table below shows the credit risk exposures before credit risk mitigation, the average amount of the exposures and RWA broken down by model approach and regulatory exposure class. The EAD as defined for regulatory purposes is presented on a gross basis, i.e. information for exposures covered by guarantees or credit derivatives is assigned to the exposure class of the original counterparty. The average EAD is calculated over the last four quarter of this fiscal year. In contrast to the EAD gross the RWA is shown after credit risk mitigation.

EAD gross, average EAD gross and RWA by model approach and exposure class

	Dec 31, 2014		
in € m.	EAD gross	Average EAD gross	RWA
<b>Advanced IRBA</b>			
Central governments and central banks	85,182	91,911	5,385
Institutions	61,785	67,954	13,869
Corporates	311,791	295,878	101,533
thereof: SMEs	21,661	7,200	6,040
Retail	192,891	191,604	38,867
thereof:			
Secured by real estate SME	1,093	3,860	327
Secured by real estate non-SME	155,145	150,999	24,863
Qualifying revolving	4,417	4,376	532
Other SME	3,159	3,562	973
Other non-SME	29,078	28,807	12,172
Equity	4,318	4,056	12,216
Securitization positions	53,670	49,804	13,296
Other non-credit obligation assets	10,168	7,638	14,258
<b>Total advanced IRBA</b>	<b>719,805</b>	<b>708,845</b>	<b>199,422</b>
<b>Foundation approach</b>			
Central governments and central banks	0	2	0
Institutions	0	1,230	0
Corporates	10,358	14,010	5,490
thereof: SMEs	235	115	83
<b>Total foundation approach</b>	<b>10,359</b>	<b>15,242</b>	<b>5,491</b>
<b>Standardized approach</b>			
Central governments or central banks	40,445	45,438	0
Regional governments or local authorities	18,322	18,231	7
Public sector entities	10,182	9,185	107
Multilateral development banks	4,931	2,585	0
International organizations	2,357	1,438	0
Institutions	32,449	29,759	810
Corporates	16,381	19,961	11,759
thereof: SMEs	1,399	1,519	1,125
Retail	8,613	8,444	5,697
thereof: SMEs	690	787	357
Secured by mortgages on immovable property	3,956	4,448	1,345
thereof: SMEs	9	6	4
Exposures in default	3,423	3,566	4,275
Items associated with particular high risk	161	219	229
Covered bonds	22	25	2
Claims on institutions and corporates with a short-term credit assessment	0	0	0
Collective investments undertakings (CIU)	25,262	23,892	9,046
Equity	2,707	2,563	2,707
Other items	419	311	350
Securitization positions	1,404	1,950	1,188
<b>Total standardized approach</b>	<b>171,034</b>	<b>172,016</b>	<b>37,522</b>
<b>Risk exposure amount for default funds contributions</b>	<b>1,595</b>	<b>1,587</b>	<b>1,693</b>
<b>Total</b>	<b>902,793</b>	<b>897,690</b>	<b>244,128</b>
thereof counterparty credit risk from			
Derivatives	122,742	115,728	37,690
Securities financing transactions	44,208	54,357	3,427

The following three tables set out the distribution of the credit risk portfolio by model approach and regulatory exposure class before credit risk mitigation into geographical region, industry and residual maturity.

EAD gross by model approach, exposure class and geographical region

Dec 31, 2014

in € m.	Germany	Western Europe (excluding Germany)	Eastern Europe	North America	Central and South America	Asia/Pacific	Africa	Other	Total
<b>Advanced IRBA</b>									
Central governments and central banks	0	5,983	3,579	54,008	1,405	13,060	1,135	6,011	85,182
Institutions	7,411	25,959	620	12,873	2,042	9,355	450	3,075	61,785
Corporates	42,305	86,364	6,331	107,428	6,207	48,578	2,643	11,935	311,791
thereof: SMEs	2,229	3,739	1,510	2,185	288	9,930	322	1,459	21,661
Retail	160,601	26,101	5,719	100	126	98	77	71	192,891
thereof:									
Secured by real estate SME	23	739	327	2	0	0	1	1	1,093
Secured by real estate non-SME	133,332	16,795	4,799	69	19	67	14	49	155,145
Qualifying revolving	4,351	38	5	5	5	7	2	3	4,417
Other SME	291	2,529	336	1	0	2	0	0	3,159
Other non-SME	22,601	5,999	254	23	102	22	60	18	29,078
Equity	934	241	0	383	4	2,614	4	138	4,318
Securitization positions	3,459	12,568	592	22,023	273	14,194	33	528	53,670
Other non-credit obligation assets	N/M	N/M	N/M	N/M	N/M	N/M	N/M	N/M	10,168
<b>Total advanced IRBA</b>	<b>214,710</b>	<b>157,216</b>	<b>16,841</b>	<b>196,814</b>	<b>10,057</b>	<b>87,899</b>	<b>4,343</b>	<b>21,758</b>	<b>719,805</b>
<b>Foundation approach</b>									
Central governments and central banks	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Corporates	6,379	2,487	223	645	50	108	8	459	10,358
thereof: SMEs	201	32	1	0	0	1	0	0	235
<b>Total foundation approach</b>	<b>6,380</b>	<b>2,487</b>	<b>223</b>	<b>645</b>	<b>50</b>	<b>108</b>	<b>8</b>	<b>458</b>	<b>10,359</b>
<b>Standardized approach</b>									
Central governments or central banks	10,895	29,467	49	15	0	0	0	20	40,445
Regional governments or local authorities	17,993	329	0	0	0	0	0	0	18,322
Public sector entities	9,430	719	0	32	0	0	0	0	10,182
Multilateral development banks	0	724	0	0	0	0	0	4,207	4,931
International organizations	0	0	0	0	0	0	0	2,357	2,357
Institutions	6,501	12,830	1	10,064	627	2,326	0	101	32,449
Corporates	2,504	10,840	206	1,556	147	788	94	244	16,381
thereof: SMEs	90	1,287	11	0	0	3	0	7	1,399
Retail	2,345	5,088	411	143	0	616	0	10	8,613
thereof: SMEs	43	637	8	0	0	0	0	2	690
Secured by mortgages on immovable property	258	3,263	24	4	0	251	0	156	3,956
thereof: SMEs	6	2	0	0	0	0	0	0	9
Exposures in default	651	1,905	13	665	1	185	0	4	3,423
Items associated with particular high risk	1	136	0	0	0	0	0	24	161
Covered bonds	22	0	0	0	0	0	0	0	22
Claims on institutions and corporates with a short-term credit assessment	0	0	0	0	0	0	0	0	0
Collective investments undertakings (CIU)	16,431	7,108	0	1,630	28	66	0	0	25,262
Equity	295	1,593	0	611	0	79	0	129	2,707
Other items	88	327	0	5	0	0	0	0	419
Securitization positions	294	646	0	464	0	0	0	0	1,404
<b>Total standardized approach</b>	<b>67,708</b>	<b>75,042</b>	<b>704</b>	<b>15,189</b>	<b>803</b>	<b>4,311</b>	<b>94</b>	<b>7,184</b>	<b>171,034</b>
Risk exposure amount for default funds contributions	N/M	N/M	N/M	N/M	N/M	N/M	N/M	N/M	1,595
<b>Total</b>	<b>288,798</b>	<b>234,744</b>	<b>17,768</b>	<b>212,648</b>	<b>10,910</b>	<b>92,317</b>	<b>4,445</b>	<b>29,400</b>	<b>902,793</b>
Thereof counterparty credit risk from									
Derivatives	12,831	53,911	1,290	38,924	2,034	10,726	689	2,337	122,742
Securities financing transactions	1,056	15,242	1,160	18,534	1,499	3,436	393	2,887	44,208

N/M – Not meaningful

EAD gross by model approach, exposure class and industry

Dec 31, 2014

in € m.	Banks and insurance	Fund management activities	Manufacturing	Wholesale and retail trade	Households	Commercial real estate activities	Public sector	Other	Total
<b>Advanced IRBA</b>									
Central governments and central banks	66,993	49	0	0	0	0	12,068	6,072	85,182
Institutions	49,192	364	465	221	0	129	2,072	9,342	61,785
Corporates	25,334	8,889	45,262	19,952	31,536	23,758	1,328	155,731	311,791
thereof: SMEs	13,691	205	2,519	938	232	256	4	3,814	21,661
Retail	2	38	1,989	2,108	171,826	12,519	3	4,405	192,891
thereof:									
Secured by real estate SME	0	0	0	0	642	451	0	0	1,093
Secured by real estate non-SME	0	0	0	0	143,497	11,647	0	1	155,145
Qualifying revolving	0	0	0	0	4,417	0	0	0	4,417
Other SME	0	0	1,020	890	490	55	1	704	3,159
Other non-SME	2	38	969	1,218	22,781	366	3	3,701	29,078
Equity	93	22	7	16	0	155	0	4,025	4,318
Securitization positions	950	17,521	0	0	672	340	156	34,032	53,670
Other non-credit obligation assets	N/M	N/M	N/M	N/M	N/M	N/M	N/M	N/M	10,168
<b>Total advanced IRBA</b>	<b>142,563</b>	<b>26,883</b>	<b>47,723</b>	<b>22,298</b>	<b>204,034</b>	<b>36,901</b>	<b>15,628</b>	<b>213,607</b>	<b>719,805</b>
<b>Foundation approach</b>									
Central governments and central banks	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Corporates	127	25	1,961	3,545	314	1,238	1	3,148	10,358
thereof: SMEs	0	0	115	107	0	0	0	13	235
<b>Total foundation approach</b>	<b>128</b>	<b>25</b>	<b>1,961</b>	<b>3,545</b>	<b>314</b>	<b>1,238</b>	<b>1</b>	<b>3,147</b>	<b>10,359</b>
<b>Standardized approach</b>									
Central governments and central banks	10,174	2	0	0	0	0	29,476	793	40,445
Regional governments or local authorities	0	0	0	50	0	59	17,593	620	18,322
Public sector entities	6,697	0	0	42	0	8	2,258	1,176	10,182
Multilateral development banks	724	0	0	0	0	0	4,207	0	4,931
International organizations	1,602	0	0	0	0	0	0	755	2,357
Institutions	1,090	2	0	0	0	0	0	31,357	32,449
Corporates	175	1,650	1,356	1,873	364	1,933	38	8,991	16,381
thereof: SMEs	10	0	177	345	10	275	0	581	1,399
Retail	0	0	105	210	7,286	464	0	546	8,613
thereof: SMEs	0	0	71	175	50	58	0	336	690
Secured by mortgages on immovable property	0	0	0	4	3,428	368	0	156	3,956
thereof: SMEs	0	0	0	0	1	2	0	0	3
Exposures in default	147	9	224	138	911	583	5	1,407	3,423
Items associated with particular high risk	0	0	5	10	100	8	0	38	161
Covered bonds	22	0	0	0	0	0	0	0	22
Claims on institutions and corporates with a short-term credit assessment	0	0	0	0	0	0	0	0	0
Collective investments undertakings (CIU)	0	0	9	0	0	0	1,569	23,684	25,262
Equity	1,354	15	25	1	0	137	14	1,161	2,707
Other items	84	0	0	0	0	0	0	335	419
Securitization positions	5	514	0	0	784	0	0	101	1,404
<b>Total standardized approach</b>	<b>22,076</b>	<b>2,191</b>	<b>1,724</b>	<b>2,329</b>	<b>12,873</b>	<b>3,559</b>	<b>55,161</b>	<b>71,120</b>	<b>171,034</b>
Risk exposure amount for default funds contributions	N/M	N/M	N/M	N/M	N/M	N/M	N/M	N/M	1,595
<b>Total</b>	<b>164,767</b>	<b>29,099</b>	<b>51,408</b>	<b>28,172</b>	<b>217,222</b>	<b>41,699</b>	<b>70,789</b>	<b>287,874</b>	<b>902,793</b>
Thereof counterparty credit risk from									
Derivatives	21,586	6,133	4,073	1,776	1,348	2,826	9,046	75,955	122,742
Securities financing transactions	16,710	184	18	6	420	131	85	26,654	44,208

N/M – Not meaningful

EAD gross by model approach, exposure class and residual maturity

Dec 31, 2014

in € m.	Up to one month	Over 1 month to not more than 1 year	Over 1 year to not more than 2 years	Over 2 years to not more than 5 years	Over 5 years	Total
<b>Advanced IRBA</b>						
Central governments and central banks	60,299	9,280	1,408	14,010	184	85,182
Institutions	13,513	23,081	6,503	18,509	179	61,785
Corporates	38,426	106,617	32,795	129,733	4,220	311,791
thereof: SMEs	4,063	10,459	1,627	4,924	588	21,661
Retail	10,981	6,136	4,526	16,573	154,675	192,891
thereof:						
Secured by real estate SME	2	3	6	98	985	1,093
Secured by real estate non-SME	1,558	2,712	2,761	8,359	139,755	155,145
Qualifying revolving	4,238	179	0	0	0	4,417
Other SME	821	1,067	182	759	331	3,159
Other non-SME	4,363	2,174	1,577	7,359	13,605	29,078
Equity	1	44	22	3,573	678	4,318
Securitization positions	1,445	4,313	1,738	20,684	25,490	53,670
Other non-credit obligation assets	N/M	N/M	N/M	N/M	N/M	10,168
<b>Total advanced IRBA</b>	<b>124,666</b>	<b>149,470</b>	<b>46,994</b>	<b>203,082</b>	<b>185,425</b>	<b>719,805</b>
<b>Foundation approach</b>						
Central governments and central banks	0	0	0	0	0	0
Institutions	0	0	0	0	0	0
Corporates	524	880	261	3,026	5,668	10,358
thereof: SMEs	23	5	1	28	178	235
<b>Total foundation approach</b>	<b>524</b>	<b>880</b>	<b>261</b>	<b>3,026</b>	<b>5,669</b>	<b>10,359</b>
<b>Standardized approach</b>						
Central governments or central banks	9,569	2,175	4,706	23,995	0	40,445
Regional governments or local authorities	468	7,052	1,253	6,087	3,462	18,322
Public sector entities	129	817	1,463	7,551	222	10,182
Multilateral development banks	17	54	247	4,614	0	4,931
International organizations	0	51	123	2,184	0	2,357
Institutions	1,854	7,610	9,679	13,232	73	32,449
Corporates	2,460	3,625	1,812	7,919	565	16,381
thereof: SMEs	355	170	89	734	51	1,399
Retail	1,430	881	400	2,285	3,617	8,613
thereof: SMEs	182	30	52	404	22	690
Secured by mortgages on immovable property	125	920	146	745	2,020	3,956
thereof: SMEs	0	0	0	6	3	9
Exposures in default	842	463	212	1,561	345	3,423
Items associated with particular high risk	14	13	33	53	48	161
Covered bonds	22	0	0	0	0	22
Claims on institutions and corporates with a short-term credit assessment	0	0	0	0	0	0
Collective investments undertakings (CIU)	9	0	0	17,836	7,417	25,262
Equity	0	480	6	2,143	78	2,707
Other items	5	35	22	242	116	419
Securitization positions	19	67	165	436	716	1,404
<b>Total standardized approach</b>	<b>16,964</b>	<b>24,242</b>	<b>20,265</b>	<b>90,884</b>	<b>18,679</b>	<b>171,034</b>
<b>Risk exposure amount for default funds contributions</b>	<b>N/M</b>	<b>N/M</b>	<b>N/M</b>	<b>N/M</b>	<b>N/M</b>	<b>1,595</b>
<b>Total</b>	<b>142,153</b>	<b>174,592</b>	<b>67,519</b>	<b>296,992</b>	<b>209,774</b>	<b>902,793</b>
Thereof counterparty credit risk from						
Derivatives	265	33,504	23,697	63,770	1,506	122,742
Securities financing transactions	29,488	10,566	1,621	2,533	0	44,208

N/M – Not meaningful

Advanced Internal Ratings Based Approach

The advanced IRBA is the most sophisticated approach available under the regulatory framework for credit risk and allows us to make use of our internal rating methodologies as well as internal estimates of specific other risk parameters. These methods and parameters represent long-used key components of the internal risk measurement and management process supporting the credit approval process, the economic capital and expected loss calculation and the internal monitoring and reporting of credit risk. The relevant parameters



include the probability of default (“PD”), the loss given default (“LGD”) and the maturity (“M”) driving the regulatory risk-weight and the credit conversion factor (“CCF”) as part of the regulatory exposure at default (“EAD”) estimation. For most of our internal rating systems more than seven years of historical information is available to assess these parameters. Our internal rating methodologies reflect a point-in-time rather than a through-the-cycle rating.

The probability of default for customers is derived from our internal rating systems. We assign a probability of default to each relevant counterparty credit exposure as a function of a transparent and consistent 21-grade master rating scale for all of our exposure excluding Postbank. The borrower ratings assigned are derived on the grounds of internally developed rating models which specify consistent and distinct customer-relevant criteria and assign a rating grade based on a specific set of criteria as given for a certain customer. The set of criteria is generated from information sets relevant for the respective customer segments like general customer behavior, financial and external data. The methods in use range from statistical scoring models to expert-based models taking into account the relevant available quantitative and qualitative information. Expert-based models are usually applied for counterparts in the exposure classes “Central governments and central banks”, “Institutions” and “Corporates” with the exception of small- and medium-sized entities. For the latter as well as for the retail segment statistical scoring or hybrid models combining both approaches are commonly used. Quantitative rating methodologies are developed based on applicable statistical modeling techniques, such as logistic regression. In line with Article 174 CRR, these models are complemented by human judgment and oversight to review model-based assignments and are intended to ensure that the models are used appropriately. When we assign our internal risk ratings, it allows us to compare them with external risk ratings assigned to our counterparties by the major international rating agencies, where possible, as our internal rating scale has been designed to principally correspond to the external rating scales from rating agencies. For quantitative information regarding our advanced and foundation IRBA exposure based on a rating grade granularity which corresponds to the external Standard & Poor’s rating equivalents please refer to the section “Advanced IRBA Exposure” and “Foundation IRBA Exposure”.

Although different rating methodologies are applied to the various customer segments in order to properly reflect customer-specific characteristics, they all adhere to the same risk management principles. Credit process policies provide guidance on the classification of customers into the various rating systems. For more information regarding the credit process and the respective rating methods used within that process, please refer to Sections “Credit Risk Ratings” and “Rating Governance”.

Postbank also assigns a probability of default to each relevant counterparty credit exposure as a function of an internal rating master scale for its portfolios. The ratings assigned are derived on the grounds of internally developed rating models which specify consistent and distinct customer-relevant criteria. These rating models are internally developed statistical scoring or rating models based on internal and external information relating to the borrower and use statistical procedures to evaluate a probability of default. The resulting score or probability of default is then mapped to Postbank’s internal rating master scale.

We apply internally estimated LGD factors as part of the advanced IRBA capital requirement calculation as approved by the BaFin. LGD is defined as the likely loss intensity in case of a counterparty default. It provides an estimation of the exposure that cannot be recovered in a default event and therefore captures the severity of a loss. Conceptually, LGD estimates are independent of a customer’s probability of default. The LGD models ensure that the main drivers for losses (i.e., different levels and quality of collateralization and customer or product types or seniority of facility) are reflected in specific LGD factors. In our LGD models, except Postbank, we assign collateral type specific LGD parameters to the collateralized exposure (collateral value after application of haircuts). Moreover, the LGD for uncollateralized exposure cannot be below the LGD assigned to collateralized exposure and regulatory floors (10 % for residential mortgage loans) are applied.

As part of the application of the advanced IRBA we apply specific CCFs in order to calculate an EAD value. Conceptually the EAD is defined as the expected amount of the credit exposure to a counterparty at the time of its default. For advanced IRBA calculation purposes we apply the general principles as defined in Article 166

CRR to determine the EAD of a transaction. In instances, however, where a transaction outside of Postbank involves an unused limit a percentage share of this unused limit is added to the outstanding amount in order to appropriately reflect the expected outstanding amount in case of a counterparty default. This reflects the assumption that for commitments the utilization at the time of default might be higher than the current utilization. When a transaction involves an additional contingent component (i.e., guarantees) a further percentage share (usage factor) is applied as part of the CCF model in order to estimate the amount of guarantees drawn in case of default. Where allowed under the advanced IRBA, the CCFs are internally estimated. The calibrations of such parameters are based on statistical experience as well as internal historical data and consider customer and product type specifics. As part of the approval process, the BaFin assessed our CCF models and stated their appropriateness for use in the process of regulatory capital requirement calculations.

Overall Postbank has similar standards in place to apply the advanced IRBA to its retail portfolios as well as to the advanced IRBA covered institution and corporate portfolios using internally estimated default probabilities, loss rates and conversion factors as the basis for calculating minimum regulatory capital requirements.

For the majority of derivative counterparty exposures as well as securities financing transactions (“SFT”) we, excluding Postbank, make use of the internal model method (“IMM”) in accordance with Article 283 et seq. CRR and Section 18 et. seq. SolvV. In this respect securities financing transactions encompass repurchase transactions, securities or commodities lending and borrowing as well as margin lending transactions (including prime brokerage). The IMM is a more sophisticated approach for calculating EAD for derivatives and SFT, again requiring prior approval from the BaFin before its first application. By applying this approach, we build our EAD calculations on a Monte Carlo simulation of the transactions’ future market values. Within this simulation process, interest and foreign exchange rates, credit spreads, equity and commodity prices are modeled by stochastic processes and each derivative and securities financing transaction is revalued at each point of a pre-defined time grid by our internally approved valuation routines. As the result of this process, a distribution of future market values for each transaction at each time grid point is generated. From these distributions, by considering the appropriate netting and collateral agreements, we derive the exposure measures potential future exposure (“PFE”), average expected exposure (“AEE”) and expected positive exposure (“EPE”) mentioned in section “Counterparty Credit Risk from Derivatives”. The EPE measure evaluated on regulatory eligible netting sets defines the EAD for derivative counterparty exposures as well as for securities financing transactions within our regulatory capital calculations for the great majority of our derivative and SFT portfolio, while applying an own calibrated alpha factor in its calculation, floored at the minimum level of 1.2. For December 31, 2014, the alpha factor was calibrated to 1.11 and thus the floor was applied. For the small population of transactions for which a simulation cannot be computed or is subject to regulatory restrictions (such as for those with risk factors not approved by BaFin or for specific wrong-way risk), the EAD used is derived from the Mark-to-Market method according to Article 274 CRR.

For our derivative counterparty credit risk resulting from Postbank we also apply the Mark-to-Market method according to Article 274 CRR, i.e., we calculate the EAD as the sum of the net positive fair value of the derivative transactions and the regulatory add-ons. As the EAD derivative position resulting from Postbank is less than 1 % in relation to our overall counterparty credit risk position from derivatives we consider Postbank’s derivative position to be immaterial.

### Advanced IRBA – Model Validation

As an important element of our risk management framework we regularly validate our rating methodologies and credit risk parameters. Whereas the rating methodology validation focuses on the discriminatory power of the models, the risk parameter validation for PD, LGD and EAD analyzes the predictive power of those parameters when compared against historical default and loss experiences.

According to our standards, and in line with the CRR-defined minimum requirements, the parameters PD, LGD and EAD are reviewed annually. The validation process for parameters as used by us excluding Postbank is coordinated and supervised by a validation committee composed of members from Finance, Risk Analytics & Living Wills and Credit Risk Management. Risk parameter validations consist of quantitative analyses of inter-

nal historical data and are enriched by qualitative assessments in case data for validation is not statistically sufficient for reliable validation results. A recalibration of specific parameter settings is triggered based on validation results if required. In addition to annual validations, ad hoc reviews are performed where appropriate as a reaction to quality deterioration at an early stage due to systematic changes of input factors (i.e., changes in payment behaviour) or changes in the structure of the portfolio.

Analogously at Postbank the results of the estimations of the input parameters PD, CCF and LGD are reviewed annually. Postbank's model validation committee is responsible for supervising the annual validation process of all models. Via a cross committee membership Deutsche Bank senior managers join Postbank committees and vice versa, to promote joint governance.

The reviews conducted in 2014 for advanced IRBA rating systems triggered recalibrations as shown in the table below. Changes in overall counts of parameters are due to newly approved rating systems or due to changes in granularity in existing risk parameter assignment and include Postbank. None of the recalibrations individually nor the impact of all recalibrations in the aggregate materially impacted our regulatory capital requirements.

#### Validation results for risk parameters used in our advanced IRBA

	2014					
	PD		LGD		EAD	
	Count	EAD in %	Count	EAD in %	Count	EAD in %
Appropriate	166	86.4	138	74.6	59	57.1
Overly conservative	2	0.1	2	9.4	14	42.9
Progressive	16	13.5	22	16.0	1	0.0
<b>Total</b>	<b>184</b>	<b>100.0</b>	<b>162</b>	<b>100.0</b>	<b>74</b>	<b>100.0</b>

#### Thereof already recalibrated and introduced in 2014

	Count	EAD in %	Count	EAD in %	Count	EAD in %
Overly conservative	0	0.0	2	9.4	1	0.1
Progressive	5	10.8	0	0.0	0	0.0
<b>Total</b>	<b>5</b>	<b>10.8</b>	<b>2</b>	<b>9.4</b>	<b>1</b>	<b>0.1</b>

	2013					
	PD		LGD		EAD	
	Count	EAD in %	Count	EAD in %	Count	EAD in %
Appropriate	136	80.8	150	87.3	50	52.2
Overly conservative	8	7.9	6	7.5	21	43.6
Progressive	10	11.3	6	5.1	8	4.2
<b>Total</b>	<b>154</b>	<b>100.0</b>	<b>162</b>	<b>100.0</b>	<b>79</b>	<b>100.0</b>

#### Thereof already recalibrated and introduced in 2013

	Count	EAD in %	Count	EAD in %	Count	EAD in %
Overly conservative	3	5.2	2	1.0	7	38.6
Progressive	6	6.9	4	5.1	4	3.5
<b>Total</b>	<b>9</b>	<b>12.1</b>	<b>6</b>	<b>6.0</b>	<b>11</b>	<b>42.1</b>

Individual risk parameter settings are classified as appropriate if no recalibration was triggered by the validation and thus the application of the current parameter setting is continued since still sufficiently conservative. A parameter classifies as overly conservative or progressive if the validation triggers a recalibration analysis leading to a potential downward or upward change of the current setting, respectively. The breakdown for PD, LGD and EAD is presented by number as well as by the relative EAD attached to the respective parameter as of December 31, 2014 and December 31, 2013.

The validations during 2014 largely confirmed our parameter settings. Negatively validated PD parameters with high materiality were caused by two rating systems. One Postbank rating system contributed around 5.4 % of EAD, and the PD parameter was classified as too progressive and the LGD parameter is overly conservative. Both parameters had already been amended. One Deutsche Bank rating system contributed to approximately

3.9 % of EAD. The progressive PD parameters were already mitigated by re-rating of affected exposures which has already begun in 2013. A Postbank rating system contributing around 4 % of EAD the LGD parameter was classified as, after an increase in 2013, overly conservative and was accordingly recalibrated. The LGD parameter for one Deutsche Bank rating system contributed around 7.7 % of EAD was classified as too progressive. A recalibration is scheduled for the second quarter 2015. In addition, one LGD parameter contributing approximately 6.2 % of EAD proved to be too progressive and one EAD parameter contributing 4.7 % of the free limit was classified as overly conservative. Both parameters are used in the Bank and are scheduled for recalibration in the second quarter 2015. One EAD parameter used in the Bank contributing around 37.7 % of the free limit was overly conservative. It was reduced by 3 %-points in 2013 still keeping a high level of conservatism and a further reduction of the parameter is not planned. All other negatively validated parameters are only applied to smaller portfolios.

Out of the 57 risk parameters, where a change was suggested during 2014 following their validation, 8 were already amended in 2014. Out of the remaining 49 parameter changes 45 are scheduled for implementation in the first half of 2015. One EAD parameter of high materiality listed above will be kept deliberately conservative. The remaining 3 parameter settings are planned to be implemented during 2015. Out of the 59 risk parameters where a change was suggested during 2013 by the conducted validation, 26 were already introduced in 2013 and one parameter setting was maintained due to changed portfolio composition. Subsequently, 25 parameter changes were implemented in 2014 and 4 parameter settings were kept deliberately conservative. The remaining 3 parameter settings were not changed due to discontinuation of the respective rating system.

In addition to the above, the comparison of regulatory expected loss (“EL”) estimates with actual losses recorded also provides some insight into the predictive power of our parameter estimations and, therefore, EL calculations.

The EL used in this comparison is the forecast credit loss from counterparty defaults of our exposures over a one year period and is computed as the product of PD, LGD and EAD for performing exposures as of December 31 of the preceding year. The actual loss measure is defined by us as new provisions on newly impaired exposures recorded in our financial statements through profit and loss during the respective reported years.

While we believe that this approach provides some insight, the comparison has limitations as the two measures are not directly comparable. In particular, the parameter LGD underlying the EL calculation represents the loss expectation until finalization of the workout period while the actual loss as defined above represents the accounting information recorded for one particular financial year. Furthermore, EL is a measure of expected credit losses for a snapshot of our credit exposure at a certain balance sheet date while the actual loss is recorded for a fluctuating credit portfolio over the course of a financial year, i.e., including losses in relation to new loans entered into during the year.

According to the methodology described above, the following table provides a comparison of EL estimates for loans, commitments and contingent liabilities as of year-end 2013 through 2009, with actual losses recorded for the financial years 2014 through 2010, by regulatory exposure class for advanced IRBA exposures. Postbank is first reflected in the comparison of EL estimates as of year end 2010 with actual losses recorded for the financial year 2011.

Comparison of expected loss estimates for loans, commitments and contingent liabilities with actual losses recorded by regulatory exposure class for advanced IRBA exposures

in € m.	Dec 31, 2013		Dec 31, 2012		Dec 31, 2011		Dec 31, 2010		Dec 31, 2009	
	Expected loss <sup>1</sup>	Actual loss	Expected loss	Actual loss	Expected loss	Actual loss <sup>2</sup>	Expected loss	Actual loss	Expected loss	Actual loss
Central governments and central banks	3	0	3	18	1	0	2	0	2	0
Institutions	13	4	10	1	7	14	22	2	16	1
Corporates	355	229	351	717	445	393	449	363	471	358
Retail exposures secured by real estate property	324	212	284	223	294	224	222	359	118	101
Qualifying revolving retail exposures	21	8	23	7	23	12	2	30	2	5
Other retail exposures	378	355	404	370	418	385	390	301	301	282
<b>Total expected loss and actual loss in the advanced IRBA</b>	<b>1,095</b>	<b>808</b>	<b>1,075</b>	<b>1,336</b>	<b>1,188</b>	<b>1,028</b>	<b>1,088</b>	<b>1,055</b>	<b>910</b>	<b>747</b>

<sup>1</sup> 2013 EL figures are based on pro forma CRR/CRD 4.

<sup>2</sup> In 2013, the December 31, 2012 actual loss amounts have been restated due to alignment of Postbank's calculation model to the Group's approach.

Actual loss in 2014 was below expectations mainly driven by a significant outperformance in Corporate exposures as well as in Retail exposures secured by real estate property.

The actual loss in 2013 exceeded the expected loss by € 261 million or 24 %. This was primarily due to higher than expected level of provisions in our corporate portfolio driven by a large single client credit event in a usually low risk portfolio of GTB as well as one large charge within NCOU. Additionally, actual loss for central governments was higher than expected driven by one single client. Better than expected performance in all retail exposure classes as well as in institutions partly offset the overall excess of actual compared to expected loss.

The actual loss in 2012 was 13 % lower than the expected loss across all exposure classes apart from Institutions, where actual loss was driven by one single client.

The decrease in expected loss as of December 31, 2012 in comparison to December 31, 2011 is mainly resulting from exposure reductions and to less extent by partially lower LGD parameters.

The consolidation of Postbank led to an increase in the expected loss starting December 31, 2010 and in the actual losses starting 2011.

In 2010 the actual loss was 18 % below the expected loss as the actual loss and was positively influenced by lower provisions taken for assets reclassified in accordance with IAS 39.

The decrease of the expected loss for 2010 compared with the expected loss for 2009 reflected the slightly improved economic environment after the financial crisis.

The following table provides a year-to-year comparison of the actual loss by regulatory exposure class. Postbank is firstly included in the reporting period 2011.

Year-to-year comparison of the actual loss by IRBA exposure class

in € m.	2014	2013	2012 <sup>1</sup>	2011	2010
Central governments and central banks	0	18	0	0	0
Institutions	4	1	14	2	1
Corporates	229	717	393	363	358
Retail exposures secured by real estate property	212	223	224	359	101
Qualifying revolving retail exposures	8	7	12	30	5
Other retail exposures	355	370	385	301	282
<b>Total actual loss by IRBA in the advanced IRBA</b>	<b>808</b>	<b>1,336</b>	<b>1,028</b>	<b>1,055</b>	<b>747</b>

<sup>1</sup> In 2013, the December 31, 2012 actual loss amounts have been restated due to alignment of Postbank's calculation model to the Group's approach.

Actual loss materially declined in 2014 compared to prior year due to the low level of new impairments across all businesses.

In 2013 the actual loss increased by € 308 million or 30 % compared to 2012 primarily driven by our corporate portfolio and to a minor extent exposures to central governments. The increase in our corporate portfolio was caused by a single client credit event in GTB along with higher actual losses for shipping companies recorded in CB&S as well as one large charge in NCOU related to the European Commercial Real Estate sector, while higher actual losses in central governments result from a charge to one single client. These increases were partly offset by slight reductions in our retail portfolios as well as in institutions.

The slight reduction of € 27 million or 3 % actual loss in 2012 compared to 2011 is driven by retail exposures secured by real estate property resulting from the alignment of Postbank's calculation model to the Group's approach.

New provisions established in 2011 were € 308 million higher compared with 2010 primarily due to the first time inclusion of Postbank in full year reporting.

### Advanced IRBA Exposure

The advanced IRBA requires differentiating a bank's credit portfolio into various regulatory defined exposure classes. We identify the relevant regulatory exposure class for each exposure by taking into account factors like customer-specific characteristics, the rating system used as well as certain materiality thresholds which are regulatory defined.

As an IRBA institution, we are required to treat specific equity positions and other non-credit obligation assets generally within the IRBA. For these exposure types typically regulatory defined IRBA risk weights are applied. Details of these positions are provided in section "Exposures with regulatory defined risk weights".

The following tables show our advanced IRBA exposures distributed on a rating scale and separately for regulatory IRBA exposure classes central governments and central banks, institutions, corporates and retail clients. Advanced IRBA exposure types, for which regulatory defined IRBA risk weights are applied (securitization positions in the regulatory banking book, specific equity positions and other non-credit obligation assets), are not included here but shown separately.

The EAD is presented in conjunction with exposures-weighted average PD and LGD, the risk-weighted assets ("RWA") and the average risk weight ("RW") calculated as RWA divided by EAD net. The information is shown after credit risk mitigation obtained in the form of financial, physical and other collateral as well as guarantees and credit derivatives. The effect of double default, as far as applicable outside of Postbank's retail exposures, is considered in the average risk weight. It implies that for a guaranteed exposure a loss only occurs if the primary obligor and the guarantor fail to meet their obligations at the same time.

It should be noted that the EAD gross information for exposures covered by guarantees or credit derivatives is assigned to the exposure class of the original counterparty respectively whereas the EAD net information assigns the exposures to the protection seller. As a consequence the EAD net can be higher than the EAD gross.

The tables below also include our counterparty credit risk position from derivatives and securities financing transactions so far as it has been assigned to the advanced IRBA. For the vast majority of these exposures we make use of the IMM to derive the EAD where the appropriate netting and collateral agreements are already considered resulting in an EAD net of collateral. They also provide a ratio of expected loss by EAD for the non-defaulted exposures. For defaulted exposure, we apply a LGD conception already incorporating potential unexpected losses in the loss rate estimate as required by Article 181 (1) (h) CRR.

EAD of Advanced IRBA credit exposures by PD grade

										Dec 31, 2014
in € m. (unless stated otherwise)	iAAA–iAA 0.00– 0.04 %	iA 0.04– 0.11 %	iBBB 0.11– 0.5 %	iBB 0.5– 2.27 %	iB 2.27– 10.22 %	iCCC 10.22– 99.99 %	Total excluding default	Default	Total including default	Delta Total to previous year
<b>Central Governments and central banks</b>										
EAD gross	74,384	3,566	4,421	1,864	819	73	85,127	55	85,182	(633)
EAD net	81,915	4,754	4,126	847	211	71	91,923	55	91,978	(375)
Average PD in %	0.00	0.07	0.28	1.48	5.46	13.02	0.05	100.00	0.11	0.01 ppt
Average LGD in %	48.95	47.96	46.40	12.22	35.85	47.54	48.41	66.15	48.42	0.77 ppt
Average RW in %	1.69	30.01	45.57	28.82	115.20	247.13	5.82	65.52	5.85	1.14 ppt
EL/EAD net in %	0.00	0.03	0.13	0.12	1.61	6.19	0.00	N/M	0.02	0.00 ppt
<b>Institutions</b>										
EAD gross	15,553	29,759	12,771	2,450	1,001	71	61,606	179	61,785	1,412
EAD net	17,615	30,257	11,866	2,174	935	67	62,915	179	63,095	2,182
Average PD in %	0.03	0.07	0.30	0.99	3.17	21.29	0.20	100.00	0.49	(0.28)ppt
Average LGD in %	39.28	27.87	25.76	29.81	15.32	28.77	30.55	8.00	30.48	1.39 ppt
Average RW in %	13.00	17.67	34.28	66.53	50.73	188.08	21.86	64.28	21.98	6.92 ppt
EL/EAD net in %	0.01	0.02	0.08	0.31	0.52	6.15	0.05	N/M	0.05	0.00 ppt
<b>Corporates</b>										
EAD gross	69,955	68,859	75,021	57,709	27,362	4,738	303,644	8,147	311,791	37,836
EAD net	73,958	70,172	73,202	51,908	22,730	3,816	295,786	7,727	303,513	38,762
Average PD in %	0.03	0.07	0.26	1.13	4.74	20.23	0.91	100.00	3.43	(1.35)ppt
Average LGD in %	27.88	33.16	33.24	28.91	21.38	16.99	30.00	26.18	29.90	0.77 ppt
Average RW in %	10.90	19.86	37.15	57.28	74.84	93.01	33.63	26.53	33.45	2.71 ppt
EL/EAD net in %	0.01	0.02	0.08	0.29	0.95	3.30	0.20	N/M	0.20	(0.02)ppt
<b>Retail Exposures Secured by Real Estate Property</b>										
EAD gross	974	13,247	57,031	65,093	13,385	3,989	153,719	2,518	156,238	2,680
EAD net	974	13,246	56,998	65,000	13,328	3,951	153,498	2,476	155,974	2,703
Average PD in %	0.04	0.09	0.28	1.09	4.43	19.76	1.47	100.00	3.03	(0.50)ppt
Average LGD in %	12.02	13.63	13.13	13.05	12.76	14.39	13.13	22.44	13.28	2.38 ppt
Average RW in %	1.39	3.12	7.15	18.50	42.24	73.32	16.32	5.52	16.15	1.46 ppt
EL/EAD net in %	0.00	0.01	0.04	0.14	0.57	2.74	0.19	N/M	0.19	0.00 ppt
<b>Qualifying Revolving Retail Exposures</b>										
EAD gross	319	1,208	1,715	877	210	62	4,391	26	4,417	(120)
EAD net	319	1,208	1,715	877	210	62	4,391	26	4,417	(120)
Average PD in %	0.03	0.08	0.24	1.03	4.41	19.47	0.81	100.00	1.38	(0.26)ppt
Average LGD in %	46.82	46.95	46.05	45.45	48.68	48.09	46.39	51.29	46.42	(0.27)ppt
Average RW in %	1.38	2.66	6.46	19.90	59.91	132.66	12.07	9.27	12.06	(1.63)ppt
EL/EAD net in %	0.02	0.04	0.11	0.47	2.17	9.19	0.38	N/M	0.38	(0.10)ppt
<b>Other Retail Exposures</b>										
EAD gross	425	1,161	7,767	12,885	5,784	1,759	29,781	2,456	32,237	(256)
EAD net	662	1,273	7,969	12,954	5,797	1,758	30,414	2,323	32,737	(344)
Average PD in %	0.04	0.08	0.29	1.16	4.68	18.90	2.56	100.00	9.47	(0.41)ppt
Average LGD in %	38.08	31.26	36.36	42.85	42.97	42.46	40.56	56.29	41.68	(0.98)ppt
Average RW in %	4.84	7.34	19.76	45.92	64.76	91.82	42.80	5.47	40.15	(2.14)ppt
EL/EAD net in %	0.01	0.03	0.11	0.50	2.00	7.99	1.09	N/M	1.09	(0.07)ppt
<b>Total</b>										
EAD gross	161,609	117,801	158,726	140,879	48,561	10,692	638,268	13,381	651,650	40,919
EAD net	175,443	120,911	155,877	133,761	43,210	9,725	638,928	12,785	651,713	42,807
Average PD in %	0.02	0.07	0.27	1.11	4.60	19.75	0.92	100.00	2.87	(0.74)ppt
Average LGD in %	38.84	30.40	25.96	22.57	21.69	21.04	28.90	30.89	29.30	1.09 ppt
Average RW in %	6.71	17.58	24.96	37.06	63.03	86.83	23.98	19.30	24.50	2.81 ppt
EL/EAD net in %	0.01	0.02	0.07	0.24	0.98	4.00	0.20	N/M	0.20	(0.01)ppt

N/M – Not meaningful

Dec 31, 2013

in € m. (unless stated otherwise)	iAAA–iAA 0.00– 0.04 %	iA 0.04– 0.11 %	iBBB 0.11– 0.5 %	iBB 0.5– 2.27 %	iB 2.27– 10.22 %	iCCC 10.22– 99.99 %	Total excluding default	Default	Total including default	Delta Total to previous year
<b>Central Governments and central banks</b>										
EAD gross	74,299	5,162	3,676	1,893	606	126	85,760	55	85,815	(9,847)
EAD net	81,527	6,462	3,504	603	113	90	92,299	55	92,354	(10,845)
Average PD in %	0.00	0.08	0.30	1.40	5.31	13.04	0.05	100.00	0.11	0.07 ppt
Average LGD in %	48.67	40.71	43.23	13.80	43.35	38.31	47.66	34.93	47.65	(0.61)ppt
Average RW in %	0.83	22.37	48.90	32.84	136.69	170.16	4.70	25.65	4.71	1.07 ppt
EL/EAD net in %	0.00	0.03	0.13	0.13	2.19	4.98	0.02	N/M	0.02	0.00 ppt
<b>Institutions</b>										
EAD gross	16,869	27,549	12,297	2,098	1,070	196	60,079	294	60,373	(5,995)
EAD net	17,872	28,258	11,499	1,776	1,019	195	60,618	294	60,913	(4,944)
Average PD in %	0.03	0.07	0.32	1.10	4.64	21.66	0.28	100.00	0.77	0.13 ppt
Average LGD in %	38.53	26.98	23.23	21.71	12.42	6.27	29.21	4.40	29.09	3.39 ppt
Average RW in %	8.46	11.72	25.15	42.61	47.81	34.73	14.89	50.16	15.06	1.48 ppt
EL/EAD net in %	0.01	0.02	0.07	0.23	0.56	1.66	0.05	N/M	0.05	0.00 ppt
<b>Corporates</b>										
EAD gross	63,599	57,266	65,756	50,198	22,020	4,520	263,359	10,596	273,955	(20,508)
EAD net	66,663	57,687	62,670	44,726	18,912	3,859	254,516	10,235	264,751	(16,439)
Average PD in %	0.03	0.07	0.25	1.11	4.70	21.56	0.96	100.00	4.79	1.18 ppt
Average LGD in %	27.06	34.75	32.13	26.18	20.41	19.12	29.28	25.27	29.13	(1.31)ppt
Average RW in %	8.64	18.26	33.75	53.42	70.92	107.07	15.77	24.59	30.74	1.71 ppt
EL/EAD net in %	0.01	0.02	0.08	0.30	1.02	4.26	0.22	N/M	0.22	0.01 ppt
<b>Retail Exposures Secured by Real Estate Property</b>										
EAD gross	1,357	10,556	47,510	65,038	20,654	5,892	151,007	2,550	153,558	59,756
EAD net	1,357	10,556	47,485	64,936	20,576	5,844	150,753	2,518	153,271	59,201
Average PD in %	0.04	0.08	0.28	1.12	4.10	20.19	1.92	100.00	3.53	(1.84)ppt
Average LGD in %	12.93	13.13	11.07	10.67	9.47	9.97	10.80	17.27	10.90	(9.72)ppt
Average RW in %	1.63	3.08	6.04	14.97	29.33	56.69	14.78	9.44	14.69	(7.92)ppt
EL/EAD net in %	0.00	0.01	0.03	0.12	0.39	1.98	0.19	N/M	0.19	(0.26)ppt
<b>Qualifying Revolving Retail Exposures</b>										
EAD gross	175	998	1,890	1,075	288	83	4,509	28	4,537	(72,898)
EAD net	175	998	1,890	1,075	288	83	4,509	28	4,537	(72,784)
Average PD in %	0.04	0.08	0.24	1.04	4.54	19.65	1.02	100.00	1.64	(2.21)ppt
Average LGD in %	47.43	46.95	46.81	45.40	48.01	49.99	46.68	51.09	46.69	37.22 ppt
Average RW in %	1.34	2.54	6.19	18.73	57.26	130.55	15.44	8.55	13.69	0.65 ppt
EL/EAD net in %	0.02	0.04	0.11	0.48	2.22	9.51	0.49	N/M	0.49	0.29 ppt
<b>Other Retail Exposures</b>										
EAD gross	197	1,336	6,877	12,920	6,687	1,934	29,952	2,542	32,493	20,790
EAD net	411	1,537	7,101	13,041	6,666	1,917	30,672	2,409	33,081	21,378
Average PD in %	0.03	0.08	0.29	1.16	4.65	19.68	2.80	100.00	9.88	1.93 ppt
Average LGD in %	40.35	43.53	41.09	42.25	42.29	40.13	41.89	52.36	42.66	(8.76)ppt
Average RW in %	4.54	9.42	22.11	46.39	65.31	90.86	45.24	4.68	42.29	2.17 ppt
EL/EAD net in %	0.01	0.03	0.12	0.49	1.95	7.84	1.15	N/M	1.15	(0.17)ppt
<b>Total</b>										
EAD gross	156,496	102,867	138,005	133,222	51,325	12,751	594,666	16,065	610,731	(28,702)
EAD net	168,004	105,497	134,148	126,157	47,573	11,987	593,366	15,540	608,906	(24,432)
Average PD in %	0.02	0.07	0.27	1.12	4.43	20.52	1.08	100.00	3.61	0.52 ppt
Average LGD in %	38.71	31.11	24.88	19.90	18.79	18.17	27.72	27.86	28.21	(1.01)ppt
Average RW in %	4.76	14.97	22.60	32.36	51.72	79.38	14.46	19.50	21.69	1.10 ppt
EL/EAD net in %	0.01	0.02	0.06	0.22	0.88	3.72	0.21	N/M	0.21	0.00 ppt

N/M – Not meaningful



The increase in exposure value is mainly driven within the exposure class corporates, primarily resulting from method changes due to CRR/CRD 4, the impact from foreign exchange movements and to a lesser extent from transferring Postbank's Large Cap Corporates/Financial Institutions portfolio from the foundation to the advanced IRBA.

The tables below show our advanced IRBA exposures excluding counterparty credit risk exposures from derivatives and SFT for central governments and central banks, institutions and corporates, distributed on our internal rating scale, showing also the PD range for each grade. Our internal rating grades take into account the respective external Standard & Poor's rating grade equivalents. The EAD net is presented in conjunction with exposures-weighted average PD and LGD, the RWA and the average RW. The information is shown after credit risk mitigation obtained in the form of financial, physical and other collateral as well as guarantees and credit derivatives. The effect of double default, as far as applicable to exposures outside of Postbank, is considered in the average risk weight. It implies that for a guaranteed exposure a loss only occurs if the primary obligor and the guarantor fail to meet their obligations at the same time.

**EAD net for Advanced IRBA credit exposures by PD grade with central governments and central banks (excluding derivatives and SFTs)**

in € m.  
(unless stated otherwise)

Internal rating	Dec 31, 2014						Dec 31, 2013					
	EAD net	Average PD in %	Average LGD in %	RWA	Average RW in %	EL/EAD in %	EAD net	Average PD in %	Average LGD in %	RWA	Average RW in %	EL/EAD in %
iAAA	76,611	0.00	49.51	557	0.73	0.00	75,749	0.00	49.69	264	0.35	0.00
iAA+	1,329	0.02	38.78	195	14.69	0.01	589	0.02	29.73	28	4.81	0.01
iAA	263	0.03	31.07	32	12.30	0.01	189	0.03	29.68	18	9.49	0.01
iAA-	125	0.04	30.08	23	18.04	0.01	148	0.04	27.84	26	17.24	0.01
iA+	1,308	0.05	50.00	165	12.60	0.02	965	0.05	49.95	134	13.94	0.02
iA	1,358	0.07	48.80	523	38.52	0.03	1,304	0.07	49.45	469	35.93	0.03
iA-	1,567	0.09	49.79	598	38.17	0.04	1,659	0.09	48.59	563	33.93	0.04
iBBB+	114	0.14	45.21	35	30.37	0.06	339	0.14	42.56	71	20.97	0.06
iBBB	1,068	0.23	49.80	440	41.19	0.11	848	0.23	41.15	313	36.83	0.09
iBBB-	1,673	0.39	49.57	916	54.79	0.19	1,509	0.39	49.05	820	54.33	0.19
iBB+	88	0.64	32.92	69	78.44	0.21	87	0.64	26.15	50	57.98	0.17
iBB	62	1.07	49.45	57	93.00	0.53	22	1.07	47.69	23	103.98	0.51
iBB-	609	1.76	2.46	47	7.67	0.04	377	1.76	2.79	32	8.55	0.05
iB+	38	2.92	49.65	51	134.53	1.45	44	2.92	47.63	60	136.12	1.39
iB	1	4.82	10.20	0	37.36	0.49	22	4.82	49.88	31	138.78	2.40
iB-	106	7.95	22.35	99	93.83	1.78	45	7.95	36.40	62	138.37	2.89
iCCC+	56	13.00	50.00	147	261.42	6.50	88	13.00	38.22	150	169.45	4.97
iCCC	0	22.00	45.63	1	324.35	10.04	0	22.00	0.10	0	0.58	0.02
iCCC-	0	0.00	0.00	0	0.00	0.00	0	31.00	8.06	0	50.39	2.50
<b>Total excluding default</b>	<b>86,376</b>	<b>0.05</b>	<b>48.88</b>	<b>3,955</b>	<b>4.58</b>	<b>0.02</b>	<b>83,984</b>	<b>0.04</b>	<b>49.06</b>	<b>3,113</b>	<b>3.71</b>	<b>0.02</b>
Default	55	100.00	66.15	36	65.52	N/M	55	100.00	34.93	14	25.65	N/M
<b>Total including default</b>	<b>86,431</b>	<b>0.11</b>	<b>48.89</b>	<b>3,991</b>	<b>4.62</b>	<b>0.02</b>	<b>84,040</b>	<b>0.11</b>	<b>49.05</b>	<b>3,127</b>	<b>3.72</b>	<b>0.02</b>

N/M – Not meaningful

EAD net for Advanced IRBA credit exposures by PD grade with institutions (excluding derivatives and SFTs)

in € m.  
(unless  
stated  
otherwise)

Internal rating	Dec 31, 2014						Dec 31, 2013					
	EAD net	Average PD in % <sup>1</sup>	Average LGD in %	RWA	Average RW in %	EL/EAD in %	EAD net	Average PD in %	Average LGD in %	RWA	Average RW in %	EL/EAD in %
iAAA	3,087	0.02	41.31	498	16.14	0.01	2,036	0.02	41.53	311	15.27	0.01
iAA+	275	0.03	40.10	49	17.91	0.01	108	0.03	41.53	15	13.59	0.01
iAA	1,944	0.03	41.84	112	5.75	0.01	3,483	0.03	43.72	195	5.59	0.01
iAA-	3,943	0.03	52.10	316	8.00	0.01	4,313	0.04	40.19	317	7.34	0.02
iA+	2,916	0.05	32.44	410	14.06	0.02	2,774	0.05	34.39	284	10.24	0.02
iA	4,506	0.07	29.54	624	13.85	0.02	7,220	0.07	25.66	585	8.10	0.02
iA-	4,317	0.09	22.65	697	16.13	0.02	4,713	0.09	28.23	655	13.89	0.03
iBBB+	1,230	0.14	32.55	356	28.93	0.05	865	0.14	34.93	259	29.91	0.05
iBBB	1,076	0.23	24.98	301	28.01	0.06	1,097	0.23	25.26	310	28.25	0.06
iBBB-	4,352	0.39	35.95	2,320	53.31	0.14	3,319	0.39	31.43	1,222	36.81	0.12
iBB+	812	0.64	20.78	287	35.39	0.14	307	0.64	30.66	131	42.65	0.20
iBB	456	1.07	37.72	361	79.23	0.40	299	1.07	37.81	220	73.64	0.40
iBB-	379	1.76	30.67	350	92.37	0.54	222	1.76	18.63	104	46.80	0.33
iB+	521	2.92	12.53	226	43.44	0.37	114	2.92	23.75	83	72.51	0.69
iB	67	4.88	25.09	63	94.67	1.22	784	4.82	10.69	349	44.57	0.52
iB-	8	7.95	26.86	9	101.79	2.14	17	7.95	22.98	16	91.92	1.83
iCCC+	6	13.00	22.37	6	102.71	2.91	7	13.00	38.50	13	186.27	5.01
iCCC	30	22.00	9.67	17	56.77	2.13	141	22.00	3.36	25	18.12	0.74
iCCC-	1	31.00	0.30	0	1.69	0.09	0	31.00	20.03	0	111.29	6.21
<b>Total excluding default</b>	<b>29,925</b>	<b>0.25</b>	<b>34.38</b>	<b>7,002</b>	<b>23.40</b>	<b>0.06</b>	<b>31,820</b>	<b>0.36</b>	<b>32.30</b>	<b>5,092</b>	<b>16.00</b>	<b>0.06</b>
Default	62	100.00	13.65	42	67.28	N/M	272	100.00	4.56	143	52.33	N/M
<b>Total including default</b>	<b>29,987</b>	<b>0.46</b>	<b>34.33</b>	<b>7,044</b>	<b>23.49</b>	<b>0.06</b>	<b>32,092</b>	<b>1.20</b>	<b>32.06</b>	<b>5,235</b>	<b>16.31</b>	<b>0.06</b>

N/M – Not meaningful

<sup>1</sup> Higher average PD in % than defined for the internal rating scales iAAA and iAA+ results for Institutions and Corporates exposure subject to a PD floor of 3 basis points.

The decrease in exposure results mainly from de-risking activities and is partly offset by foreign exchange movements. At the same time the risk weighted assets increased due to methodology changes, e.g. the asset value correlation for large regulated financial entities.

EAD net for Advanced IRBA credit exposures by PD grade with corporates (excluding derivatives and SFTs)

in € m.  
(unless stated otherwise)

Internal rating	Dec 31, 2014						Dec 31, 2013					
	EAD net	Average PD in % <sup>1</sup>	Average LGD in %	RWA	Average RW in %	EL/EAD in %	EAD net	Average PD in %	Average LGD in %	RWA	Average RW in %	EL/EAD in %
iAAA	4,893	0.03	21.82	325	6.64	0.01	3,084	0.03	24.81	196	6.35	0.01
iAA+	5,700	0.03	20.58	326	5.72	0.01	5,448	0.03	19.67	286	5.25	0.01
iAA	11,377	0.03	16.32	534	4.69	0.00	7,555	0.03	18.29	420	5.56	0.01
iAA-	12,583	0.04	33.75	1,405	11.17	0.01	11,213	0.04	31.29	922	8.22	0.01
iA+	13,744	0.05	29.51	1,849	13.45	0.01	11,167	0.05	28.56	1,293	11.58	0.01
iA	20,367	0.07	31.06	3,363	16.51	0.02	14,927	0.07	31.28	2,349	15.73	0.02
iA-	20,146	0.09	35.14	4,756	23.61	0.03	17,690	0.09	35.62	3,705	20.95	0.03
iBBB+	19,495	0.14	34.90	5,734	29.41	0.05	18,121	0.14	31.90	4,512	24.90	0.04
iBBB	21,891	0.23	30.95	7,238	33.06	0.07	18,145	0.23	32.54	5,984	32.98	0.07
iBBB-	20,057	0.39	31.70	8,730	43.53	0.12	16,884	0.39	31.05	6,885	40.78	0.11
iBB+	13,892	0.64	29.84	6,752	48.60	0.18	9,958	0.64	32.21	5,436	54.60	0.20
iBB	13,993	1.08	26.46	7,647	54.65	0.27	11,819	1.07	28.10	6,835	57.83	0.30
iBB-	13,013	1.77	25.07	7,838	60.23	0.41	9,062	1.76	24.59	5,625	62.07	0.43
iB+	8,157	2.92	19.93	4,942	60.59	0.56	6,452	2.92	19.94	3,969	61.51	0.84
iB	8,096	4.80	20.92	6,215	76.76	1.00	5,167	4.79	21.45	3,948	76.42	1.02
iB-	4,339	7.93	17.21	3,210	73.99	1.35	3,935	7.94	15.90	2,664	67.71	1.26
iCCC+	1,382	12.99	20.65	1,420	102.72	2.69	1,140	13.00	14.58	809	70.94	1.89
iCCC	643	21.56	16.75	655	101.80	3.81	738	21.95	23.77	1,035	140.38	5.19
iCCC-	535	31.00	14.78	458	85.59	4.59	802	31.00	12.15	569	70.92	3.77
<b>Total excluding default</b>	<b>214,302</b>	<b>0.99</b>	<b>28.65</b>	<b>73,397</b>	<b>34.25</b>	<b>0.21</b>	<b>173,309</b>	<b>1.06</b>	<b>28.87</b>	<b>57,442</b>	<b>33.14</b>	<b>0.23</b>
Default	7,531	100.00	26.72	1,963	26.07	N/M	9,975	100.00	25.77	2,405	24.11	N/M
<b>Total including default</b>	<b>221,832</b>	<b>4.36</b>	<b>28.58</b>	<b>75,360</b>	<b>33.97</b>	<b>0.21</b>	<b>183,284</b>	<b>6.44</b>	<b>28.70</b>	<b>59,847</b>	<b>32.65</b>	<b>0.23</b>

N/M – Not meaningful

<sup>1</sup> Higher average PD in % than defined for the internal rating scales iAAA and iAA+ results for Institutions and Corporates exposure subject to a PD floor of 3 basis points.

The majority of these exposures in all exposure classes are assigned to investment-grade customers. The exposures in the lower rating classes are largely collateralized.

Exposure levels increased over the reporting period, mainly driven by foreign exchange movements, growth in CB&S and GTB as well as method changes of CRR/CRD 4. An additional contribution resulted from transferring the Postbank Large Cap Corporates/Financial Institutions portfolio from the foundation approach to the advanced IRBA.

The table below shows our Advanced IRBA exposure distributed based on the corresponding exposure classes for each relevant geographical location. As geographical location we show countries where the Bank maintains a branch or subsidiary and exposure volume is equal to or higher than € 0.5 million. Exposure which does not meet these criteria is shown in "Other", which also comprises exposure to international organizations. Exposures are assigned to the specific geographical location based on the country of domicile of the respective counterparty. The EAD net is presented in conjunction with exposures-weighted average LGD and PD in percentage. It excludes the following exposure classes: securitization positions in the regulatory banking book, specific equity positions and non-credit obligation assets.

EAD net, average LGD and average PD of Advanced IRBA credit exposures by geographical location  
(including derivatives and SFTs)

Dec 31, 2014

in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Retail exposures against SME's	Retail exposures secured by residential real estate	Other retail exposures	Total
<b>American Virgin Islands</b>							
EAD net	0	0	277	0	0	0	277
Average LGD in %	0	0	5.79	0	0	0	5.79
Average PD in %	0	0	0.47	0	0	0	0.47
<b>Argentina</b>							
EAD net	43	0	92	0	1	6	143
Average LGD in %	45.97	0	20.99	61.89	13.81	16.34	28.27
Average PD in %	13.00	0	6.27	31.00	7.08	1.78	8.13
<b>Australia</b>							
EAD net	1,508	2,002	3,054	1	12	2	6,579
Average LGD in %	33.43	34.01	33.71	38.71	14.15	22.46	33.70
Average PD in %	0.02	0.05	0.89	0.23	2.41	0.76	0.44
<b>Austria</b>							
EAD net	181	528	957	0	44	19	1,728
Average LGD in %	42.06	32.83	37.63	0	14.10	23.26	35.88
Average PD in %	0.01	0.17	2.43	0	3.40	5.86	1.55
<b>Barbados</b>							
EAD net	0	0	139	0	0	0	139
Average LGD in %	0	0	16.11	0	0	26.19	16.11
Average PD in %	0	0	0.33	0	0	0.45	0.33
<b>Belgium</b>							
EAD net	604	1,383	1,783	0	43	9	3,823
Average LGD in %	47.10	43.16	31.72	61.90	18.02	37.38	38.15
Average PD in %	0	0.05	0.56	0.39	5.32	3.58	0.35
<b>Bermuda</b>							
EAD net	0	3	1,876	0	0	0	1,879
Average LGD in %	0	40.00	25.21	0	0	47.60	25.24
Average PD in %	0	0.12	3.05	0	0	0.09	3.04
<b>Brazil</b>							
EAD net	334	1,159	1,584	0	6	3	3,086
Average LGD in %	50.00	22.51	34.23	52.70	13.41	27.38	31.49
Average PD in %	0.14	0.22	3.18	1.07	2.25	2.03	1.74
<b>British Virgin Islands</b>							
EAD net	0	0	7,347	0	0	0	7,347
Average LGD in %	50.00	0	12.66	0	0	55.59	12.66
Average PD in %	0	0	3.02	0	0	0.41	3.02
<b>Canada</b>							
EAD net	324	1,934	4,325	1	6	7	6,598
Average LGD in %	33.89	28.20	34.14	13.31	12.08	12.85	32.34
Average PD in %	0.03	0.05	0.70	0.64	1.10	3.39	0.48
<b>Cayman Islands</b>							
EAD net	0	0	7,347	0	0	0	7,348
Average LGD in %	0	0	34.31	0	5.00	96.11	34.31
Average PD in %	0	0	1.37	0	0.39	0.62	1.37
<b>Chile</b>							
EAD net	0	184	443	0	0	3	630
Average LGD in %	49.06	44.07	44.22	0	5.00	38.25	44.15
Average PD in %	0.01	0.12	0.20	0	0.09	0.84	0.18

Dec 31, 2014

in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Retail exposures against SME's	Retail exposures secured by residential real estate	Other retail exposures	Total
<b>China</b>							
EAD net	2,004	8	13,574	0	13	4	15,603
Average LGD in %	51.62	50.00	44.55	85.20	12.90	36.92	45.44
Average PD in %	0	0.03	0.46	100.00	0.94	0.80	0.40
<b>Colombia</b>							
EAD net	0	0	197	0	1	1	199
Average LGD in %	0	0	38.67	0	12.75	57.12	38.59
Average PD in %	0	0	0.49	0	0.42	2.08	0.50
<b>Czech Republic</b>							
EAD net	451	81	296	1	4	3	835
Average LGD in %	50.00	38.52	41.20	55.67	13.34	34.38	45.57
Average PD in %	0	0.13	0.25	0.44	1.67	2.27	0.12
<b>Denmark</b>							
EAD net	47	453	943	0	16	3	1,463
Average LGD in %	31.62	39.58	41.78	0	14.74	43.78	40.47
Average PD in %	0	0.33	0.47	0	6.57	4.04	0.48
<b>Finland</b>							
EAD net	5	191	671	0	2	0	869
Average LGD in %	50.00	23.91	37.58	0	12.18	44.65	34.60
Average PD in %	0	0.04	0.21	0	2.74	0.54	0.18
<b>France</b>							
EAD net	1,195	4,333	6,016	1	65	90	11,700
Average LGD in %	46.69	32.85	39.95	26.31	15.13	17.77	37.70
Average PD in %	0.01	0.10	1.77	0.56	5.09	4.96	1.01
<b>Germany</b>							
EAD net	1,953	7,861	45,320	306	133,182	27,031	215,653
Average LGD in %	47.88	18.86	33.92	54.16	13.04	39.37	21.31
Average PD in %	0	0.25	4.42	2.82	2.92	5.08	3.39
<b>Gibraltar</b>							
EAD net	0	0	17	0	1	0	19
Average LGD in %	0	0	18.98	0	19.08	69.61	19.06
Average PD in %	0	0	0.37	0	0.41	62.34	0.46
<b>Greece</b>							
EAD net	0	50	1,482	0	5	3	1,541
Average LGD in %	50.00	31.94	15.11	0	8.47	29.90	15.67
Average PD in %	4.82	22.00	8.21	0	2.23	1.71	8.63
<b>Guernsey</b>							
EAD net	0	0	401	0	0	0	401
Average LGD in %	0	0	16.64	0	0	47.62	16.65
Average PD in %	0	0	1.49	0	0	0.40	1.49
<b>Hong Kong</b>							
EAD net	147	501	5,513	0	6	1	6,168
Average LGD in %	30.00	33.25	26.62	0	11.44	29.29	27.22
Average PD in %	0.02	0.07	1.32	0	0.73	0.47	1.19
<b>Hungary</b>							
EAD net	164	44	329	0	2	3	542
Average LGD in %	50.00	50.79	46.90	0	25.94	39.23	48.03
Average PD in %	0.39	0.43	1.61	0	2.10	6.59	1.17

Dec 31, 2014

in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Retail exposures against SME's	Retail exposures secured by residential real estate	Other retail exposures	Total
<b>India</b>							
EAD net	1,375	3,048	5,550	0	1	4	9,978
Average LGD in %	49	45	39	0	9	53	42
Average PD in %	0	0	2	0	1	3	1
<b>Indonesia</b>							
EAD net	312	0	2,291	0	1	2	2,605
Average LGD in %	50	0	35	0	8	10	37
Average PD in %	0	0	2	0	18	1	1
<b>Ireland</b>							
EAD net	5	1,993	6,483	1	34	2	8,517
Average LGD in %	50	6	25	57	13	21	21
Average PD in %	0	6	18	86	11	2	15
<b>Israel</b>							
EAD net	16	0	462	0	17	1	496
Average LGD in %	50	0	35	62	9	23	34
Average PD in %	0	0	3	0	8	4	3
<b>Italy (incl. San Marino)</b>							
EAD net	1,488	2,105	5,930	1,578	7,153	4,038	22,292
Average LGD in %	45	32	36	21	7	64	31
Average PD in %	0	0	10	13	2	24	8
<b>Japan</b>							
EAD net	5,626	1,498	2,225	0	1	1	9,350
Average LGD in %	50	39	30	0	7	39	44
Average PD in %	0	0	8	0	1	0	2
<b>Jersey</b>							
EAD net	0	0	914	0	0	0	915
Average LGD in %	0	40	14	0	35	48	14
Average PD in %	0	2	2	0	57	0	2
<b>Luxembourg</b>							
EAD net	20	986	10,662	0	40	2	11,709
Average LGD in %	50	28	23	0	10	44	23
Average PD in %	0	0	6	0	9	20	5
<b>Malaysia</b>							
EAD net	65	0	855	0	3	2	925
Average LGD in %	44	0	45	0	9	7	45
Average PD in %	0	0	0	0	80	82	1
<b>Malta</b>							
EAD net	13	19	202	0	2	0	237
Average LGD in %	50	38	5	0	12	59	11
Average PD in %	0	0	1	0	7	7	1
<b>Mauritius</b>							
EAD net	0	0	134	0	1	0	135
Average LGD in %	0	0	37	0	6	27	36
Average PD in %	0	0	1	0	0	0	1
<b>Mexico</b>							
EAD net	0	347	755	0	4	77	1,183
Average LGD in %	50	47	44	0	10	42	44
Average PD in %	0	0	1	0	4	45	4

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in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Retail exposures against SME's	Retail exposures secured by residential real estate	Other retail exposures	Total
<b>Netherlands</b>							
EAD net	213	4,779	11,300	0	79	18	16,389
Average LGD in %	47.53	23.42	31.49	26.96	14.93	31.08	29.26
Average PD in %	0.02	0.06	4.91	1.61	4.18	2.99	3.43
<b>New Zealand</b>							
EAD net	24	88	319	0	1	0	432
Average LGD in %	50.00	27.24	39.20	0	8.84	46.39	37.32
Average PD in %	0	0.04	0.14	0	0.81	0.46	0.11
<b>Nigeria</b>							
EAD net	30	0	617	0	1	0	649
Average LGD in %	3.76	0	8.18	0	29.27	47.14	8.02
Average PD in %	0.64	0	3.33	0	0.83	2.24	3.20
<b>Norway</b>							
EAD net	12	614	1,038	1	17	1	1,682
Average LGD in %	50.00	41.65	26.63	10.10	17.66	54.45	32.20
Average PD in %	0	0.04	1.96	1.64	2.98	7.38	1.25
<b>Pakistan</b>							
EAD net	0	0	180	0	0	1	182
Average LGD in %	50.00	0	40.77	0	7.94	15.72	40.54
Average PD in %	7.95	0	5.79	0	0.23	0.40	5.75
<b>Peru</b>							
EAD net	91	0	234	0	0	2	327
Average LGD in %	50.00	0	28.77	0	0	13.76	34.58
Average PD in %	0.05	0	0.48	0	0	0.83	0.36
<b>Philippines</b>							
EAD net	310	0	427	0	1	0	739
Average LGD in %	50.00	0	39.13	0	12.03	44.29	43.64
Average PD in %	0.23	0	0.66	0	0.29	0.78	0.48
<b>Poland</b>							
EAD net	1,223	102	1,060	662	4,738	196	7,981
Average LGD in %	50.00	33.33	40.14	45.49	29.81	39.45	35.86
Average PD in %	0.05	0.13	13.38	9.58	1.40	11.49	3.69
<b>Portugal</b>							
EAD net	4	250	537	120	1,431	418	2,759
Average LGD in %	50.00	14.66	34.01	18.80	9.81	19.98	16.94
Average PD in %	0.64	2.47	8.41	12.58	5.39	11.53	6.95
<b>Qatar</b>							
EAD net	0	0	377	0	1	0	378
Average LGD in %	0	0	31.77	0	7.98	30.27	31.71
Average PD in %	0	0	0.26	0	2.01	2.09	0.26
<b>Romania</b>							
EAD net	0	2	38	0	0	1	41
Average LGD in %	0	49.83	47.93	0	3.31	22.73	46.91
Average PD in %	0	0.51	0.22	0	1.37	2.32	0.30
<b>Saudi Arabia</b>							
EAD net	101	733	2,074	0	3	1	2,912
Average LGD in %	49.99	28.11	28.76	0	25.84	37.27	29.33
Average PD in %	0	0.08	0.55	0	0.56	1.32	0.41

Dec 31, 2014

in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Retail exposures against SME's	Retail exposures secured by residential real estate	Other retail exposures	Total
<b>Singapore</b>							
EAD net	915	392	5,250	0	14	3	6,573
Average LGD in %	50.00	39.95	18.25	61.90	9.20	17.99	23.94
Average PD in %	0	0.04	2.06	0.64	0.74	0.60	1.65
<b>Slovakia</b>							
EAD net	8	4	29	0	0	0	41
Average LGD in %	50.00	23.68	44.76	0	5.18	35.73	43.43
Average PD in %	0.05	0.09	0.23	0	18.46	4.16	0.39
<b>South Africa</b>							
EAD net	56	389	457	1	6	3	910
Average LGD in %	50.00	19.48	44.57	5.40	10.26	24.21	33.89
Average PD in %	0.09	0.17	0.88	0.09	8.50	2.43	0.58
<b>South Korea</b>							
EAD net	1,410	1,403	2,180	0	2	0	4,995
Average LGD in %	48.41	38.49	41.21	0	8.58	38.68	42.47
Average PD in %	0	0.08	1.53	0	1.33	1.11	0.69
<b>Spain</b>							
EAD net	923	1,209	4,958	1,429	7,344	1,468	17,331
Average LGD in %	50.41	24.62	32.84	38.63	12.65	58.08	27.26
Average PD in %	1.04	1.28	15.73	4.90	5.26	18.25	8.82
<b>Sri Lanka</b>							
EAD net	102	0	101	0	0	0	203
Average LGD in %	50.00	0	46.64	0	5.00	40.59	48.32
Average PD in %	2.92	0	1.65	0	0.23	4.34	2.29
<b>Sweden</b>							
EAD net	3	548	1,094	0	14	2	1,661
Average LGD in %	30.00	39.50	41.24	0	14.72	45.14	40.43
Average PD in %	0.03	0.09	0.57	0	1.99	21.22	0.45
<b>Switzerland</b>							
EAD net	4,313	2,357	9,909	2	169	55	16,805
Average LGD in %	49.77	29.28	21.73	8.40	14.01	23.01	29.91
Average PD in %	0	0.06	1.94	0.34	4.32	4.59	1.21
<b>Taiwan</b>							
EAD net	742	0	1,501	0	0	5	2,248
Average LGD in %	33.55	0	39.97	0	0	3.55	37.77
Average PD in %	0	0	0.32	0	0	0.95	0.22
<b>Thailand</b>							
EAD net	595	0	1,169	0	3	1	1,768
Average LGD in %	50.00	0	43.82	0	10.72	21.30	45.83
Average PD in %	0.09	0	0.52	0	0.82	0.32	0.37
<b>Turkey</b>							
EAD net	191	2,827	885	0	5	2	3,910
Average LGD in %	50.00	10.08	47.28	0	9.80	33.37	20.46
Average PD in %	0.39	0.41	4.15	0	2.70	4.92	1.26
<b>Ukraine</b>							
EAD net	27	0	112	0	2	0	142
Average LGD in %	50.00	0	49.91	0	17.93	46.13	49.50
Average PD in %	13.00	0	10.40	0	0.42	2.14	10.75



	Dec 31, 2014						
in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Retail exposures against SME's	Retail exposures secured by residential real estate	Other retail exposures	Total
<b>United Arab Emirates</b>							
EAD net	214	0	2,640	0	13	15	2,881
Average LGD in %	50.00	0	38.10	0	12.09	36.33	38.86
Average PD in %	0.01	0	2.49	0	0.81	0.42	2.29
<b>United Kingdom</b>							
EAD net	334	4,652	20,311	6	232	176	25,711
Average LGD in %	50.00	40.25	31.00	23.76	18.77	14.40	32.69
Average PD in %	0	0.30	2.36	2.56	14.14	83.52	2.62
<b>United States of America</b>							
EAD net	54,744	11,045	85,958	1	63	283	152,093
Average LGD in %	49.54	37.15	25.77	40.69	12.96	37.15	35.17
Average PD in %	0.09	0.11	2.02	0.59	3.60	2.35	1.19
<b>Uruguay</b>							
EAD net	0	0	62	0	0	2	65
Average LGD in %	50.00	0	9.46	0	6.98	5.36	9.33
Average PD in %	0.23	0	15.16	0	0.45	0.13	14.61
<b>Venezuela</b>							
EAD net	9	0	42	0	1	9	62
Average LGD in %	31.42	0	27.59	49.65	12.35	5.21	24.40
Average PD in %	7.95	0	13.67	0.15	0.85	0.59	10.52
<b>Vietnam</b>							
EAD net	60	0	153	0	2	0	215
Average LGD in %	50.00	0	43.20	0	8.37	32.61	44.82
Average PD in %	1.07	0	2.22	0	0.46	1.53	1.89
<b>Other</b>							
EAD net	7,445	991	8,052	2	93	132	16,715
Average LGD in %	42.96	40.43	24.30	27.24	15.19	11.71	33.42
Average PD in %	0.29	5.20	5.96	5.45	2.87	4.54	3.36
thereof:							
International Organizations							
EAD net	5,117	354	143	0	0	0	5,614
Average LGD in %	45.30	49.45	41.26	0	0	18.30	45.46
Average PD in %	0.01	0.01	0.08	0	0	2.92	0.01
<b>Total</b>	<b>91,978</b>	<b>63,095</b>	<b>303,513</b>	<b>4,112</b>	<b>154,900</b>	<b>34,115</b>	<b>651,713</b>

The table below shows our undrawn commitment exposure treated within the advanced IRBA. It is broken down by regulatory exposure class and also provides the corresponding exposure-weighted credit conversion factors and resulting EADs.

Undrawn commitment exposure within the advanced IRBA by regulatory exposure class

	Dec 31, 2014			Dec 31, 2013		
	Undrawn commitments in € m.	Weighted Credit Conversion Factor (CCF) in %	Exposure value for undrawn commitments (EAD) in € m.	Undrawn commitments in € m.	Weighted Credit Conversion Factor (CCF) in %	Exposure value for undrawn commitments (EAD) in € m.
Central governments and central banks	889	81	718	782	79	614
Institutions	2,057	36	748	1,673	37	621
Corporates	174,303	33	57,536	138,047	33	46,058
Retail exposures secured by real estate property	6,174	76	4,716	6,827	74	5,085
Qualifying revolving retail exposures	5,660	66	3,752	5,779	65	3,780
Other retail exposures	7,777	53	4,096	7,799	51	3,980
<b>Total EAD of undrawn commitments in the advanced IRBA</b>	<b>196,860</b>	<b>36</b>	<b>71,566</b>	<b>160,906</b>	<b>37</b>	<b>60,137</b>

A year-on-year comparison shows an increase in undrawn commitments in particular driven by the corporates exposure where levels increased by foreign exchange movements and specific growth in CB&S and GTB. An additional contribution resulted from transferring Postbank's Large Cap Corporates/Financial Institutions portfolio from the foundation to the advanced IRBA.

#### Exposures with regulatory defined risk weights

As an IRBA institution, we are required to treat equity investments, collective investment undertakings ("CIU") and other non-credit obligation assets generally within the IRBA. For these exposure types typically regulatory-defined IRBA risk weights are applied.

We use the simple risk-weight approach according to Article 155 (2) CRR for our investments in equity positions entered into since January 1, 2008. It distinguishes between exposure in equities which are non-exchange traded but sufficiently diversified, exchange-traded and other non-exchange-traded and then uses the regulatory-defined risk weights of 190 %, 290 % or 370 %, respectively. We also include exposures attracting a risk weight of 250 % according to Article 48 (4) for significant investments in the CET 1 instruments of financial sector entities which are subject to the threshold exemptions as outlined in Article 48 CRR.

Exposures which are assigned to the exposure class "other non-credit obligation assets" receive an IRBA risk weight of 0 % in case of cash positions, 250 % for deferred tax assets that rely on future profitability and arise from temporary differences subject to the threshold exemptions as outlined in Article 48 CRR, or 100 %.

The following table summarizes on an EAD basis our IRBA exposure for equities and other non-credit obligation assets, where regulatory risk weights are applied. Credit risk mitigation techniques have not been applied.

#### EAD net of equity investments and other non-credit obligation assets by risk weight

in € m.	Dec 31, 2014	Dec 31, 2013
0 %	2,130	883
100 %	3,891	5,739
190 %	0	62
250 %	7,103	0
290 %	266	184
370 %	1,096	1,089
<b>Total EAD of equity investments and other non-credit obligation assets</b>	<b>14,486</b>	<b>7,957</b>

The increase mainly results from the CRR/CRD4 introduction of a risk weight of 250 % according to Article 48 CRR for significant investments in financial sector entities and deferred tax assets as outlined above (10/15 % rule).

#### Foundation Internal Ratings Based Approach

We apply the foundation IRBA for the majority of our remaining foundation IRBA eligible credit portfolios at Postbank to the extent these have not been newly assigned to the advanced IRBA during 2014. The foundation IRBA is an approach available under the regulatory framework for credit risk allowing institutions to make use of their internal rating methodologies while using pre-defined regulatory values for all other risk parameters. Parameters subject to internal estimates include the probability of default ("PD") while the loss given default ("LGD") and the credit conversion factor ("CCF") are defined in the regulatory framework.

For exposures in classes institutions and corporates respective foundation IRBA rating systems have been developed. A probability of default is assigned to each relevant counterparty credit exposure as a function of a transparent and consistent rating master scale. The borrower ratings assigned are derived on the grounds of internally developed rating models which specify consistent and distinct customer-relevant criteria and assign a rating grade based on a specific set of criteria as given for a certain customer. The set of criteria is generated from information sets relevant for the respective customer segments like general customer behavior, financial

and external data. The methods in use are based on statistical analyses and for specific portfolio segments amended by expert-based assessments while taking into account the relevant available quantitative and qualitative information. The rating systems consider external long-term ratings from the major rating agencies (i.e., Standard & Poor's, Moody's and Fitch Ratings).

For the foundation IRBA a default definition was applied in accordance with the requirements of Article 178 CRR as confirmed by the BaFin as part of its IRBA approval process.

### Foundation Internal Ratings – Model Validation

We regularly validate our rating methodologies and credit risk parameters at Postbank. Whereas the rating methodology validation focuses on the discriminatory power of the models, the risk parameter validation for PD analyzes its predictive power when compared against historical default experiences.

#### Validation results of risk parameters used in our Foundation IRBA at Postbank

	2014		PD 2013	
	Count	EAD in %	Count	EAD in %
Appropriate	0	0.0	2	99.6
Overly conservative	0	0.0	1	0.4
Progressive	2	100.0	0	0.0
<b>Total</b>	<b>2</b>	<b>100.0</b>	<b>3</b>	<b>100.0</b>
<b>Thereof already recalibrated and introduced</b>	<b>in 2014</b>		<b>in 2013</b>	
Overly conservative	0	0.0	0	0.0
Progressive	0	0.0	0	0.0
<b>Total</b>	<b>0</b>	<b>0.0</b>	<b>0</b>	<b>0.0</b>

Above table summarizes the outcome of the model validations for the risk parameter PD used in our foundation IRBA for Postbank. If individual risk parameter settings are classified as appropriate, no recalibration was triggered by the validation. The breakdown is presented by number as well as by the relative EAD attached to the respective parameter as of December 31, 2014 and as of December 31, 2013.

The validations classify the PD parameter settings for the two foundation IRBA relevant rating systems of Postbank as too progressive. The recalibration is scheduled for 2015. The rating system classified as overly conservative in 2013 was discontinued in 2014.

### Foundation IRBA Exposure

Within the Postbank portfolios we assign our exposures to the relevant regulatory exposure class by taking into account factors like customer-specific characteristics and the rating system used. The following tables also consider Postbank's counterparty credit risk position resulting from derivatives and SFTs as far as they are assigned to the foundation IRBA.

The table below presents the EAD in conjunction with exposures-weighted average risk weights ("RW"). The information is shown after credit risk mitigation obtained in the form of financial, physical and other collateral as well as guarantees and credit derivatives. EAD gross information for exposures covered by guarantees or credit derivatives are assigned to the exposure class of the original counterparty whereas the EAD net information assigns the exposure to the protection seller.

Foundation IRBA exposures for each exposure class by rating scale

								Dec 31, 2014
in € m. (unless stated otherwise)	iAAA to iAA 0.000 – 0.045 %	iA 0.045 – 0.125 %	iBBB 0.125 – 0.475 %	iBB to iCCC > 0.475 %	Total excluding default	Default	Total including default	
<b>Central governments and central banks</b>								
EAD gross	0	0	0	0	0	0	0	
EAD net	0	0	0	0	0	0	0	
thereof:								
undrawn commitments	0	0	0	0	0	0	0	
Average RW in %	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Institutions</b>								
EAD gross	0	0	1	0	1	0	1	
EAD net	0	0	0	0	0	0	0	
thereof:								
undrawn commitments	0	0	0	0	0	0	0	
Average RW in %	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Corporates</b>								
EAD gross	1,785	267	2,261	1,559	5,872	167	6,039	
EAD net	1,785	848	2,031	1,222	5,886	167	6,053	
thereof:								
undrawn commitments	8	1	169	41	219	5	224	
Average RW in %	10.23	16.49	41.36	81.77	36.72	0.11	35.71	
<b>Total</b>								
EAD gross	1,785	267	2,262	1,559	5,873	167	6,040	
EAD net	1,785	848	2,031	1,222	5,886	167	6,053	
thereof:								
undrawn commitments	8	1	169	41	219	5	224	
Average RW in %	10.23	16.49	41.36	81.77	36.72	0.11	35.71	

								Dec 31, 2013
in € m. (unless stated otherwise)	iAAA to iAA 0.000 – 0.045 %	iA 0.045 – 0.125 %	iBBB 0.125 – 0.475 %	iBB to iCCC > 0.475 %	Total excluding default	Default	Total including default	
<b>Central governments and central banks</b>								
EAD gross	0	8	0	0	8	0	8	
EAD net	0	8	0	0	8	0	8	
thereof: undrawn commitments	0	0	0	0	0	0	0	
Average RW in %	0.00	27.57	0.00	0.00	27.57	0.00	27.57	
<b>Institutions</b>								
EAD gross	259	3,413	1,790	130	5,592	0	5,592	
EAD net	259	3,413	1,790	130	5,592	0	5,592	
thereof: undrawn commitments	0	0	6	0	6	0	6	
Average RW in %	17.11	16.09	30.22	141.57	23.58	0.00	23.58	
<b>Corporates</b>								
EAD gross	35	557	4,449	2,399	7,440	81	7,521	
EAD net	35	928	4,224	2,128	7,315	81	7,396	
thereof: undrawn commitments	0	2	606	154	762	5	767	
Average RW in %	15.31	26.16	53.72	110.99	66.71	0.00	65.97	
<b>Total</b>								
EAD gross	294	3,978	6,239	2,529	13,040	81	13,121	
EAD net	294	4,349	6,014	2,258	12,915	81	12,996	
thereof: undrawn commitments	0	2	612	154	768	5	773	
Average RW in %	16.90	18.25	46.72	112.75	48.01	0.00	47.70	

The tables below show our foundation IRBA exposures excluding counterparty credit risk exposures from derivatives and SFT for central governments and central banks, institutions and corporates, distributed on our internal rating scale, showing also the PD range for each grade. The internal rating grades take into account the respective external Standard & Poor's rating grade equivalents. The EAD net is presented in conjunction with risk-weighted assets calculated and the average RW. The information is shown after credit risk mitigation obtained in the form of financial, physical and other collateral as well as guarantees and credit derivatives.

**EAD net for Foundation IRBA credit exposures by PD grade for central governments and central banks  
(excluding derivative positions and SFTs)**

in € m.  
(unless stated otherwise)

Internal rating	Dec 31, 2014				Dec 31, 2013			
	EAD net	Average PD in %	RWA	Average RW in %	EAD net	Average PD in %	RWA	Average RW in %
iAAA	0	0.00	0	0.00	0	0.00	0	0.00
iAA+	0	0.00	0	0.00	0	0.00	0	0.00
iAA	0	0.00	0	0.00	0	0.00	0	0.00
iAA-	0	0.00	0	0.00	0	0.00	0	0.00
iA+	0	0.00	0	0.00	0	0.00	0	0.00
iA	0	0.00	0	0.00	0	0.00	0	0.00
iA-	0	0.00	0	0.00	8	0.08	2	27.57
iBBB+	0	0.00	0	0.00	0	0.00	0	0.00
iBBB	0	0.00	0	0.00	0	0.00	0	0.00
iBBB-	0	0.00	0	0.00	0	0.00	0	0.00
iBB+	0	0.00	0	0.00	0	0.00	0	0.00
iBB	0	0.00	0	0.00	0	0.00	0	0.00
iBB-	0	0.00	0	0.00	0	0.00	0	0.00
iB+	0	0.00	0	0.00	0	0.00	0	0.00
iB	0	0.00	0	0.00	0	0.00	0	0.00
iB-	0	0.00	0	0.00	0	0.00	0	0.00
iCCC+	0	0.00	0	0.00	0	0.00	0	0.00
iCCC	0	0.00	0	0.00	0	0.00	0	0.00
iCCC-	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total excluding default</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>8</b>	<b>0.08</b>	<b>2</b>	<b>27.57</b>
Default	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total including default</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>8</b>	<b>0.08</b>	<b>2</b>	<b>27.57</b>

**EAD net for Foundation IRBA credit exposures by PD grade for institutions (excluding derivative positions and SFTs)**

in € m.  
(unless stated otherwise)

Internal rating	Dec 31, 2014				Dec 31, 2013			
	EAD net	Average PD in %	RWA	Average RW in %	EAD net	Average PD in %	RWA	Average RW in %
iAAA	0	0.00	0	0.00	0	0.00	0	0.00
iAA+	0	0.00	0	0.00	0	0.00	0	0.00
iAA	0	0.00	0	0.00	98	0.03	15	15.31
iAA-	0	0.00	0	0.00	155	0.04	28	18.21
iA+	0	0.00	0	0.00	0	0.00	0	0.00
iA	0	0.00	0	0.00	405	0.06	27	6.77
iA-	0	0.00	0	0.00	2,934	0.09	499	17.00
iBBB+	0	0.00	0	0.00	411	0.15	141	34.24
iBBB	0	0.00	0	0.00	994	0.23	260	26.18
iBBB-	0	0.00	0	0.00	369	0.38	133	36.14
iBB+	0	0.00	0	0.00	64	0.69	54	84.83
iBB	0	0.00	0	0.00	15	1.23	16	105.09
iBB-	0	0.00	0	0.00	9	2.06	11	122.67
iB+	0	0.00	0	0.00	0	0.00	0	0.00
iB	0	0.00	0	0.00	0	0.00	0	0.00
iB-	0	0.00	0	0.00	0	0.00	0	0.00
iCCC+	0	0.00	0	0.00	0	0.00	0	0.00
iCCC	0	0.00	0	0.00	41	18.00	102	246.68
iCCC-	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total excluding default</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>5,495</b>	<b>0.29</b>	<b>1,286</b>	<b>23.43</b>
Default	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total including default</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>5,495</b>	<b>0.29</b>	<b>1,286</b>	<b>23.43</b>

EAD net for Foundation IRBA credit exposures by PD grade for corporates (excluding derivative positions and SFTs)

in € m.  
(unless stated otherwise)

Internal rating	Dec 31, 2014				Dec 31, 2013			
	EAD net	Average PD in %	RWA	Average RW in %	EAD net	Average PD in %	RWA	Average RW in %
iAAA	0	0.00	0	0.00	0	0.00	0	0.00
iAA+	0	0.00	0	0.00	0	0.00	0	0.00
iAA	1,767	0.03	180	10.20	35	0.03	5	15.31
iAA-	18	0.04	2	13.26	0	0.00	0	0.00
iA+	0	0.00	0	0.00	0	0.00	0	0.00
iA	26	0.06	4	16.90	518	0.06	115	22.13
iA-	814	0.08	133	16.31	405	0.10	127	31.30
iBBB+	540	0.15	121	22.32	912	0.15	362	39.65
iBBB	879	0.23	379	43.12	1,510	0.23	754	49.93
iBBB-	549	0.38	306	55.82	1,666	0.38	1,076	64.60
iBB+	736	0.69	494	67.12	1,121	0.69	951	84.81
iBB	236	1.23	162	68.79	272	1.23	284	104.62
iBB-	35	2.06	28	78.64	287	2.06	347	120.99
iB+	0	0.00	0	0.00	0	0.00	0	0.00
iB	32	3.78	17	54.16	170	3.78	246	144.76
iB-	28	7.26	32	113.90	37	7.26	66	177.02
iCCC+	5	12.76	11	198.16	1	12.76	3	223.09
iCCC	62	18.00	156	250.41	163	18.00	382	234.34
iCCC-	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total excluding default</b>	<b>5,727</b>	<b>0.52</b>	<b>2,025</b>	<b>35.36</b>	<b>7,097</b>	<b>0.95</b>	<b>4,718</b>	<b>66.48</b>
Default	165	100.00	0	0.11	80	100.00	0	0.00
<b>Total including default</b>	<b>5,892</b>	<b>3.31</b>	<b>2,025</b>	<b>34.38</b>	<b>7,177</b>	<b>2.05</b>	<b>4,718</b>	<b>65.73</b>

The decrease in the Foundation IRBA exposures classes' central governments and banks, institutions and corporates mainly results from the transition of Postbank Large Cap Corporate/Financials portfolio into the Advanced IRBA.

The table below shows our Foundation IRBA exposure distributed based on the corresponding exposure classes for each relevant geographical location. As geographical location we show countries where the Bank maintains a branch or subsidiary and exposure volume is equal to or higher than € 0.5 million. Exposure which does not meet these criteria is shown in "Other", which also comprises exposure to international organizations. Exposures are assigned to the specific geographical location based on the country of domicile of the respective counterparty. The EAD net is presented in conjunction with exposures-weighted average PD in percentage.

EAD net and average PD of Foundation IRBA credit exposures by geographical location (including derivatives and SFTs)

Dec 31, 2014

in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Total
<b>Argentina</b>				
EAD net	0	0	9	9
Average PD in %	0	0	0.13	0.13
<b>Australia</b>				
EAD net	0	0	6	6
Average PD in %	0	0	0.27	0.27
<b>Austria</b>				
EAD net	0	0	249	249
Average PD in %	0	0	0.20	0.20
<b>Belgium</b>				
EAD net	0	0	88	88
Average PD in %	0	0	2.15	2.15
<b>Brazil</b>				
EAD net	0	0	13	13
Average PD in %	0	0	0.28	0.28
<b>Chile</b>				
EAD net	0	0	1	1
Average PD in %	0	0	0.07	0.07
<b>China</b>				
EAD net	0	0	5	5
Average PD in %	0	0	1.17	1.17
<b>Colombia</b>				
EAD net	0	0	3	3
Average PD in %	0	0	0.16	0.16
<b>Czech Republic</b>				
EAD net	0	0	19	19
Average PD in %	0	0	0.28	0.28
<b>Denmark</b>				
EAD net	0	0	12	12
Average PD in %	0	0	1.47	1.47
<b>Finland</b>				
EAD net	0	0	12	12
Average PD in %	0	0	0.17	0.17
<b>France</b>				
EAD net	0	0	180	180
Average PD in %	0	0	1.06	1.06
<b>Germany</b>				
EAD net	0	0	4,621	4,621
Average PD in %	0	0	2.72	2.72
<b>Greece</b>				
EAD net	0	0	10	10
Average PD in %	0	0	0.07	0.07
<b>Hong Kong</b>				
EAD net	0	0	2	2
Average PD in %	0	0	0.34	0.34
<b>Hungary</b>				
EAD net	0	0	19	19
Average PD in %	0	0	0.43	0.43
<b>India</b>				
EAD net	0	0	6	6
Average PD in %	0	0	0.31	0.31

Dec 31, 2014

in € m. (unless stated otherwise)	Central governments and central banks	Institutions	Corporates	Total
<b>Indonesia</b>				
EAD net	0	0	2	2
Average PD in %	0	0	0.28	0.28
<b>Ireland</b>				
EAD net	0	0	8	8
Average PD in %	0	0	0.27	0.27
<b>Israel</b>				
EAD net	0	0	1	1
Average PD in %	0	0	0.43	0.43
<b>Italy</b>				
EAD net	0	0	117	117
Average PD in %	0	0	0.25	0.25
<b>Japan</b>				
EAD net	0	0	2	2
Average PD in %	0	0	0.35	0.35
<b>Luxembourg</b>				
EAD net	0	0	42	42
Average PD in %	0	0	0.16	0.16
<b>Malaysia</b>				
EAD net	0	0	2	2
Average PD in %	0	0	0.31	0.31
<b>Mexico</b>				
EAD net	0	0	7	7
Average PD in %	0	0	0.16	0.16
<b>Netherlands</b>				
EAD net	0	0	102	102
Average PD in %	0	0	0.42	0.42
<b>Nigeria</b>				
EAD net	0	0	2	2
Average PD in %	0	0	8.72	8.72
<b>Norway</b>				
EAD net	0	0	3	3
Average PD in %	0	0	0.13	0.13
<b>Peru</b>				
EAD net	0	0	2	2
Average PD in %	0	0	0.13	0.13
<b>Poland</b>				
EAD net	0	0	26	26
Average PD in %	0	0	0.70	0.70
<b>Portugal</b>				
EAD net	0	0	7	7
Average PD in %	0	0	0.22	0.22
<b>Qatar</b>				
EAD net	0	0	1	1
Average PD in %	0	0	0.09	0.09
<b>Romania</b>				
EAD net	0	0	17	17
Average PD in %	0	0	0.81	0.81
<b>Singapore</b>				
EAD net	0	0	3	3
Average PD in %	0	0	0.13	0.13
<b>Slovakia</b>				
EAD net	0	0	12	12
Average PD in %	0	0	0.59	0.59



	Dec 31, 2014			
	Central governments and central banks	Institutions	Corporates	Total
in € m. (unless stated otherwise)				
South Africa				
EAD net	0	0	1	1
Average PD in %	0	0	0.20	0.20
South Korea				
EAD net	0	0	2	2
Average PD in %	0	0	0.31	0.31
Spain				
EAD net	0	0	47	47
Average PD in %	0	0	0.41	0.41
Sweden				
EAD net	0	0	21	21
Average PD in %	0	0	0.29	0.29
Switzerland				
EAD net	0	0	111	111
Average PD in %	0	0	0.81	0.81
Taiwan				
EAD net	0	0	1	1
Average PD in %	0	0	0.35	0.35
Thailand				
EAD net	0	0	3	3
Average PD in %	0	0	0.22	0.22
Turkey				
EAD net	0	0	3	3
Average PD in %	0	0	1.40	1.40
United Arab Emirates				
EAD net	0	0	2	2
Average PD in %	0	0	0.19	0.19
United Kingdom				
EAD net	0	0	158	158
Average PD in %	0	0	41.44	41.44
United States of America				
EAD net	0	0	51	51
Average PD in %	0	0	0.47	0.47
Uruguay				
EAD net	0	0	2	2
Average PD in %	0	0	0.12	0.12
Other				
EAD	0	0	40	40
Average PD in %	0	0	2.15	2.15
thereof:				
International Organizations				
EAD	0	0	0	0
Average PD in %	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>6,053</b>	<b>6,053</b>

The table below summarizes on an EAD basis our foundation approach exposure for specialized lending. For the calculation of minimum capital requirements regulatory risk weights are applied where potential risk mitigating factors are already considered in the assignment of a risk weight to a specific structure. Additional credit risk mitigation techniques have not been applied.

#### Exposure for specialized lending by risk weight

in € m.	Dec 31, 2014	Dec 31, 2013
Risk weight category 1 (strong)	2,806	8,223
Risk weight category 2 (good)	811	680
Risk weight category 3 (satisfactory)	429	139
Risk weight category 4 (weak)	41	65
Risk weight category 5 (defaulted)	128	1,061
<b>Total EAD of specialized lending</b>	<b>4,215</b>	<b>10,169</b>

The decrease is primarily driven by a part of Postbank exposures resulting from the Advanced IRBA rating system approval from BaFin for specialized lending in 2014.

### Standardized Approach

We treat a subset of our credit risk exposures within the standardized approach. The standardized approach measures credit risk either pursuant to fixed risk weights, which are predefined by the regulator, or through the application of external ratings.

We assign certain credit exposures permanently to the standardized approach in accordance with Article 150 CRR. These are predominantly exposures to the Federal Republic of Germany and other German public sector entities as well as exposures to central governments of other European Member States that meet the required conditions. These exposures make up more than half of the exposures carried in the standardized approach and receive predominantly a risk weight of zero percent. For internal purposes, however, these exposures are subject to an internal credit assessment and fully integrated in the risk management and economic capital processes.

For certain CIU exposures we apply the “look-through”-treatment which constitutes a decomposition of the CIU into its underlying investments. According to Article 152 CRR these exposures, primarily consisting of defined benefit pension fund assets, are assigned to the standardized approach.

In line with Article 150 CRR and Section 10 SolvV, we assign further – generally IRBA eligible – exposures permanently to the standardized approach. This population comprises several small-sized portfolios, which are considered to be immaterial on a stand-alone basis for inclusion in the IRBA.

Other credit exposures which are small in size are temporarily assigned to the standardized approach and we plan to transfer them to the IRBA over time. The prioritization and the corresponding transition plan is discussed and agreed with the competent authorities, the Bundesbank, the BaFin and the ECB.

Equity positions entered into before January 1, 2008 are subject to the transitional arrangement to exempt them from the IRBA and a risk weight of 100 % is applied according to the standardized approach treatment.

In order to calculate the regulatory capital requirements under the standardized approach, we use eligible external ratings from Standard & Poor's, Moody's, Fitch Ratings and in some cases from DBRS. DBRS ratings are applied in the standardized approach for a small number of exposures since 2009. Ratings are applied to all relevant exposure classes in the standardized approach. If more than one rating is available for a specific counterparty, the selection criteria as set out in Article 138 CRR are applied in order to determine the relevant risk weight for the capital calculation. Moreover, given the low volume of exposures covered under the standardized approach and the high percentage of (externally rated) central government exposures therein, we do not infer borrower ratings from issuer ratings.

The table below shows exposure values in the standardized approach broken down by risk weight before and after credit risk mitigation obtained in the form of eligible financial collateral, guarantees and credit derivatives excluding securitization positions in the regulatory banking book and Postbank's CIU exposures assigned to the standardized approach which are displayed in the table “EAD of CIUs of Postbank in the Standardized Approach by Risk Weight” thereafter.

### Exposure values in the standardized approach by risk weight

in € m.	Dec 31, 2014		Dec 31, 2013	
	Before credit risk mitigation	After credit risk mitigation	Before credit risk mitigation	After credit risk mitigation
0 %	83,870	84,907	78,483	80,150
2 %	31,773	31,654	0	0
4 %	0	0	0	0
10 %	22	22	34	34
20 %	1,131	1,197	1,661	1,656
35 %	3,699	3,698	11,606	11,601
50 %	12,020	12,056	5,914	5,960
70 %	2,992	2,992	0	0
75 %	8,612	7,250	15,043	12,300
100 %	20,388	15,152	27,050	17,861
150 %	3,062	2,926	889	880
<b>Total EAD in the standardized approach</b>	<b>167,568</b>	<b>161,854</b>	<b>140,680</b>	<b>130,441</b>

The increase in EAD is predominantly driven by the implementation of the CRR/CRD 4 framework regarding our trade exposure against Central Counterparties that is reported with a fixed risk weight of 2 %. The impact for our defined benefit pension fund assets exposure that are calculated at a phase-in rate of 20 % in 2014 also contributed to the increase.

The table below comprises bonds in the form of collective investment undertakings assigned to the standardized approach based on a “look through” treatment as well as the exposure values for collective investment undertakings with risk weights calculated by third parties from Postbank. Credit risk mitigation techniques have not been applied.

### EAD of CIUs of Postbank in the standardized approach by risk weight

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Bonds in CIUs</b>		
0 %	0	1,058
5 %	1,569	0
11 %	0	0
22 %	2	26
55 %	0	274
110 %	0	327
200 %	44	45
300 %	0	0
<b>EAD for bonds in CIUs</b>	<b>1,615</b>	<b>1,730</b>
<b>CIUs with risk weight calculated by third parties</b>		
< 22 %	0	0
> 22 % < 110 %	215	182
> 110 %	8	8
<b>EAD for CIUs with risk weight calculated by third parties</b>	<b>223</b>	<b>190</b>
<b>Total EAD for CIUs in the standardized approach</b>	<b>1,838</b>	<b>1,920</b>

### Regulatory Application of Credit Risk Mitigation Techniques

Risk-weighted assets and regulatory capital requirements can be managed actively by credit risk mitigation techniques. As a prerequisite for recognition in regulatory calculations, we must adhere to certain minimum requirements as stipulated in the CRR regarding collateral management, monitoring processes and legal enforceability.

The range of collateral being eligible for regulatory recognition is dependent predominantly on the regulatory capital calculation method used for a specific risk position. The principle is that a higher degree of sophistication with regard to the underlying methodology generally leads to a wider range of admissible collateral and options to recognize protection via guarantees and credit derivatives. However, also the minimum requirements to be adhered to and the mechanism available to reflect the risk mitigation benefits are predominantly a function of the regulatory calculation method applied.

The advanced IRBA generally accepts all types of financial collateral, as well as real estate, collateral assignments and other physical collateral. In our application of the advanced IRBA, there is basically no limitation to the range of accepted collateral as long as we can demonstrate to the competent authorities that reliable estimates of the collateral values can be generated and that basic requirements are fulfilled.

The same principle holds true for taking benefits from guarantee and credit derivative arrangements. Within the advanced IRBA, again there are generally no limitations with regard to the range of eligible collateral providers as long as some basic minimum requirements are met. However, collateral providers' credit quality and other relevant factors are incorporated through our internal models.

In our advanced IRBA calculations financial and other collateral is generally considered through an adjustment to the applicable LGD as the input parameter for determining the risk weight. For recognizing protection from guarantees and credit derivatives, generally a PD substitution approach is applied, i.e., within the advanced IRBA risk-weight calculation the PD of the borrower is replaced by the protection seller's or guarantor's PD. However, for certain guaranteed exposures and certain protection providers the so-called double default treatment is applicable. The double default effect implies that for a guaranteed exposure a loss only occurs if the originator and the guarantor fail to meet their obligations at the same time.

The table below shows the advanced IRBA exposures before credit risk mitigation in conjunction with the proportional amounts for eligible advanced IRBA collateral as well as guarantees and credit derivatives.

Collateralized counterparty credit risk exposure in the Advanced IRBA by exposure class

in € m.	Dec 31, 2014				Dec 31, 2013			
	Total EAD	Eligible advanced IRBA collateral	Guarantees and credit derivatives	Total EAD collateralized <sup>1</sup>	Total EAD	Eligible advanced IRBA collateral	Guarantees and credit derivatives	Total EAD collateralized <sup>1</sup>
Central governments and central banks	85,182	1,004	2,129	3,133	85,815	2,716	2,042	4,758
Institutions	61,785	12,036	2,456	14,492	60,373	13,751	2,255	16,005
Corporates	311,791 <sup>2</sup>	67,424	25,091	92,515	273,955 <sup>2</sup>	66,369	21,540	87,908
Retail	192,891	135,969	968	136,937	190,588	133,104	1,009	134,113
<b>Total</b>	<b>651,649</b>	<b>216,433</b>	<b>30,644</b>	<b>247,077</b>	<b>610,731</b>	<b>215,940</b>	<b>26,845</b>	<b>242,785</b>

<sup>1</sup> Excludes collateralization which is reflected in the EPE measure.

<sup>2</sup> Includes exposure subject to dilution risk of € 1.43 billion per end 2014 and € 1.16 billion per year end 2013.

The increase in EAD and respective collateralized EAD is mainly driven by model changes, foreign exchange movements and specific growth in CB&S and GTB in the corporates exposure. An additional contribution resulted from the switch of Postbank Large Cap Corporates/Financial from Foundation to Advanced IRBA.

The foundation IRBA sets stricter limitations with regard to the eligibility of credit risk mitigation compared to the advanced IRBA but allows for consideration of financial collateral, guarantees and credit derivatives as well as other foundation IRBA-eligible collateral like mortgages and security assignments.

The financial collateral recognized in the foundation IRBA essentially comprises cash, bonds and other securities related to repo lending.

The table below shows the Foundation IRBA exposures before credit risk mitigation in conjunction with the proportional amounts for financial and other collateral as well as guarantees and credit derivatives.

Collateralized counterparty credit risk exposure in the Foundation IRBA by exposure class

in € m.	Dec 31, 2014				
	Total EAD	Financial collateral	Other collateral	Guarantees and credit derivatives	Total EAD collateralized
Central governments and central banks	0	0	0	0	0
Institutions	1	0	0	0	0
Corporates	6,039	0	0	567	567
<b>Total</b>	<b>6,040</b>	<b>0</b>	<b>0</b>	<b>567</b>	<b>567</b>

in € m.	Dec 31, 2013				
	Total EAD	Financial collateral	Other collateral	Guarantees and credit derivatives	Total EAD collateralized
Central governments and central banks	8	0	0	0	0
Institutions	5,592	0	0	0	0
Corporates	7,521	0	0	643	643
<b>Total</b>	<b>13,121</b>	<b>0</b>	<b>0</b>	<b>643</b>	<b>643</b>

The decrease in EAD is mainly driven by the switch of Postbank Large Cap Corporates/Financial from Foundation IRBA to Advanced IRBA and thus reflects part of the effects described above.

In the standardized approach, collateral recognition is limited to eligible financial collateral, such as cash, gold bullion, certain debt securities, equities and CIUs, in many cases only with their volatility-adjusted collateral value. In its general structure, the standardized approach provides a preferred (lower) risk-weight for “claims secured by real estate property”. Given this, preferred risk-weight real estate is not considered a collateral item under the standardized approach. Further limitations must be considered with regard to eligible guarantee and credit derivative providers.

In order to reflect risk mitigation techniques in the calculation of capital requirements we apply the financial collateral comprehensive method since the higher sophistication of that method allows a broader range of eligible collateral. Within this approach, financial collateral is reflected through a reduction in the exposure value of the respective risk position, while protection taken in the form of guarantees and credit derivatives is considered by means of a substitution, i.e., the borrower’s risk weight is replaced by the risk weight of the protection provider.

The table below shows the standard approach exposures, financial collateral and guarantees and credit derivatives by exposure class. The exposure classes are according to CRR/CRD 4, which are in general comparable to the exposure classes according to the Basel 2.5 framework.

## Exposure values in the standardized approach by exposure class

in € m.	Dec 31, 2014				Dec 31, 2013			
	Total EAD	Financial collateral	Guarantees and credit derivatives	Total EAD collateralized	Total EAD	Financial collateral	Guarantees and credit derivatives	Total EAD collateralized
Central governments or central banks	40,445	29	431	460	49,961	2	891	893
Regional governments and local authorities	18,322	4	33	37	19,744	3	1	3
Public sector entities	10,182	1	474	475	4,180	1	587	588
Multilateral development banks	4,931	0	0	0	921	0	2	2
International organizations	2,357	0	0	0	550	0	0	0
Institutions	32,449	169	42	211	4,796	339	97	435
Corporates	16,381	4,268	20	4,288	23,763	7,985	115	8,100
Retail	8,613	385	0	385	9,656	618	0	618
Secured by mortgages on immovable property	3,956	0	0	0	5,173	11	0	11
Exposures in default	3,423	138	0	138	1,304	16	0	16
Items associated with particular high risk	161	2	0	2	0	0	0	0
Covered bonds	22	0	0	0	34	0	0	0
Claims on institutions and corporates with a short-term credit assessment	0	0	0	0	0	0	0	0
Collective investment undertakings (CIU)	25,262	0	0	0	1,920	0	0	0
Equity	2,707	0	0	0	3,023	0	0	0
Other items	419	0	0	0	17,575	0	0	0
<b>Total</b>	<b>169,630</b>	<b>4,996</b>	<b>1,001</b>	<b>5,996</b>	<b>142,600</b>	<b>8,975</b>	<b>1,693</b>	<b>10,667</b>

The increase in EAD is predominantly driven by the implementation of the CRR/CRD 4 framework regarding our trade exposure against central counterparties which is now reported under exposure class institutions. Defined benefit pension fund assets exposure, that had been reported under the exposure class “Other items” in 2013, is shown under the exposure class “Collective investment undertakings (CIU)”. Here the calculation at a phase-in rate of 20 % in 2014 also contributed to the exposure increase. The increase in EAD in the exposure class “Exposures in default” is primarily attributable to the adjusted default definition under the CRR/CRD 4 framework.

## Securitization

The following section on Securitization, ending on page 178, presents specific disclosures in relation to Pillar 3. Per regulation it is not required to audit Pillar 3 disclosures. As such this section is labeled unaudited. Quantitative information presented follows the regulatory scope of consolidation.

### Overview of our Securitization Activities

We engage in various business activities that use securitization structures. The main purposes are to provide investor clients with access to risk and returns related to specific portfolios of assets, to provide borrowing clients with access to funding and to manage our own credit risk exposure.

A participant in the securitization market can typically adopt three different roles: as originator, sponsor or investor, as defined in the Article 4 (1) (13,14) CRR. An originator is an institution which is involved, either itself or through its related entities, directly or indirectly, in the origination or purchase of the securitized exposures. In a sponsorship role, an institution establishes and manages an asset-backed commercial paper program (“ABCP”) or other securitization transaction, but has neither originated nor taken the purchased assets on its balance sheet. All other securitization positions entered into by us are assumed in the capacity as an investor. In order to achieve our business objectives we act in all three roles on the securitization markets.

### Banking Book Securitizations

As an originator we use securitizations primarily as a strategy to reduce credit risk, mainly through the Credit Portfolio Strategies Group (“CPSG”). It uses, among other means, synthetic securitizations to manage the credit risk of loans and lending-related commitments of the international investment-grade portfolio, leveraged

portfolio, and the medium-sized German companies' portfolio within the corporate divisions of CB&S and GTB. The credit risk is predominantly transferred to counterparties through synthetic collateralized loan obligations mainly in the form of financial guarantees and, to a lesser extent, as credit derivatives providing first loss protection.

The overall volume of credit risk transfer as originator showed an increase for CB&S. This resulted mainly from originator activities during 2014. These transactions are related to European small and medium entities ("SMEs") and European and American assets related to large entities and institutions. The volume of credit risk transfer for PBC decreased following repayments in the underlying pool for transactions of Postbank.

On a limited basis we have entered into securitization transactions as part of an active liquidity risk management strategy during 2008 and 2009, some of which we intend to replace in 2015. These transactions do not transfer credit risk and are therefore not included in the quantitative part of this section.

We set up, sponsor and administer a number of ABCP programs through which we securitize assets originated by third parties. These programs provide customers with access to funding in the commercial paper ("CP") market and create investment products for clients. Each program consists of a CP issuing special purpose entity (the so-called "conduit") and one or more supporting SPEs through which the assets are purchased. The conduits and the SPEs are organized as limited liability companies or in an equivalent legal form. The assets securitized through the ABCP programs include auto loans, auto leases, auto dealer floor plan receivables, student loans, credit card receivables, trade receivables, capital call receivables, residential and commercial mortgage loans, future flows and other assets. As administrative agent for the CP programs, we facilitate the purchase of non-Deutsche Bank Group loans, securities and other receivables by the CP conduit, which then issues to the market high-grade, short-term CP, collateralized by the underlying assets, to fund the purchase. The conduits require sufficient collateral, credit enhancements and liquidity support to maintain an investment-grade rating for the CP. We are acting as provider of liquidity and credit enhancement to these conduits with facilities recorded in our regulatory banking book. There are also instances in which we will face the conduit on foreign exchange and interest rate swaps which are recorded in the trading book. More details on our conduit exposure as part of ABCP programs are provided in section "Types of Special Purpose Entities used by Deutsche Bank as Sponsor of Securitizations".

Furthermore, we act as an investor in third party securitizations through the purchase of tranches from third party-issued securitizations, or by providing liquidity, credit support or other form of financing. Additionally, we assist third party securitizations by providing derivatives related to securitization structures. These include currency, interest rate, equity and credit derivatives.

Almost half of our securitization book in 2014 related to origination activity, predominantly through transactions for CPSG, i.e., from de-risking activity for our existing loan portfolio. The sponsor role is considered for about 8 % of our securitization exposure and for the rest we acted as investor.

During 2014 the total securitization book increased by € 3.5 billion to € 55.1 billion. The main driver was originator activity to reduce credit risk as mentioned above and currency related movements.

Overall, the securitization positions are exposed to the performance of diverse asset classes, including primarily corporate senior loans or unsecured debt, consumer debt such as auto loans or student loans, as well as residential or commercial first and second lien mortgages. We are active across the entire capital structure with an emphasis on the more senior tranches. The subset of re-securitization is predominantly backed by securitizations with corporate obligations in the underlying pools.

Primary recourse for securitization exposures lies with the underlying assets. The related risk is mitigated by credit enhancement typically in the form of overcollateralization, subordination, reserve accounts, excess interest, or other support arrangements. Additional protection features include performance triggers, financial cove-

nants and events of default stipulated in the legal documentation which, when breached, provide for the acceleration of repayment, rights of foreclosure and/or other remediation.

The initial due diligence for new banking book exposures usually includes any or all of the following, depending on the specifics of the transaction: (a) the review of the relevant documents including term sheets, servicer reports or other historical performance data, third-party assessment reports such as rating agency analysis (if externally rated), etc., (b) modeling of base and downside scenarios through asset-class specific cash-flow models, (c) servicer reviews to assess the robustness of the servicer's processes and financial strength. The result of this due diligence is summarized in a credit and rating review which requires approval by an appropriate level of credit authority, depending on the size of exposure and internal rating assigned.

Compliance with the regulatory requirements for risk retention, due diligence and monitoring according to the applicable regulatory requirements is part of our credit review process and the relevant data is gathered for reporting purposes with the support of the IT systems used for the credit review process and the process for financial reporting

Ongoing regular performance reviews include checks of the periodic servicer reports against any performance triggers/covenants in the loan documentation, as well as the overall performance trend in the context of economic, geographic, sector and servicer developments. Monitoring of the re-securitization subset takes into consideration the performance of the securitized tranches' underlying assets, to the extent available.

For longer-term lending-related commitments an internal rating review is required at least annually. Significant negative (or positive) changes in asset performance can trigger an earlier review date. Full credit reviews are also required annually, or, for highly rated exposures, every other year. Furthermore, there is a separate, usually quarterly, watch list process for exposures identified to be at a higher risk of loss, which requires a separate assessment of asset and servicer performance. It includes a review of the exposure strategy and identifies next steps to be taken to mitigate loss potential. There is no difference in approach for re-securitization transactions.

Evaluation of structural integrity is another important component of risk management for securitization, focusing on the structural protection of a securitization as defined in the legal documentation (i.e., perfection of security interest, segregation of payment flows, and rights to audit). The evaluation for each securitization is performed by a dedicated team who engages third-party auditors, determines audit scopes, and reviews the results of such external audits. The results of these risk reviews and assessments complement the credit and rating review process performed by Credit Risk Management.

Securitization activities have an impact on our liquidity activity. On the one hand, we have entered into securitization transactions as part of an active liquidity risk management strategy during 2008 and 2009, as mentioned before. On the other hand, we are exposed to potential drawdown under liquidity backstop facilities supporting the Deutsche Bank-sponsored asset-backed commercial paper or other revolving commitments. This liquidity risk is monitored by our Treasury department and is included in our liquidity planning and regular stress testing.

We have identified part of the existing book of securitization transactions as "legacy book" earmarked for de-risking, which forms part of our NCOU. De-risking generally means that existing positions on our books are either partially or completely sold into the market, as far as adequate prices can be achieved. These positions also benefit from reduction through amortization, where applicable. In 2014, this legacy book experienced a net decrease by € 2.5 billion to € 5.2 billion.

Credit hedging requirements for securitization exposures are mandated in the context of each individual credit approval, and are re-visited at each internal credit or rating review. However, management of credit risk is conducted mostly through avoidance of undue risk concentration on borrower, servicer and asset class levels. Any higher initial underwritings are de-risked to a final hold mandated in the credit approval mainly through



syndication, or sales in the secondary market. Success of de-risking is monitored and reported regularly to senior management. There is only very limited credit hedging activity in the banking book.

Furthermore, in the context of structuring securitization transactions, hedging usually takes place to insulate the SPE from interest rate and cross-currency risk – as far as required depending on the assets being included. When this hedging is provided by us, the related counterparty risk to the securitization structure is included in the Credit Risk Management review process and reported below as part of the banking book exposure despite effectively being part of our trading book. If this hedging is not provided by us, it is largely conducted with large international financial institutions with strong financials. Such indirect counterparty risk is reported to the hedging counterparty's credit officer to become part of his/her credit evaluation.

### Trading Book Securitizations

In the trading book, we act as originator, sponsor and investor. In the role of investor, our main objective is to serve as a market maker in the secondary market. The market making function consists of providing liquidity for our customers and providing two way markets (buy and sell) to generate flow trading revenues. In the role of originator, we predominately engage in short synthetic single tranche CDOs (SST-CDOs) backed by loans to corporates or SMEs. Also in our role as originator, we finance loans to be securitized, predominantly in the commercial real estate business. Trading book activities where we have the role of a sponsor excluding activities derived from multi-seller originator transactions as described above are minimal.

We hold a portfolio of asset backed securities ("ABS") correlation trades within the NCOU portfolio that is in the process of being wound down. Other than facilitating the de-risking, no new activity is being generated. The positions are being managed and are part of Market Risk Management's Governance Framework (described below).

Our securitization desks trade assets across all capital structures, from senior bonds with large subordination to first loss subordinate tranches, across both securitizations and re-securitizations. Our exposure to re-securitizations in the trading book as of December 31, 2014 was € 801 million, compared with € 1,025 million as of prior year end, comprised mostly of older vintage collateralized loan obligations (including a bucket of securitization) and a median rating of BBB+. The varying degrees of risk along the capital structure are reflected by the price in which the asset trades; this is because the market requires minimum loss adjusted returns on their investments. Securitization positions consist mostly of residential mortgage backed securities ("RMBS") and commercial mortgage backed securities ("CMBS") backed by first and second lien loans, collateralized loan obligations ("CLOs") backed by corporate senior loans and unsecured debt and consumer ABS backed by secured and unsecured credit.

Similar to other fixed income and credit assets, securitized trading volume is linked to global growth and geopolitical events which affect liquidity and can lead to lower trading volumes, as observed during the crisis. Current changes to regulation and uncertainty over final implementation may lead to increased volatility and decreased liquidity/trading volumes across securitized products. Other potential risks that exist in securitized assets are prepayment, default, loss severity and servicer performance. Note that trading book assets are marked to market and the previous mentioned risks are reflected in the position's price.

Our Market Risk Management Governance Framework applies to all securitization positions held within the trading book. The Risk Governance Framework applied to securitization includes policies and procedures with respect to new product approvals, new transaction approvals, risk models and measurements, as well as inventory management systems and trade entry. All securitization positions are captured and measured within value-at-risk, stressed value-at-risk, and economic capital. The measurements are dependent upon internal and external models and processes, which includes the use of third-party assessments of risks associated with the underlying collateral. All securitization positions held within the trading book are captured, reported and limited within the Risk Governance Framework at the global, regional and product levels. Any changes in credit and market risks are also reported.

The limit structure includes value-at-risk and product specific limits. Asset class market value limits are based on seniority/rating and liquidity, where lower rated positions or positions in less liquid asset class are given a lower trading limit. The limit monitoring system captures exposures and flags any threshold breaches. Market Risk Management approval is required for any trades over the limit. The processes for securitization and re-securitizations are similar.

The Market Risk Management Governance Framework also captures issuer (credit) risk for securitization positions in the trading book. MRM's process manages concentration risks and sets limits at the position level. The limit structure is based on asset class and rating where less liquid positions and those with lower ratings are assigned lower trading limits. Limit management reports are produced to promote position level limit compliance and to detect any potential limit breaches. When positions exceed the respective market value limits on a global basis, MRM approval is required. Further due diligence is performed on positions that require trade approval; this includes analyzing the credit performance of the security and evaluating risks of the trade. In addition collateral level stress testing and performance monitoring is incorporated into the risk management process. The process covers both securitizations and re-securitizations.

The securitization desks incorporate a combination of macro and position level hedges to mitigate credit, interest rate and certain tail risks on the entire securitization portfolio. Duration and credit sensitivities (DV01s and CS01s) are the primary risk sensitivity measures used to calculate appropriate hedges. Some of the hedging products utilized include plain vanilla interest rate swaps, US Treasury bonds and product specific liquid indices. The market risks of the hedges (both funded and unfunded) are incorporated and managed within our Market Risk Management Governance Framework as described above; and, the counterparty risks of the hedges (both funded and unfunded), which are comprised primarily of major global financial institutions, are managed and approved through a formalized risk management process performed by Credit Risk Management.

Compliance with the CRR rules, as applicable requires that pre-trade due diligence is performed on all relevant positions. It is the responsibility of the respective trading desk to perform the pre-trade due diligence and then record the appropriate data records at trade execution to indicate whether relevant due diligence items have been performed. The pre-trade due diligence items include confirmations of deal structural features, performance monitoring of the underlying portfolio, and any related retention disclosures.

The GTO – Regulatory Securitization Group then reviews trade inputs for errors or flag changes, distributes regulatory control reports and serves as the subject matter escalation contact. Upon validation of flag changes or trading desk errors, the GTO – Regulatory Securitization Group will then communicate and action the changes accordingly. Further pre-trade due diligence is performed by MRM for CRR, as applicable for relevant positions exceeding predefined limits (process as described above).

### Accounting and Valuation Policies for Securitizations

Our accounting policies are included in Note 1 "Significant Accounting Policies and Critical Accounting Estimates". The most relevant accounting policies for the securitization programs originated by us, and where we hold assets purchased with the intent to securitize, are "Principles of Consolidation", "Financial Assets and Financial Liabilities" and "Derecognition of Financial Assets and Financial Liabilities", see also Note 14 "Financial Instruments carried at Fair Value".

### Types of Special Purposes Entities used by Deutsche Bank as Sponsor of Securitizations

We establish and administer as sponsor asset-backed commercial paper ("ABCP") programs which securitize assets acquired from third parties. Each program consists of a commercial paper issuing special purpose vehicle (the so-called "conduit") and one or more supporting special purpose entities (the "SPE") through which the assets are purchased. The assets securitized through the ABCP programs include auto loans, auto leases, auto dealer floor plan receivables, student loans, credit card receivables, trade receivables, capital call receivables, residential and commercial mortgage loans, future flows and other assets.

The major conduits used in 2014 for issuing commercial paper are: Aspen Funding Corp., Newport Funding Corp., Gemini Securitization Corp. and Rhein-Main Securitization Ltd. The asset purchasing SPEs are funded by the conduits issuing notes (including variable funding notes) or entering into credit facilities. The table below presents the ABCP-related exposures as applied for regulatory calculation purposes within the securitization framework by our conduits. Associated with Moody's downgrade of our short term rating in July 2014, the utilization of conduits as a funding source for third party securitization was de-emphasized, primarily explaining the reduction in ABCP related exposure.

#### ABCP Program Exposures by Major Conduits

in € m.	Dec 31, 2014	Dec 31, 2013
Aspen Funding Corp.	1,022	959
Newport Funding Corp.	546	582
Gemini Securitization Corp. LLC <sup>1</sup>	1,074	6,176
Sedona Capital Funding Corp. LLC	1	1,659
Montage Funding LLC	0	894
Saratoga Funding Corp. LLC	0	1,047
Rhein Main Securitization Ltd. <sup>2</sup>	1,077	3,195
RM Multi-Asset Ltd.	0	215
RM Fife Ltd.	296	922
RM AYR Ltd.	0	551
RM Sussex Ltd.	777	963
RM Chestnut Ltd.	0	543
Sword Securitization Ltd.; Scimitar Securitization Ltd.	0	338
SPAN NO 9 PT LIMITED	0	338
<b>Total</b>	<b>3,720</b>	<b>11,250</b>

<sup>1</sup> Gemini Securitization Corp. LLC consists of direct (€ 1,073 million) and additional exposure from respective SPEs shown under the before mentioned conduit (mainly Sedona Capital Funding Corp. LLC € 1 million).

<sup>2</sup> Rhein Main Securitization Ltd. consists of direct (€ 4 million) and additional exposure from respective SPEs shown under the before mentioned conduit (mainly RM Fife Ltd. € 296 million and RM Sussex Ltd. € 777 million).

We assume both on-balance sheet exposure and off-balance sheet exposure which stems from liquidity facilities granted to the SPVs or the related conduit, letters of credit, total return swaps or similar credit enhancement, interest rate and foreign exchange related derivatives and commercial papers.

As sponsor, we also assist some special purpose entities in selecting the securitized assets and structuring the tranches. This type of transactions may include multi-seller securitizations where a small portion of the securitized assets were originated by us, e.g., performing and non-performing residential and commercial mortgage loans. We may assume on-balance sheet and off-balance sheet exposure including first loss tranches or interest rate and foreign exchange related derivatives.

We as originator or sponsor of a securitization transaction sell ABCPs and other securitization tranches (or arrange for such sale through mandated market making institutions) solely on an "execution only" basis and only to sophisticated operative corporate clients that rely on their own risk assessment. In the ordinary course of business, we do not offer such tranches to operative corporate clients to which, at the same time, we offer investment advisory services.

Our division Deutsche Asset & Wealth Management (Deutsche AWM) provides asset management services to undertakings for collective investments, including mutual funds and alternative investment funds, and private individuals offering access to traditional and alternative investments across all major asset classes, including securitization positions. A small portion of those positions of 3.0 % consisted of tranches in securitization transactions where Deutsche Bank acts as originator or sponsor.

## Regulatory Securitization Framework

Article 4(1)(61) CRR defines which types of transactions and positions must be classified as securitization transactions and securitization positions for regulatory reporting.

Securitization transactions are basically defined as transactions in which the credit risk of a securitized portfolio is divided into at least two securitization tranches and where the payments to the holders of the tranches depend on the performance of the securitized portfolio. The different tranches are in a subordinate relationship that determines the order and the amount of payments or losses assigned to the holders of the tranches (waterfall). Loss allocations to a junior tranche will not already lead to a termination of the entire securitization transaction, i.e., senior tranches survive loss allocations to subordinate tranches.

Securitization positions can be acquired in various forms including investments in securitization tranches, derivative transactions for hedging interest rate and currency risks included in the waterfall, liquidity facilities, credit enhancements, unfunded credit protection or collateral for securitization tranches.

Assets originated or acquired with the intent to securitize follow the general approach for the assignment to the regulatory banking or trading book. Further details are described in chapter “Allocation of Positions to the Regulatory Trading book”.

The approach for the calculation of the regulatory capital requirements for banking book and trading book securitization positions is prescribed by the European Capital Requirements Regulation (“CRR”).

## Calculation of Regulatory Capital Requirements for Banking Book Securitizations

The regulatory capital requirements for the credit risk of banking book securitizations are determined based on the securitization framework pursuant to Articles 242 to 270 CRR, which distinguishes between credit risk standardized approach (“CRSA”)–securitization positions and internal ratings based approach (“IRBA”)–securitization positions. The classification of securitization positions as either CRSA- or IRBA-securitization positions depends on the nature of the securitized portfolio. Basically, CRSA-securitization positions are those where the securitized portfolio predominantly includes credit risk exposures, which would qualify as CRSA-exposures under the credit risk framework if they would be held by us directly. Otherwise, if the majority of the securitized portfolio would qualify as IRBA-exposures, the securitization positions qualify as IRBA-securitization positions.

The risk weights of CRSA-securitization positions are derived from their relevant external ratings, when applicable. External ratings must satisfy certain eligibility criteria for being used in the risk weight calculation. Eligible external ratings are taken from Standard & Poor’s, Moody’s, Fitch Ratings and DBRS. If more than one eligible rating is available for a specific securitization position, the relevant external rating is determined as the second best eligible rating in accordance with the provisions set forth in Article 269 CRR. CRSA-securitization positions with no eligible external rating receive a risk weight of 1,250 % unless they qualify for the application of the Internal Assessment Approach according to Article 109(1) CRR in conjunction with Article 259(3) CRR or for the application of the risk concentration approach pursuant to Article 253 CRR which might lead to a risk weight below 1,250 %.

The risk weight of IRBA-securitization positions is determined according to the following hierarchy:

- If one or more eligible external ratings exist for the IRBA-securitization position, or if an external rating can be inferred from an eligible external rating of a benchmark securitization position, the risk weight is derived from the relevant external rating (ratings based approach).
- Otherwise, if no eligible external rating exists or can be inferred, the risk weight of the IRBA-securitization position will generally be determined based on the supervisory formula approach pursuant to Section 262 CRR or the internal assessment approach pursuant to Article 259 (3) and (4) CRR.
- If neither of the aforementioned approaches can be applied, the position receives a risk weight of 1,250 %.

The ratings based approach applies to a material part of our IRBA- and CRSA-securitization positions, largely in the lower (better) risk weight bands. We use the external ratings of Standard & Poor's, Moody's, Fitch Ratings and DBRS. The majority of securitization positions with an eligible external or inferred external credit assessment are securitization positions held as investor. The risk concentration approach is applied to a few CRSA-securitization exposures that are small compared with the total amount of our banking book securitization exposures. The scope of application of the supervisory formula approach and of the internal assessment approach is described below.

There is no securitization position for which we have applied the special provisions for originators of securitization transactions which include an investor's interest to be recognized by the originator pursuant to Article 256 CRR respectively Article 265 CRR.

### Supervisory Formula Approach and Internal Assessment Approach

The risk weight of securitization positions subject to the supervisory formula approach ("SFA") are determined based on a formula which takes as input the capital requirement of the securitized portfolio and the seniority of the securitization position in the waterfall, amongst others. When applying the SFA, we estimate the risk parameters PD and LGD for the assets included in the securitized portfolio, by using internally developed rating systems approved for such assets. We continue to develop new rating systems for homogenous pools of assets to be applied to assets that have not been originated by us. The rating systems are based on historical default and loss information from comparable assets. The risk parameters PD and LGD are derived on risk pool level.

Approximately 72 % of the total banking book securitization positions are subject to the SFA. This approach is predominantly used to rate positions backed by corporate loans, auto-related receivables and commercial real estates.

For unrated IRBA-securitization positions which are related to ABCP programs and which are not asset backed commercial paper, the risk weight is calculated based on the internal assessment approach ("IAA"). Apart from using this concept for regulatory purposes, the internal rating is used for expected loss and economic capital calculations and plays a significant role in the credit decision and monitoring process.

We have received approval from BaFin to apply the IAA to approximately 71 % of our ABCP conduit securitization exposure.

Asset classes subject to IAA are governed by a specific and detailed set of rules per asset class. These asset class write-ups ("ACW") have been established by Credit Risk Management, Risk Analytics and Living Wills and the Front Office. They are reviewed and approved in a formal internal process, and subject to an at least annual review. For BaFin approved asset classes, the ACW require re-approval by the regulator in case of significant changes during the review process.

BaFin approval for IAA has been received for currently 14 different asset classes in both consumer and commercial assets. The stress factors are different per asset class and rating level; they are established based on criteria set by the "dominant" external rating agency which forms the basis of the internal qualitative and quantitative rating analysis. The stress factor multiples generally indicate how much credit enhancement is required to obtain a specific rating compared to the level of pool expected loss.

The following tables summarize (a) the stress factor multiples per rating level, or (b) key stress testing methodology for those without defined Stress Factor Multiples, based on the methodology published by the respective dominant rating agencies:

### Stress Factor Multiples per Rating Level by dominant Rating Agencies

Asset Class	Auto Loans	CDO	Comm. Lease & Loan	Consumer Loans	Credit Cards	Trade Receivable
	S&P	Moody's	S&P	S&P	S&P	S&P
Dominant Rating Agency						
AAA	3.75–5	1.95	5	4–5	3–6.6	2.5
AA	3–4	1.8–1.76	4	3–4	2.5–5	2.25
A	2–3	1.73–1.69	3	2–3	2–3.75	2
BBB	1.75–2	1.67–1.63	2	1.5–2	1.5–2.5	1.5
BB	1.5–1.75	1.5–1.2		1–1.5	1.25–1.5	

### Summary of Rating agency Stress Factor Methodologies without defined Stress Factor Multiples

Asset Class	Capital Calls	MBS Servicer Advances	Market Values CDO	RMBS Australia	RMBS Europe	RMBS US	Structured Settlements	Student Loans FFELP
Dominant Rating Agency	Moody's	Moody's	S&P	S&P	S&P	S&P	S&P	Moody's
Comment	Methodology relies on conservative assumptions regarding debtor ratings and recovery rates; supported by conservative correlation criteria	Methodology applies rating-specific stressed recovery curves for each type of servicer advances. Cash flows are run under multiple interest rate stress scenarios	Methodology of both S&P and Moody's is using Advance rates instead of Stress Factor Multiples, which are available on their respective websites	Methodology uses default & loss assumptions per rating level, based on benchmark pools with adjustments appropriate for the respective pool being compared	Methodology uses default & loss assumptions per rating level, based on benchmark pools with adjustments appropriate for the respective pool being compared	Stress-testing by applying S&P default and loss assumptions per rating level on each individual loan in the pool	Generating a probability distribution of potential default rates at each rating level for the portfolio using industry-specific recovery rates. Additional stress tests regarding Largest Obligor and Largest Industry Defaults	Applying rating-level specific stresses including defined cumulative default rates, voluntary pre-payment rates, servicer reject rates and borrower benefit rates

Information based on methodology published by the respective Dominant Rating Agencies, which may be amended from time to time.

The underlying cash flow models per asset class are also subject to the regular review process described above. For securitizations in these asset classes we utilize external credit assessment institutions, namely Standard & Poor's and Moody's as outlined in the tables above.

### Calculation of Regulatory Capital Requirements for Trading Book Securitizations

The regulatory capital requirements for the market risk of trading book securitizations are determined based on a combination of internal models and regulatory standard approaches pursuant to Article 337 CRR.

The capital requirement for the general market risk of trading book securitization positions is determined as the sum of (i) the value-at-risk based capital requirement for general market risk and (ii) the stressed value-at-risk based capital requirement for general market risk.

The capital requirement for the specific market risk of trading book securitization positions depends on whether the positions are assigned to the regulatory correlation trading portfolio ("CTP") or not.

For securitization positions that are not assigned to the CTP, the capital requirement for specific market risk is calculated based on the market risk standardized approach ("MRSA"). The MRSA risk weight for trading book securitization positions is generally calculated by using the same methodologies which apply to banking book securitization positions. The only difference relates to the use of the SFA for trading book securitization positions, where the capital requirement of the securitized portfolio is determined by making use of risk parameters (probability of default and loss given default) that are based on the incremental risk charge model. The MRSA based capital requirement for specific risk is determined as the higher of the capital requirements for all net long and all net short securitization positions outside of the CTP. The securitization positions included in the MRSA calculations for specific risk are additionally included in the value-at-risk and stressed value-at-risk calculations for specific risk.

Trading book securitizations subject to MRSA treatment include various asset classes differentiated by the respective underlying collateral types:

- Residential mortgage backed securities (“RMBS”);
- Commercial mortgage backed securities (“CMBS”);
- Collateralized loan obligations (“CLO”);
- Collateralized debt obligations (“CDO”); and
- Asset backed securities (incl. credit cards, auto loans and leases, student loans, equipment loans and leases, dealer floorplan loans, etc).

They also include synthetic credit derivatives and commonly-traded indices based on the above listed instruments.

Conversely, the capital requirement for the specific market risk of securitization positions which are assigned to the CTP is determined as the sum of (i) the value-at-risk based capital requirement for specific risk, (ii) the stressed value-at-risk based capital requirement for specific risk and (iii) the capital requirement for specific risk as derived from the comprehensive risk measurement (“CRM”) model. The CRM based capital requirement is subject to a floor equal to 8 % of the higher of the specific risk capital requirements for all net long and all net short securitization positions under the MRSA.

The CTP includes securitization positions and nth-to-default credit derivatives principally held for the purpose of trading correlation that satisfy the following requirements:

- all reference instruments are either single-name instruments, including single-name credit derivatives for which a liquid two-way market exists, or commonly-traded indices based on those reference entities;
- the positions are neither re-securitization positions, nor options on a securitization tranche, nor any other derivatives of securitization exposures that do not provide a pro-rata share in the proceeds of a securitization tranche; and
- the positions do not reference a claim on a special purpose entity, claims or contingent claims on real estate property or retail.

The CTP also comprises hedges to the securitization and nth-to-default positions in the portfolio, provided a liquid two-way market exists for the instrument or its underlying. Typical products assigned to the CTP are synthetic CDOs, nth-to-default credit default swaps (“CDS”), and index and single name CDS. For details on the CRM covering the regulatory CTP please also refer to the section “Trading Market Risk”.

### Securitization Details

The amounts reported in the following tables provide details of our securitization exposures separately for the regulatory banking and trading book. The presentation of the banking and trading book exposures is in line with last year’s disclosure. The details of our trading book securitization positions subject to the MRSA are included in this chapter, while details of the trading book securitization positions covered under the Comprehensive Risk Measure (“CRM”) are described in chapter “Trading Market Risk”.

### Outstanding Exposures Securitized

We are only exposed to credit or market risks related to the exposures securitized, as shown below, to the extent that we have retained or purchased any of the related securitization positions. The risk of the retained or purchased positions depends on the relative position in the payment waterfall structure of the securitization transaction. For disclosure purposes, we are deemed to be originator and additionally sponsor in case of multi-seller securitizations, which is reflected in the disclosure of the total outstanding exposures securitized in the sponsor column and our share of those exposures in the originator column.

The following table details the total banking book outstanding exposure, i.e., the overall pool size, we have securitized in our capacity as either originator or sponsor through traditional or synthetic securitization transac-

tions split by exposure type. Within the originator columns the table provides information of the underlying securitized asset pool which was either originated from our balance sheet or acquired from third parties. The amounts reported are either the carrying values as reported in our consolidated financial statements for on-balance sheet exposures in synthetic securitizations or the principal notional amount for traditional securitizations and off-balance sheet exposures in synthetic transactions. Of the € 46.5 billion total outstanding securitized exposure reported as of December 31, 2014 in the table below as originator, the amount retained was € 27.0 billion reflecting an increase in both outstanding securitized as well as retained exposure which for December 31, 2013 were € 42.3 billion and € 22.7 billion respectively.

For sponsor relationships, the total outstanding exposure securitized reported in the table below represents the principal notional amount of outstanding exposures of the entities issuing the securities and other receivables. As of December 31, 2014, our retained or repurchased exposure of the € 29.3 billion total outstanding exposure securitized shown in the sponsor columns including multi-seller transactions was € 9.2 billion. The remaining exposure is held by third parties. As of December 31, 2013, our exposure with regard to the € 77.2 billion total outstanding exposure securitized resulted from sponsoring activities including multi-seller transactions amounted to € 13.0 billion. The decrease in our exposure resulted primarily from a management decision to reduce the securitization book funded through ABCP conduits. The total reported outstanding exposure securitized is derived using information received from servicer reports of the third parties with whom the conduits have relationships.

#### Outstanding Exposures Securitized by Exposure Type (Overall Pool Size) within the Banking Book

in € m.	Dec 31, 2014				Dec 31, 2013			
	Originator		Sponsor <sup>1</sup>		Originator		Sponsor <sup>1</sup>	
	Traditional	Synthetic	Traditional	Synthetic	Traditional	Synthetic	Traditional	Synthetic
Residential mortgages	8,485	2,171	635	64	9,379	2,945	3,867	0
Commercial mortgages	9,978	0	7,525	0	9,265	0	7,980	0
Credit card receivables	0	0	1,560	0	0	0	4,118	0
Leasing	89	0	3,691	0	0	0	8,439	0
Loans to corporates or SMEs (treated as corporates) <sup>2</sup>	1,320	24,420	6,814	0	2,215	18,522	13,342	0
Consumer loans	0	0	6,506	0	0	0	15,185	0
Trade receivables	0	0	547	0	0	0	193	0
Covered bonds	0	0	0	0	0	0	0	0
Other liabilities	0	0	0	0	0	0	0	0
Other assets <sup>3</sup>	0	0	1,974	0	0	0	24,107	0
<b>Total outstanding exposures securitized<sup>4</sup></b>	<b>19,873</b>	<b>26,592</b>	<b>29,252</b>	<b>64</b>	<b>20,858</b>	<b>21,467</b>	<b>77,232</b>	<b>0</b>

<sup>1</sup> As of December 31, 2014 included under sponsor is the amount € 8.8 billion of multi-seller related securitized exposures, of which we have originated € 4.8 billion, and therefore have also included this amount under originator. For December 31, 2013 the amounts were € 11.0 billion and € 5.8 billion respectively.

<sup>2</sup> SMEs are small- or medium-sized entities.

<sup>3</sup> 2013 amount consists mainly of securitizations supporting rental car and dealer floorplan activities.

<sup>4</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the banking book see table "Banking Book Securitization Positions Retained or Purchased by Risk Weight Band".

The table below provides the total outstanding exposure securitized in relation to securitization positions held in our regulatory trading book separately for originator and sponsor activities and further broken down into traditional and synthetic transactions. Short synthetic single tranche CDOs have been reflected as originator positions for which the synthetic pool size was determined as the maximum pool size of the position sets referencing a given synthetic pool. The total outstanding exposure securitized as shown in the table below does not reflect our risk as it includes exposures not retained by us, does not consider the different positioning in the waterfall of related positions and – most notably – does not reflect hedging other than that in identical tranches. Compared with last year, the pool of outstanding exposures securitized increased for synthetic securitizations following the consideration of certain CTP positions within the MRSA due to their ineligibility for CRM.



### Outstanding Exposures Securitized by Exposure Type (Overall Pool Size) within the Trading Book

in € m.	Dec 31, 2014				Dec 31, 2013			
	Originator		Sponsor <sup>1</sup>		Originator		Sponsor <sup>1</sup>	
	Traditional	Synthetic	Traditional	Synthetic	Traditional	Synthetic	Traditional	Synthetic
Residential mortgages	9,227	0	9,362	0	11,026	0	5,200	0
Commercial mortgages	41,404	14,588	72,439	0	29,714	0	52,633	0
Credit card receivables	0	0	0	0	0	0	0	0
Leasing	0	0	0	0	494	0	0	0
Loans to corporates or SMEs (treated as corporates) <sup>2</sup>	768	104,513	1,402	0	1,998	91,965	3,720	0
Consumer loans	0	147	0	0	0	0	0	0
Trade receivables	0	0	0	0	0	0	0	0
Covered bonds	0	0	0	0	0	0	0	0
Other liabilities	0	0	0	0	0	0	0	0
Other assets	1,451	0	0	0	0	0	0	0
<b>Total outstanding exposures securitized<sup>3</sup></b>	<b>52,850</b>	<b>119,247</b>	<b>83,204</b>	<b>0</b>	<b>43,232</b>	<b>91,965</b>	<b>61,553</b>	<b>0</b>

<sup>1</sup> As of December 31, 2014 included under sponsor is the amount € 73.4 billion of multi-seller related securitized exposures, of which we have originated € 28.3 billion, and therefore have also included this amount under originator. For December 31, 2013 the amounts were € 56.5 billion and € 22.5 billion respectively.

<sup>2</sup> SMEs are small- or medium-sized entities.

<sup>3</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the trading book see table "Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the MRSA". The table includes securitized exposure as originator amounting to € 12.4 billion and as sponsor amounting to € 9.2 billion already reflected in table "Outstanding Exposures Securitized by Exposure Type (Overall Pool Size) within the Banking Book".

The following table provides details of the quality of the underlying asset pool of outstanding exposures securitized for which we are an originator and hold positions in the regulatory banking book. An exposure is reported as past due when it has the status past due for 30 days or more and has not already been included as impaired. For our originated synthetic securitizations, impaired and past due exposure amounts are determined through our internal administration, while for our originated traditional securitizations, impaired and past due exposure amounts are primarily derived from investor reports of underlying exposures.

Separately, the table details losses we recognized in 2014 and 2013 for retained or purchased securitization positions as originator by exposure type. The losses are those reported in the consolidated statement of income. The amounts are the actual losses in the underlying asset pool to the extent that these losses are allocated to the retained or purchased securitization positions held by us after considering any eligible credit protection. This applies to both traditional and synthetic transactions.

### Impaired and Past Due Exposures Securitized and Losses Recognized by Exposure Type (Overall Pool Size) as Originator

in € m.	Dec 31, 2014	2014	Dec 31, 2013	2013
	Impaired/ past due <sup>1</sup>	Losses	Impaired/ past due <sup>1</sup>	Losses
Residential mortgages	2,406	2	3,118	40
Commercial mortgages	0	0	0	17
Credit card receivables	0	0	0	0
Leasing	0	0	0	0
Loans to corporates or SMEs (treated as corporates) <sup>2</sup>	14	13	32	17
Consumer loans	0	0	0	0
Trade receivables	0	0	0	0
Covered bonds	0	0	0	0
Other liabilities	0	0	0	0
Other assets	0	0	0	0
<b>Total impaired and past due exposures securitized and losses recognized<sup>3</sup></b>	<b>2,420</b>	<b>15</b>	<b>3,150</b>	<b>74</b>

<sup>1</sup> Includes the impaired and past due exposures in relation to the overall pool of multi-seller securitizations which could reflect more than our own originated portion.

<sup>2</sup> SMEs are small- or medium-sized entities.

<sup>3</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the banking book see table "Banking Book Securitization Positions Retained or Purchased by Risk Weight Band".

The total impaired or past due exposure securitized decreased by € 2.4 billion in 2014. The reduction was mainly attributed to the exposure types “Residential mortgages” and “Loans to corporates or SMEs”. Losses recorded by us in 2014 decreased to € 15 million compared to € 74 million in 2013.

The following table provides details of existing banking and trading book outstanding exposures split by exposure type for which there is a management intention to securitize them in either an existing or new securitization transaction in the near future. Outstanding exposures awaiting securitization do not include assets due for securitization without risk transfer i.e., those securitizations where we will keep all tranches.

#### Outstanding Exposures Awaiting Securitization (Exposure Amount)

in € m.	Dec 31, 2014		Dec 31, 2013	
	Banking Book	Trading Book	Banking Book	Trading Book
Residential mortgages	0	0	0	741
Commercial mortgages	0	1,754	0	2,295
Credit card receivables	0	0	0	0
Leasing	0	0	0	0
Loans to corporates or SMEs (treated as corporates) <sup>1</sup>	1,645	15	0	0
Consumer loans	0	0	0	0
Trade receivables	0	0	0	0
Covered bonds	0	0	0	0
Other liabilities	0	0	0	0
Other assets	0	0	0	0
<b>Outstanding exposures awaiting securitization</b>	<b>1,645</b>	<b>1,770</b>	<b>0</b>	<b>3,036</b>

<sup>1</sup> SMEs are small- or medium-sized entities.

The majority of the outstanding exposures awaiting securitization were “Commercial mortgages”, in the trading book and “Loans to corporates or SMEs (treated as corporates)” in the banking book.

#### Securitization Positions Retained or Purchased

The table below shows the amount of the securitization positions retained or purchased in the banking book. The reported amounts are based on the regulatory exposure values prior to the application of credit risk mitigation. The securitization positions in the regulatory trading book were reported based on the exposure definition in Articles 327 to 332 CRR which states that identical or closely matched securities and derivatives are offset to a net position. The capital requirements for securitization positions both – regulatory banking and regulatory trading book – are additionally reported by the underlying exposure type.

Securitization Positions Retained or Purchased by Exposure Type

in € m.	Banking Book					Trading Book				
	On-balance securitization positions	Off-balance, derivative and SFT securitization positions	Regulatory exposure value	thereof 1,250 % risk weighted	Capital requirements	On-balance securitization positions	Off-balance, derivative and SFT securitization positions	Regulatory exposure value	thereof 1,250 % risk weighted	Capital requirements
Residential mortgages	3,048	1,532	4,581	113	239	3,020	20	3,040	537	625
Commercial mortgages	1,854	882	2,736	158	169	1,682	2,573	4,256	287	399
Credit card receivables	0	970	970	0	7	63	16	78	6	10
Leasing	2,582	1,439	4,021	5	77	10	0	10	0	1
Loans to corporates or SMEs (treated as corporates) <sup>1</sup>	27,622	3,269	30,891	42	343	1,443	3,715	5,158	231	359
Consumer loans	6,423	2,031	8,454	7	193	345	0	345	66	70
Trade receivables	0	0	0	0	0	16	0	16	0	0
Covered bonds	0	0	0	0	0	0	0	0	0	0
Other liabilities	0	0	0	0	0	0	0	0	0	0
Other assets	3,083	338	3,421	99	131	665	8	673	182	218
<b>Total securitization positions retained or purchased<sup>2</sup></b>	<b>44,612</b>	<b>10,461</b>	<b>55,074</b>	<b>424</b>	<b>1,159</b>	<b>7,243</b>	<b>6,332</b>	<b>13,576</b>	<b>1,309</b>	<b>1,682</b>

<sup>1</sup> SMEs are small- or medium-sized entities.

<sup>2</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activities see table "Banking Book Securitization Positions Retained or Purchased by Risk Weight Band" and table "Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to MRSA".

in € m.	Banking Book					Trading Book				
	On-balance securitization positions	Off-balance, derivative and SFT securitization positions	Regulatory exposure value	thereof 1,250 % risk weighted	Capital requirements	On-balance securitization positions	Off-balance, derivative and SFT securitization positions	Regulatory exposure value	thereof 1,250 % risk weighted	Capital requirements
	Residential mortgages	4,794	3,334	8,128	1,048	280	2,406	44	2,450	477
Commercial mortgages	806	599	1,404	406	192	1,978	3,090	5,068	377	565
Credit card receivables	0	1,520	1,520	0	12	91	0	91	0	5
Leasing	1,749	722	2,471	0	31	17	0	17	0	1
Loans to corporates or SMEs (treated as corporates) <sup>1</sup>	19,598	4,644	24,241	143	320	1,338	4,087	5,424	312	423
Consumer loans	2,142	2,724	4,866	15	108	370	0	370	44	55
Trade receivables	0	158	158	0	1	1	0	1	0	0
Covered bonds	0	0	0	0	0	0	0	0	0	0
Other liabilities	0	0	0	0	0	0	0	0	0	0
Other assets	5,029	3,933	8,962	176	186	1,258	135	1,393	275	363
<b>Total securitization positions retained or purchased<sup>2</sup></b>	<b>34,117</b>	<b>17,634</b>	<b>51,751</b>	<b>1,789</b>	<b>1,130</b>	<b>7,458</b>	<b>7,356</b>	<b>14,814</b>	<b>1,485</b>	<b>1,958</b>

<sup>1</sup> SMEs are small- or medium-sized entities.

<sup>2</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activities see table "Banking Book Securitization Positions Retained or Purchased by Risk Weight Band" and table "Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the MRSA".

Total retained or purchased securitization positions in the banking book increased throughout the year 2014, driven by our originator activities for the exposure type "Loans to corporate or SMEs", new exposure for the exposure type "Commercial mortgages" and foreign exchange related movements. Decrease for the exposure type "Residential mortgages" is mainly driven by termination/repayments of deals and a new exposure definition according to Article 246 (1) CRR. Within the trading book, the securitization exposure decreased by € 1.2 billion or 8 % mainly for the exposure type "Commercial mortgages" and "Other assets" partially offset by an increase from the exposure type "Residential mortgages".

#### Securitization Positions Retained or Purchased by Region (Exposure Amount)

in € m.	Dec 31, 2014		Dec 31, 2013	
	Banking Book	Trading Book	Banking Book	Trading Book
Europe	19,024	3,531	22,017	3,371
Americas	32,888	8,485	26,837	9,680
Asia/Pacific	3,004	1,456	2,849	1,355
Other	157	104	49	408
<b>Total securitization positions retained or purchased<sup>1</sup></b>	<b>55,074</b>	<b>13,576</b>	<b>51,751</b>	<b>14,814</b>

<sup>1</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activities see table "Banking Book Securitization Positions Retained or Purchased by Risk Weight Band" and table "Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the MRSA".

The amounts shown in the table above are based on the country of domicile of the obligors of the exposures securitized. Increase in exposures in the banking book for the region "Americas" resulted from our originator activities and foreign exchange related movements, whereby in this region an exposure decrease in the trading book is observed.

## Banking Book Securitization Exposure

### Banking Book Securitization Positions Retained or Purchased by Risk Weight Band

in € m.	Dec 31, 2014			Dec 31, 2013		
	Exposure amount	Capital requirements IRBA <sup>1</sup>	Capital requirements standardized approach	Exposure amount	Capital requirements IRBA <sup>1</sup>	Capital requirements standardized approach
≤ 10 %	44,968	246	0	36,301	192	0
> 10 ≤ 20 %	4,170	37	9	5,759	50	12
> 20 ≤ 50 %	2,427	97	1	4,895	171	9
> 50 ≤ 100 %	2,313	124	53	2,385	77	74
> 100 ≤ 350 %	313	40	3	283	29	1
> 350 ≤ 650 %	160	51	0	247	75	0
> 650 < 1,250 %	299	202	0	91	33	0
1,250 %/Deduction <sup>2</sup>	424	266	29	1,789	349	58
<b>Total securitization positions retained or purchased</b>	<b>55,074</b>	<b>1,064</b>	<b>95</b>	<b>51,751</b>	<b>976</b>	<b>154</b>

<sup>1</sup> After considering value adjustments according to Article 266 (1,2) CRR for 2014 and Sections 253 (3) and 268 (2) SolvV for 2013. Including capital requirements for maturity mismatch of synthetic securitizations by risk weight band defined as notional weighted average risk weight of the underlying pool.

<sup>2</sup> Deduction from capital no longer applied from 2014 onwards.

Exposure subject to the ≤ 10 % bucket increased to € 45.0 billion mainly driven by new originator activities whereas exposure subject to the 1,250 % bucket decreased to € 424 million following the new exposure definition according to Article 246 (1) CRR. Although the overall banking book exposure increased by 6 % to € 55.1 billion, the capital requirements only increased by 3 % to € 1.2 billion.

The largest portion for IRBA eligible banking book securitization exposures are treated according to the Supervisory Formula Approach (“SFA”). For the remaining IRBA eligible banking book exposures we use the Internal Assessment Approach (“IAA”) predominantly for our ABCP sponsor activity or the Ratings Based Approach (“RBA”).

### Banking Book Securitization Positions Retained or Purchased by Risk Weight Bands subject to the IRBA-Rating Based Approach (RBA)

in € m.	Dec 31, 2014				Dec 31, 2013			
	Exposure amount		Capital requirements, IRBA-RBA <sup>1</sup>		Exposure amount		Capital requirements, IRBA-RBA <sup>1</sup>	
	Securitization	Re-Securitization	Securitization <sup>2</sup>	Re-Securitization	Securitization	Re-Securitization	Securitization <sup>2</sup>	Re-Securitization
≤ 10 %	5,295	0	33	0	6,449	0	35	0
> 10 ≤ 20 %	2,056	0	21	0	1,463	0	14	0
> 20 ≤ 50 %	854	1,064	50	34	1,378	1,564	85	44
> 50 ≤ 100 %	1,487	29	120	1	1,020	0	63	0
> 100 ≤ 350 %	78	7	7	1	59	108	2	11
> 350 ≤ 650 %	58	0	19	0	235	0	71	0
> 650 < 1,250 %	154	16	85	9	13	64	7	12
1,250 %/Deduction <sup>3</sup>	342	46	244	19	662	152	253	22
<b>Total securitization positions retained or purchased</b>	<b>10,324</b>	<b>1,162</b>	<b>579</b>	<b>64</b>	<b>11,279</b>	<b>1,889</b>	<b>531</b>	<b>89</b>

<sup>1</sup> After considering value adjustments according to Article 266 (1,2) CRR for 2014 and Sections 253 (3) and 268 (2) SolvV for 2013.

<sup>2</sup> Including capital requirements for maturity mismatch of synthetic securitizations by risk weight band defined as notional weighted average risk weight of the underlying pool.

<sup>3</sup> Deduction from capital no longer applied from 2014 onwards.

Exposures subject to the IRBA-RBA decreased for securitization by € 1.0 billion mainly driven by exposure reduction of synthetic Postbank securitizations. Re-securitizations exposure instead was decreased by € 0.7 billion following a commitment reduction for one significant transaction.

Banking Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the IRBA-Internal Assessment Approach (IAA)

in € m.	Dec 31, 2014				Dec 31, 2013			
	Exposure amount		Capital requirements, IRBA-IAA <sup>1</sup>		Exposure amount		Capital requirements, IRBA-IAA <sup>1</sup>	
	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization
≤ 10 %	996	0	7	0	4,670	0	29	0
> 10 ≤ 20 %	1,160	0	11	0	3,319	0	33	0
> 20 ≤ 50 %	245	33	5	1	1,283	351	28	11
> 50 ≤ 100 %	47	0	3	0	210	5	12	0
> 100 ≤ 350 %	166	0	28	0	0	33	0	4
> 350 ≤ 650 %	0	0	0	0	0	0	0	0
> 650 < 1,250 %	0	0	0	0	0	0	0	0
1,250 %/Deduction <sup>2</sup>	0	0	0	0	0	0	0	0
<b>Total securitization positions retained or purchased</b>	<b>2,614</b>	<b>33</b>	<b>53</b>	<b>1</b>	<b>9,482</b>	<b>389</b>	<b>102</b>	<b>16</b>

<sup>1</sup> After considering value adjustments according to Article 266 (1,2) CRR for 2014 and Sections 253 (3) and 268 (2) SolvV for 2013.

<sup>2</sup> Deduction from capital no longer applied from 2014 onwards.

The exposure reduction subject to the IRBA-Internal Assessment Approach (IAA) resulted primarily from a management decision to reduce the securitization book funded through ABCP conduits. The overall exposure decreased by 73 % to € 2.6 billion in 2014, which for December 31, 2013 was € 9.9 billion.

Banking Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the IRBA-Supervisory Formula Approach (SFA)

in € m.	Dec 31, 2014				Dec 31, 2013			
	Exposure amount		Capital requirements, IRBA-SFA <sup>1</sup>		Exposure amount		Capital requirements, IRBA-SFA <sup>1</sup>	
	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization
≤ 10 %	38,676	0	206	0	25,182	0	128	0
> 10 ≤ 20 %	317	49	3	1	172	0	2	0
> 20 ≤ 50 %	217	0	7	0	81	0	2	0
> 50 ≤ 100 %	5	0	0	0	32	0	2	0
> 100 ≤ 350 %	36	0	5	0	74	0	12	0
> 350 ≤ 650 %	102	0	32	0	13	0	4	0
> 650 < 1,250 %	129	0	108	0	14	0	14	0
1,250 %/Deduction <sup>2</sup>	7	0	3	0	917	0	74	0
<b>Total securitization positions retained or purchased</b>	<b>39,487</b>	<b>49</b>	<b>365</b>	<b>1</b>	<b>26,485</b>	<b>0</b>	<b>239</b>	<b>0</b>

<sup>1</sup> After considering value adjustments according to Article 266 (1,2) CRR for 2014 and Sections 253 (3) and 268 (2) SolvV for 2013.

<sup>2</sup> Deduction from capital no longer applied from 2014 onwards.

Banking Book exposure subject to the IRBA-Supervisory Formula Approach (SFA) overall increased to € 39.5 billion in 2014. This increase is mainly driven by Originator activities and securitization positions which funding source changed from ABCP conduits formerly calculated under the IRBA-Internal Assessment Approach (IAA).

The Credit Risk Standardized Approach (“CRSA”) is used for securitization positions where the underlying portfolio predominantly concerns credit risk exposures, which would qualify for application of the CRSA if these exposures would be directly held by us.

### Banking Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the Credit Risk Standardized Approach (CRSA)

in € m.	Dec 31, 2014				Dec 31, 2013			
	Exposure amount		Capital requirements, SA		Exposure amount		Capital requirements, SA	
	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization
≤ 10 %	0	0	0	0	0	0	0	0
> 10 ≤ 20 %	588	0	9	0	802	3	12	0
> 20 ≤ 50 %	14	0	1	0	238	0	9	0
> 50 ≤ 100 %	745	0	53	0	1,119	0	74	0
> 100 ≤ 350 %	27	0	3	0	9	0	1	0
> 350 ≤ 650 %	0	0	0	0	0	0	0	0
> 650 < 1,250 %	0	0	0	0	0	0	0	0
1,250 %/Deduction <sup>1</sup>	23	6	23	6	16	41	16	41
<b>Total securitization positions retained or purchased</b>	<b>1,398</b>	<b>6</b>	<b>89</b>	<b>6</b>	<b>2,184</b>	<b>44</b>	<b>113</b>	<b>41</b>

<sup>1</sup> Deduction from capital no longer applied from 2014 onwards.

Exposure subject to CRSA decreased by € 824 million, mainly driven by an exposure reduction of Postbank.

### Trading Book Securitization Exposure

For trading book securitization positions not covered under the CRM, the capital requirement for specific market risk is calculated based on the MRSA. The MRSA risk weight calculation for trading book securitization positions is generally based on the same methodologies which apply to banking book securitization positions. More details on the approaches are provided in section “Regulatory Securitization Framework” as well as in section “Trading Market Risk”.

### Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the Market Risk Standardized Approach (“MRSA”)

in € m.	Dec 31, 2014				Dec 31, 2013			
	Exposure amount		Capital requirements, MRSA		Exposure amount		Capital requirements, MRSA	
	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization	Securitization	Re-Securitization
≤ 10 %	4,540	0	26	0	5,254	0	30	0
> 10 ≤ 20 %	4,568	0	51	0	4,677	0	52	0
> 20 ≤ 50 %	1,289	249	29	8	1,095	338	32	10
> 50 ≤ 100 %	582	100	35	6	674	141	42	10
> 100 ≤ 350 %	533	96	73	14	558	132	88	20
> 350 ≤ 650 %	174	36	63	13	237	100	77	44
> 650 < 1,250 %	81	18	45	11	118	6	65	3
1,250 %/Deduction <sup>1</sup>	1,008	302	1,008	302	1,177	308	1,177	308
<b>Total securitization positions retained or purchased</b>	<b>12,774</b>	<b>801</b>	<b>1,329</b>	<b>353</b>	<b>13,790</b>	<b>1,025</b>	<b>1,563</b>	<b>395</b>

<sup>1</sup> Deduction from capital no longer applied from 2014 onwards.

On a year to year comparison the trading book securitization positions decreased mainly in the risk weight category ≤ 10 % with limited capital requirement effect and in the category 1,250 % which resulted in a decreased capital usage of € 169 million.

### Re-securitization Positions

Trading book re-securitization exposure is reduced by 39 % as a result of hedging being recognized according to Articles 327-332 CRR.

### Re-Securitization Positions Retained or Purchased (Exposure Amount)

in € m.	Dec 31, 2014				Dec 31, 2013			
	Banking Book		Trading Book		Banking Book		Trading Book	
	Before hedging/insurances	After hedging/insurances	Before hedging/insurances	After hedging/insurances	Before hedging/insurances	After hedging/insurances	Before hedging/insurances	After hedging/insurances
Re-Securitization Positions	1,250	1,250	1,313	801	2,322	2,320	3,190	1,025

Risk mitigation in the form of financial guarantees has not been applied to our re-securitization positions in neither the banking nor the trading book.

### Securitization Activities

The 2014 year-end amounts in the tables below show an increase of our securitization sponsor activity compared with 2013. An increase as of year-end 2014 of our securitization originator activity predominately concerned the exposure type “Loans to corporates or SMEs” dominated by the synthetic transactions executed by the Credit Portfolio Strategies Group (CPSG). The increase in “Commercial mortgages” is driven by new traditional transactions mainly based on assets from the Americas.

#### Securitization Activity – Total Outstanding Exposures Securitized (i.e., the underlying pools) by Exposure Type within the Banking Book

in € m.	Dec 31, 2014		Originator 2014	Sponsor Dec 31, 2014	
	Traditional	Synthetic	Realized gains (losses) from sales/liquidations	Traditional	Synthetic
	Residential mortgages	0	0	0	0
Commercial mortgages	1,279	0	23	0	0
Credit card receivables	0	0	0	0	0
Leasing	89	0	0	43	0
Loans to corporates or SMEs (treated as corporates) <sup>1</sup>	0	7,594	0	689	0
Consumer loans	0	0	0	0	0
Trade receivables	0	0	0	547	0
Covered Bonds	0	0	0	0	0
Other liabilities	0	0	0	0	0
Other assets	0	0	0	0	0
<b>Total Outstanding Exposures Securitized<sup>2</sup></b>	<b>1,368</b>	<b>7,594</b>	<b>23</b>	<b>1,279</b>	<b>0</b>

<sup>1</sup> SMEs are small- or medium-sized entities.

<sup>2</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the banking book see table “Banking Book Securitization Positions Retained or Purchased by Risk Weight Band”.

in € m.	Dec 31, 2013		Originator 2013	Sponsor <sup>1</sup> Dec 31, 2013	
	Traditional	Synthetic	Realized gains (losses) from sales/liquidations	Traditional	Synthetic
	Residential mortgages	0	0	0	1,551
Commercial mortgages	2,328	0	52	2,880	0
Credit card receivables	0	0	0	2,455	0
Leasing	0	0	0	4,036	0
Loans to corporates or SMEs (treated as corporates) <sup>2</sup>	0	10,069	0	2,405	0
Consumer loans	0	0	0	3,532	0
Trade receivables	0	0	0	193	0
Covered Bonds	0	0	0	0	0
Other liabilities	0	0	0	0	0
Other assets	0	0	0	5,211	0
<b>Total Outstanding Exposures Securitized<sup>3</sup></b>	<b>2,328</b>	<b>10,069</b>	<b>52</b>	<b>22,263</b>	<b>0</b>

<sup>1</sup> Included under sponsor is the amount € 2.8 billion exposures securitized, of which we originated € 1.5 billion, also included under originator.

<sup>2</sup> SMEs are small- or medium-sized entities.

<sup>3</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the banking book see table “Banking Book Securitization Positions Retained or Purchased by Risk Weight Band”.



The higher exposure originated via traditional securitizations in 2014 compared to 2013 is mainly driven by increased market activity within CMBS securitizations resulting from a general market recovery in this segment. Following our de-risking strategy, no new synthetic transactions have been entered into within the trading book.

Securitization Activity – Total Outstanding Exposures Securitized by Exposure Type within the Trading Book

in € m.	Originator		Realized gains (losses) from sales/ liquidations	Sponsor <sup>1</sup>	
	Dec 31, 2014	2014		Dec 31, 2014	2014
	Traditional	Synthetic		Traditional	Synthetic
Residential mortgages	725	0	0	3,553	0
Commercial mortgages	12,179	0	174	20,049	0
Credit card receivables	0	0	0	0	0
Leasing	0	0	0	0	0
Loans to corporates or SMEs (treated as corporates) <sup>2</sup>	0	0	0	0	0
Consumer loans	0	0	0	0	0
Trade receivables	0	0	0	0	0
Covered Bonds	0	0	0	0	0
Other liabilities	0	0	0	0	0
Other assets	1,451	0	0	0	0
<b>Total Outstanding Exposures Securitized<sup>3</sup></b>	<b>14,354</b>	<b>0</b>	<b>174</b>	<b>23,601</b>	<b>0</b>

<sup>1</sup> Included under sponsor is the amount € 19.3 billion exposures securitized, of which we originated € 7.4 billion, also included under originator.

<sup>2</sup> SMEs are small- or medium-sized entities.

<sup>3</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the trading book see table "Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the MRSA".

in € m.	Originator		Realized gains (losses) from sales/ liquidations	Sponsor <sup>1</sup>	
	Dec 31, 2013	2013		Dec 31, 2013	2013
	Traditional	Synthetic		Traditional	Synthetic
Residential mortgages	508	0	0	2,989	0
Commercial mortgages	7,162	0	173	12,475	0
Credit card receivables	0	0	0	0	0
Leasing	0	0	0	0	0
Loans to corporates or SMEs (treated as corporates) <sup>2</sup>	20	584	0	0	0
Consumer loans	0	0	0	0	0
Trade receivables	0	0	0	0	0
Covered Bonds	0	0	0	0	0
Other liabilities	0	0	0	0	0
Other assets	0	0	0	0	0
<b>Total Outstanding Exposures Securitized<sup>3</sup></b>	<b>7,690</b>	<b>584</b>	<b>173</b>	<b>15,464</b>	<b>0</b>

<sup>1</sup> Included under sponsor is the amount € 12.5 billion exposures securitized, of which we originated € 5.3 billion, also included under originator.

<sup>2</sup> SMEs are small- or medium-sized entities.

<sup>3</sup> For a regulatory assessment of our exposure to credit risk in relation to securitization activity in the trading book see table "Trading Book Securitization Positions Retained or Purchased by Risk Weight Band subject to the MRSA".

## Trading Market Risk

The vast majority of our businesses are subject to market risk, defined as the potential for change in the market value of our trading and invested positions. Risk can arise from changes in interest rates, credit spreads, foreign exchange rates, equity prices, commodity prices and other relevant parameters, such as market volatility and market implied default probabilities.

The primary objective of Market Risk Management, a part of our independent Risk function, is to ensure that our business units optimize the risk-reward relationship and do not expose us to unacceptable losses outside of our risk appetite. To achieve this objective, Market Risk Management works closely together with risk takers (“the business units”) and other control and support groups.

We distinguish between three substantially different types of market risk:

- Trading market risk arises primarily through the market-making activities of the CB&S Division. This involves taking positions in debt, equity, foreign exchange, other securities and commodities as well as in equivalent derivatives.
- Traded default risk arising from defaults and rating migrations relating to trading instruments.
- Nontrading market risk arises from market movements, primarily outside the activities of our trading units, in our banking book and from off-balance sheet items. This includes interest rate risk, credit spread risk, investment risk and foreign exchange risk as well as market risk arising from our pension schemes, guaranteed funds and equity compensation. Nontrading market risk also includes risk from the modeling of client deposits as well as savings and loan products.

### Market Risk Management Framework

Market Risk Management governance is designed and established to promote oversight of all market risks, including trading market risk, traded default risk and nontrading market risk, effective decision-making and timely escalation to senior management.

Market Risk Management defines and implements a framework to systematically identify, assess, monitor and report our market risk and supports management and mitigation. Market risk managers identify market risks through active portfolio analysis and engagement with the business areas.

### Market Risk Measurement and Assessment

Market Risk Management aims to accurately measure all types of market risks by a comprehensive set of risk metrics reflecting economic and regulatory requirements.

In accordance with economic and regulatory requirements, we measure market and related risks by several key risk metrics:

- Value-at-risk and stressed value-at-risk
- Three metrics for specific risks: Incremental risk charge, comprehensive risk measure, and market risk standardized approach
- Three types of stress tests: Portfolio stress testing, business-level stress testing, and event risk scenarios
- Market Risk economic capital, including traded default risk
- Sensitivities
- Market value/notional (concentration risk)
- Loss given default

These measures are viewed as complementary to each other and in aggregate define the market risk framework, by which all businesses can be measured and monitored.

For information on the regulatory capital requirements and RWA for trading market risk including a presentation by approach and risk type please see the section “Regulatory Capital Requirements”.

### Market Risk Monitoring

Our primary mechanism to manage trading market risk is the application of our limit framework. Our Management Board supported by Market Risk Management, sets group-wide value-at-risk, economic capital and portfolio stress testing (extreme) limits for market risk in the trading book. Market Risk Management sub-allocates this overall limit to our Corporate Divisions and individual business units within CB&S (i.e., Fixed Income and Currencies, Structured Finance, Equities, etc.) based on anticipated business plans and risk appetite. Within the individual business units, the business heads establish business limits, by allocating the limit down to individual portfolios or geographical regions.

In practice, Market Risk Management sets key limits, which tend to be global in nature, to capture an exposure to a particular risk factor. Business limits are specific to various factors, including a particular geographical region or specific portfolio.

Value-at-risk, economic capital and Portfolio Stress Testing limits are used for managing all types of market risk at an overall portfolio level. As an additional and complementary tool for managing certain portfolios or risk types, Market Risk Management performs risk analysis and business specific stress testing. Limits are also set on sensitivity and concentration/liquidity, business-level stress testing and event risk scenarios.

Business units are responsible for adhering to the limits against which exposures are monitored and reported. The market risk limits set by Market Risk Management are monitored on a daily, weekly and monthly basis. Where limits are exceeded, Market Risk Management is responsible for identifying and escalating those excesses on a timely basis.

To manage the exposures inside the limits, the business units apply several risk mitigating measures, most notably the use of:

- **Portfolio management:** Risk diversification arises in portfolios which consist of a variety of positions. Since some investments are likely to rise in value when others decline, diversification can help to lower the overall level of risk profile of a portfolio.
- **Hedging:** Hedging involves taking positions in related financial assets and includes derivative products, such as futures, swaps and options. Hedging activities may not always provide effective mitigation against losses due to differences in the terms, specific characteristics or other basis risks that may exist between the hedge instrument and the exposure being hedged. For further details with regard to hedge accounting please refer to Note 1 “Significant Accounting Policies and Critical Accounting Estimates”.

### Market Risk Reporting

Market Risk Management reporting creates transparency on the risk profile and facilitates the understanding of core market risk drivers to all levels of the organization. The Management Board and Senior Governance Committees receive regular reporting, as well as ad hoc reporting as required, on market risk, regulatory capital and stress testing. Senior Risk Committees receive risk information at a number of frequencies, including weekly or monthly.

Additionally, Market Risk Management produces daily and weekly Market Risk specific reports and daily limit excess reports for each asset class.

### Market Risk Measurement

#### Value-at-Risk (VaR) at Deutsche Bank Group (excluding Postbank)

VaR is a quantitative measure of the potential loss (in value) of trading positions due to market movements that will not be exceeded in a defined period of time and with a defined confidence level.

Our value-at-risk for the trading businesses is based on our own internal model. In October 1998, the German Banking Supervisory Authority (now the BaFin) approved our internal model for calculating the regulatory market risk capital for our general and specific market risks. Since then the model has been continually refined and approval has been maintained.

We calculate VaR using a 99 % confidence level and a one day holding period. This means we estimate there is a 1 in 100 chance that a mark-to-market loss from our trading positions will be at least as large as the reported VaR. For regulatory purposes, which include the calculation of our capital requirements and risk-weighted assets, the holding period is ten days.

We use one year of historical market data as input to calculate VaR. The calculation employs a Monte Carlo Simulation technique, and we assume that changes in risk factors follow a well-defined distribution, e.g. normal, lognormal, or non-normal (t, skew-t, Skew-Normal). To determine our aggregated VaR, we use observed correlations between the risk factors during this one year period.

Our VaR model is designed to take into account a comprehensive set of risk factors across all asset classes. Key risk factors are swap/government curves, index and issuer-specific credit curves, funding spreads, single equity and index prices, foreign exchange rates, commodity prices as well as their implied volatilities. To help ensure completeness in the risk coverage, second order risk factors, e.g. CDS index vs. constituent basis, money market basis, implied dividends, option-adjusted spreads and precious metals lease rates are considered in the VaR calculation.

For each business unit a separate VaR is calculated for each risk type, e.g. interest rate risk, credit spread risk, equity risk, foreign exchange risk and commodity risk. For each risk type this is achieved by assigning the sensitivities to the relevant risk type and then simulating changes in the associated risk drivers. "Diversification effect" reflects the fact that the total VaR on a given day will be lower than the sum of the VaR relating to the individual risk types. Simply adding the VaR figures of the individual risk types to arrive at an aggregate VaR would imply the assumption that the losses in all risk types occur simultaneously.

The model incorporates both linear and, especially for derivatives, nonlinear effects through a combination of sensitivity-based and full revaluation approach on a fixed price-implied volatility grid.

The VaR measure enables us to apply a consistent measure across all of our trading businesses and products. It allows a comparison of risk in different businesses, and also provides a means of aggregating and netting positions within a portfolio to reflect correlations and offsets between different asset classes. Furthermore, it facilitates comparisons of our market risk both over time and against our daily trading results.

When using VaR estimates a number of considerations should be taken into account. These include:

- The use of historical market data may not be a good indicator of potential future events, particularly those that are extreme in nature. This "backward-looking" limitation can cause VaR to understate risk (as in 2008), but can also cause it to be overstated.
- Assumptions concerning the distribution of changes in risk factors, and the correlation between different risk factors, may not hold true, particularly during market events that are extreme in nature. The one day holding period does not fully capture the market risk arising during periods of illiquidity, when positions cannot be closed out or hedged within one day.
- VaR does not indicate the potential loss beyond the 99<sup>th</sup> quantile.
- Intra-day risk is not captured.
- There may be risks in the trading book that are partially or not captured by the VaR model.

We are committed to the ongoing development of our proprietary risk models, and we allocate substantial resources to reviewing and improving them. Additionally, we have further developed and improved our process of systematically capturing and evaluating risks currently not captured in our value-at-risk model. An assess-

ment is made to determine the level of materiality of these risks and material risks are prioritized for inclusion in our internal model. All risks not in value-at-risk are monitored and assessed on a regular basis.

During 2014 the value-at-risk calculation was further refined. In particular, in adherence to a new regulatory standard published by the European Banking Authority for CVA-RWA calculations, the granularity of market data benchmarks was increased.

### Regulatory Backtesting of Trading Market Risk

We continually analyze potential weaknesses of our value-at-risk model using statistical techniques, such as backtesting, and also rely on risk management experience.

Backtesting is a procedure we use in accordance with German regulatory requirements to verify the predictive power of our value-at-risk calculations involving the comparison of hypothetical daily profits and losses under the buy-and-hold assumption ('daily buy-and hold income'). Under this assumption we estimate the P&L impact that would have resulted on a portfolio for a trading day valued with current market prices and parameters assuming it had been left untouched for that day and compare it with the estimates from the value-at-risk model from the preceding day. Our calculation of hypothetical daily profits and losses (buy & hold income) excludes gains and losses from intraday trading, fees and commissions, carry (including net interest margins), reserves and other miscellaneous revenues. An outlier is a hypothetical buy-and-hold trading loss that exceeds our value-at-risk from the preceding day. On average, we would expect a 99 % confidence level to give rise to two to three outliers representing 1 % of approximately 260 trading days in any one year. We analyze and document underlying reasons for outliers and classify them either as due to market movements, risks not included in our value-at-risk model, model or process shortcomings. We use the results for further enhancement of our value-at-risk methodology. Formal communications explaining the reasons behind any outlier on Group level are provided to the BaFin and the ECB.

In addition to the standard backtesting analysis at the value-at-risk quantile, the value-at-risk model performance is further verified by analyzing the distributional fit across the whole of the distribution (full distribution backtesting). Regular backtesting is also undertaken on hypothetical portfolios to test value-at-risk performance of particular products and their hedges.

The Global Backtesting Committee, with participation from Market Risk Management, Market Risk Analysis, Risk Analytics & Living Wills, and Finance, meets on a regular basis to review backtesting results as a whole and of individual businesses. The committee analyzes performance fluctuations and assesses the predictive power of our value-at-risk model, which allows us to improve and adjust the risk estimation process accordingly.

An independent model validation team reviews all quantitative aspects of our value-at-risk model on a regular basis. The review covers, but is not limited to, the appropriateness of distribution assumptions of risk factors, recalibration approaches for risk parameters, and model assumptions. Validation results and remediation measures are presented to senior management and are tracked to promote adherence to deadlines.

### Holistic Validation process

The Holistic Validation (HV) process provides a comprehensive assessment of the value-at-risk model and framework across five control areas: Limits, Backtesting, Process, Model Validation, and Risks-not-in-VaR. HV runs on a quarterly basis and provides a detailed report for each of the control areas (HV Control Packs) as well as an HV Dashboard indicating the health of each control area. In addition the Quarterly Business Line Review (QBLR) provides an overview of the business line trading strategy and the corresponding risk return profile. The associated formal quarterly HV governance framework is as follows:

— Level 1: A series of asset-class level HV Control Pack Review meetings (chaired by the respective Market Risk Management Asset Class Head), at which the HV Control Pack is reviewed and the HV Dashboard status is agreed

- Level 2: The HV Governance Committee (chaired by the Global Head of Market Risk Management), at which the QBLRs are presented and the overall HV Dashboard is agreed
- Level 3: Top-level HV governance is achieved via a series of senior management briefings including to the Capital and Risk Committee, the Management Board and the Supervisory Board. The briefings provide an executive summary of the quality and control of value-at-risk across the business, an overview of the CB&S business trading strategy and the corresponding risk management strategy.

In 2014, our value-at-risk and stressed value-at-risk multipliers remained at four versus the regulatory floor of three.

### Market Risk Stress Testing

Stress testing is a key risk management technique, which evaluates the potential effects of extreme market events and extreme movements in individual risk factors. It is one of the core quantitative tools used to assess the market risk of Deutsche Bank's positions and complements VaR and Economic Capital. Market Risk Management performs several types of stress testing to capture the variety of risks: Portfolio stress testing, individual business-level stress tests, Event Risk Scenarios, and also contributes to Group-wide stress testing.

Portfolio Stress Testing measures the profit and loss impact of potential market events based on pre-defined scenarios of different severities, which are either historical or hypothetical and defined at a macro level. With Portfolio Stress Testing, Market Risk Management completes its perspective on risk provided by other metrics, given that the range of portfolio stress tests fills the gap between the most extreme scenarios (economic capital) and potential daily losses (value-at-risk). Besides dynamic scenarios, we have three static scenarios, which are calculated and monitored on a weekly basis against limits.

For individual business-level stress tests, market risk managers identify relevant risk factors and develop stress scenarios relating either to macro-economic or business-specific developments. Business-level stress tests capture idiosyncratic and basis risks.

Event risk scenario measures the profit and loss impact of historically observable events or hypothetical situations on trading positions for specific emerging market countries and regions. The bank's trading book exposure to an individual country is stressed under a single scenario, which replicates market movements across that country in times of significant market crisis and reduced liquidity.

Besides these market-risk specific stress tests, Market Risk Management participates in the Group-wide stress test process, where macro-economic scenarios are defined by dbResearch and each risk department translates that same scenario to the relevant shocks required to apply to their portfolio. This includes credit, market and operational risks. Results are reviewed by the Stress Testing Oversight Committee.

Tail risk or the potential for extreme loss events beyond reported value-at risk is captured via stressed value-at-risk, economic capital, incremental risk charge and comprehensive risk measure. It is also captured via stress testing.

### Trading Market Risk Requirements

In December 2011 we received model approvals, from the BaFin, for the stressed value-at-risk, incremental risk charge and comprehensive risk measure models. These are additional methods we use to measure market risk exposures.

- **Stressed value-at-risk:** calculates a stressed value-at-risk measure based on a continuous one year period of significant market stress.
- **Incremental Risk Charge:** captures default and credit migration risks in addition to the risks already captured in value-at-risk for credit-sensitive positions in the trading book.

- **Comprehensive Risk Measure:** captures incremental risk for the correlation trading portfolio calculated using an internal model subject to qualitative minimum requirements as well as stress testing requirements.
- **Market Risk Standardized Approach:** calculates regulatory capital for securitizations and nth-to-default credit derivatives.

Stressed value-at-risk, incremental risk charge and the comprehensive risk measure are calculated for all relevant portfolios. The results from the models are used in the ongoing risk management of the bank, as well as for defining regulatory capital.

### Stressed Value-at-Risk

We calculate a stressed value-at-risk measure using a 99 % confidence level and a holding period of one day. For regulatory purposes, the holding period is ten days.

Our stressed value-at-risk calculation utilizes the same systems, trade information and processes as those used for the calculation of value-at-risk. The only difference is that historical market data from a period of significant financial stress (i.e., characterized by high volatilities) is used as an input for the Monte Carlo Simulation. The time window selection process for the stressed value-at-risk calculation is based on the identification of a time window characterized by high levels of volatility and extreme movements in the top value-at-risk contributors. The results from these two indicators (volatility and number of outliers) are combined using chosen weights intended to ensure qualitative aspects are also taken into account (i.e., inclusion of key crisis periods).

### Incremental Risk Charge

The incremental risk charge is based on our own internal model and is intended to complement the value-at-risk modeling framework. It represents an estimate of the default and migration risks of unsecuritized credit products over a one-year capital horizon at a 99.9 % confidence level, taking into account the liquidity horizons of individual positions or sets of positions. We use a Monte Carlo Simulation for calculating incremental risk charge as the 99.9 % quantile of the portfolio loss distribution and for allocating contributory incremental risk charge to individual positions. The model captures the default and migration risk in an accurate and consistent quantitative approach for all portfolios. Important parameters for the incremental risk charge calculation are exposures, recovery rates and default probabilities, ratings migrations, maturity, and liquidity horizons of individual positions.

We calculate the incremental risk charge on a weekly basis. The charge is determined as the higher of the most recent 12 week average of incremental risk charge and the most recent incremental risk charge.

The contributory incremental risk charge of individual positions, which is calculated by expected shortfall allocation, provides the basis for identifying risk concentrations in the portfolio.

Liquidity horizons are conservatively set to the time required to sell a position or to hedge all material relevant price risks in a stressed market. Liquidity horizons are specified at product level and reflect our actual practice and experience during periods of systematic and idiosyncratic stresses. We have defined the sets of positions used for applying liquidity horizons in a way that meaningfully reflects the differences in liquidity for each set. Market risk managers who specialize in each product type determine liquidity horizons, with a liquidity horizon floor of three-months. Liquidity horizons are regularly reviewed so that the act of selling or hedging, in itself, would not materially affect the price. As at year-end 2014, for regulatory RWA calculation all liquidity horizons have been conservatively set to 12 months while we review the selection methodology. Default and rating migration probabilities are defined by rating migration matrices which are calibrated on historical external rating data. Taking into account the trade-off between granularity of matrices and their stability we apply a global corporate matrix and a sovereign matrix comprising the seven main rating bands. Accordingly, issue or issuer ratings from the rating agencies Moody's, S&P and Fitch are assigned to each position.

To quantify a loss due to rating migration, a revaluation of a position is performed under the new rating. The probability of joint rating downgrades and defaults is determined by the migration and rating correlations of the incremental risk charge model. These correlations are specified through systematic factors that represent geographical regions and industries and are calibrated on historical rating migration and equity time series. The simulation process incorporates a rollover strategy that is based on the assumption of a constant level of risk. This assumption implies that positions that have experienced default or rating migration over their liquidity horizon are re-balanced at the end of their liquidity horizon to attain the initial level of risk. Correlations between positions with different liquidity horizons are implicitly specified by the dependence structure of the underlying systematic and idiosyncratic risk factors, helping to ensure that portfolio concentrations are identified across liquidity horizons. In particular, differences between liquidity horizons and maturities of hedges and hedged positions are recognized.

Direct validation of the incremental risk charge through back-testing methods is not possible. The charge is subject to validation principles such as the evaluation of conceptual soundness, ongoing monitoring, process verification and benchmarking and outcome analysis. The validation of the incremental risk charge methodology is embedded in the validation process for our credit portfolio model, with particular focus on the incremental risk charge specific aspects. Model validation relies more on indirect methods including stress tests and sensitivity analyses. Relevant parameters are included in the annual validation cycle established in the current regulatory framework. The incremental risk charge is part of the quarterly group-wide stress test using the stress testing functionality within our credit engine. Stressed incremental risk charge figures are reported on group level and submitted to the Stress Test Working Group (STWG) and the Portfolio Risk Committee (PRC).

### Comprehensive Risk Measure

The comprehensive risk measure for the correlation trading portfolio is based on our own internal model. We calculate the comprehensive risk measure based on a Monte Carlo Simulation technique to a 99.9 % confidence level and a capital horizon of one year. Our model is applied to the eligible correlation trading positions where typical products include collateralized debt obligations, nth-to-default credit default swaps, and commonly traded index- and single-name credit default swaps. Re-securitizations or products which reference retail claims or real estate exposures are not eligible. Furthermore, trades subject to the comprehensive risk measure have to meet minimum liquidity standards to be eligible. The model incorporates concentrations of the portfolio and nonlinear effects via a full revaluation approach.

Comprehensive risk measure is designed to capture defaults as well as the following risk drivers: interest rates, credit spreads, recovery rates, foreign exchange rates and base correlations, index-to-constituent and base correlation basis risks.

Comprehensive risk measure is calculated on a weekly basis. Initially, the eligible trade population within the correlation trading portfolio is identified. Secondly, the risk drivers of the P&L are simulated over a one year time horizon. The trade population is then re-valued under the various Monte Carlo Simulation scenarios and the 99.9 % quantile of the loss distribution is extracted.

The market and position data are collected from front office systems and are subject to quality control. The comprehensive risk measure figures are closely monitored and play a significant role in the management of the correlation trading portfolio. We use three years of historical market data to estimate the risk drivers to the comprehensive risk measure.

In our comprehensive risk measure model the liquidity horizon is set to 12 months, which equals the capital horizon.

In order to maintain the quality of our comprehensive risk measure model we continually monitor the potential weaknesses of this model. Backtesting of the trade valuations and the propagation of single risk factors is carried out on a monthly basis and a quarterly recalibration of parameters is performed. In addition, a series of



stress tests have been defined on the correlation trading portfolio where the shock sizes link into historical distressed market conditions.

Model validation is performed by an independent team and reviews, but is not limited to, the above mentioned backtesting, the models which generate risk factors, appropriateness and completeness of risk factors, the Monte Carlo Simulation stability, and performs sensitivity analyses.

For regulatory reporting purposes, the comprehensive risk measure represents the higher of the internal model spot value at the reporting dates, their preceding 12-week average calculation, and the floor, where the floor is equal to 8 % of the equivalent capital charge under the standardised approach securitization framework.

### Market Risk Standardized Approach

Market Risk Management monitors exposures and addresses risk issues and concentrations for certain exposures under the specific Market Risk Standardized Approach (“MRSa”). We use the MRSa to determine the regulatory capital charge for the interest rate risk of nth-to-default credit default swaps and for the correlation trading portfolio securitization positions which are not eligible for the comprehensive risk measure. For these positions we assign all retained securitization positions that are unrated or rated below BB a risk weight of 1,250 percent to the exposure.

We also use the MRSa to determine the regulatory capital charge for longevity risk as set out in CRR/CRD 4 regulations. Longevity risk is the risk of adverse changes in life expectancies resulting in a loss in value on longevity linked policies and transactions. For risk management purposes, stress testing and economic capital allocations are also used to monitor and manage longevity risk.

Furthermore, certain types of investment funds require a capital charge under the MRSa. For risk management purposes, these positions are also included in our internal reporting framework.

### Validation of Front Office models

An independent team validates front office models that are used for official pricing and risk management of trading positions. The key objectives of model validation are to:

- Assess and validate the logical and conceptual soundness (model design and construction) of models in line with their design objectives and purpose (for front office models this would be valuation and risk sensitivities);
- Assess appropriateness and accuracy of implementation methodology; and
- Assess the appropriateness of the model for the intended products to be priced and risk managed, identifying potential limitations and conditions for use.

### Trading Market Risk Management Framework at Postbank

Market risk arising from Postbank has been included in our reporting since 2010. Since the domination agreement between Deutsche Bank and Postbank became effective in September 2012, aggregate market risk limits for Postbank are set by Deutsche Bank according to our market risk limit framework. Postbank’s Head of Market Risk Management has a functional reporting line into our Market Risk Management organization and acts based upon delegated authority with respect to monitoring, reporting and managing market risk exposure according to market risk limits allocated to Postbank.

Sub limits are allocated by the Postbank Market Risk Committee to the individual operating business units. Deutsche Bank is represented by a senior member of Market Risk Management on the Postbank Market Risk Committee. The market risk economic capital limits allocated to specific business activities define the level of market risk that is reasonable and desirable for Postbank from an earnings perspective.

Market risk at Postbank is monitored on a daily basis using a system of limits based on value-at-risk. In addition, Postbank's Market Risk Committee has defined sensitivity limits for the trading and banking book as well as for key sub-portfolios. Postbank also performs scenario analyses and stress tests in addition to the value-at-risk calculations. The assumptions underlying the stress tests are reviewed and validated on an ongoing basis.

### Value-at-Risk at Postbank

Postbank also uses the value-at-risk concept to quantify and monitor the market risk it assumes. Value-at-risk is calculated using a Monte Carlo Simulation. The risk factors taken into account in the value-at-risk include interest rates, equity prices, foreign exchange rates, and volatilities, along with risks arising from changes in credit spreads. Correlation effects between the risk factors are derived from equally-weighted historical data.

Postbank's trading book value-at-risk is currently not consolidated into the value-at-risk of the remaining Group. However, it is shown separately in the internal value-at-risk report.

We also apply the MRSA for the determination of the regulatory capital charge for Postbank's trading market risk.

### Economic Capital for Market Risk

Economic capital for market risk measures the amount of capital needed to absorb very severe, unexpected losses arising from our exposures over the period of one year. "Very severe" in this context means that the underlying economic capital is set at a level which covers, with a probability of 99.98 %, all unexpected losses over a one year time horizon.

Our economic capital model comprises two core components, the "Common Risk" component covering risk drivers across all businesses and the suite of Business Specific Stress Tests (BSSTs) which enriches the Common Risk component. Both components are calibrated to historically observed severe market shocks.

The Common Risk component of the traded market risk economic capital model is based on an enhanced version of our regulatory stressed value-at-risk approach. Hence the economic capital model benefits from the value-at-risk model taking into account the longer liquidity horizons.

The calculation of economic capital for market risk from the trading units is performed weekly. The model incorporates the following risk factors: interest rates, credit spreads, equity prices, foreign exchange rates, commodity prices and correlations.

We also continuously assess and refine our BSSTs in an effort to promote the capture of material risks as well as reflect possible extreme market moves. Additionally, risk managers use their expert judgment to define worst case scenarios based upon the knowledge of past extreme market moves. It is possible however, for our market risk positions to lose more value than our economic capital estimates since all downside scenarios cannot be predicted and simulated.

Economic capital for traded default risk represents an estimate of the default and migration risks of credit products at a 99.98 % confidence level, taking into account the liquidity horizons of the respective sub-portfolios. It covers the following positions:

- Fair value assets in the banking book;
- Unsecuritized credit products in the trading book excluding correlation trading portfolio;
- Securitized products in the trading book excluding correlation trading portfolio and
- Correlation trading portfolio.

The traded default risk economic capital for the correlation trading portfolio is calculated using the comprehensive risk measure. For all other positions the calculation of traded default risk economic capital is based on our credit portfolio model. Traded default risk captures the credit exposures across our trading books and it is monitored via single name concentration and portfolio limits which are set based upon rating, size and liquidity. Single name concentration risk limits are set for two key metrics: Default Exposure, i.e., the P&L impact of an instantaneous default at the current recovery rate (RR), and bond equivalent Market Value (MV), i.e. default exposure at 0 % recovery. In addition, a traded default risk economic capital limit is set within the Market Risk economic capital framework while the incremental risk charge monitors the regulatory capital requirements associated with these positions. In order to capture diversification and concentration effects we perform a joint calculation for traded default risk economic capital and credit risk economic capital. Important parameters for the calculation of traded default risk are exposures, recovery rates and default probabilities as well as maturities. Exposures, recovery rates and default probabilities are derived from market information and external ratings for the trading book and internal assessments for the banking book as for credit risk economic capital. Rating migrations are governed by migration matrices, which are obtained from historical rating time series from rating agencies and internal observations. The probability of joint rating downgrades and defaults is determined by the default and rating correlations of the portfolio model. These correlations are specified through systematic factors that represent countries, geographical regions and industries.

Validation of the market risk economic capital model is performed by an independent team. The regular review covers, but is not limited to, the appropriateness of risk factors, the calibration techniques, the parameter settings, and model assumptions.

#### Allocation of Positions to the Regulatory Trading book

For European regulatory purposes all our positions must be assigned to either the trading book or the banking book. This classification of a position impacts its regulatory treatment, in particular the calculation of the regulatory capital charges for the position. We laid down the criteria for the allocation of positions to either the trading book or banking book in internal policy documents, which were based on the respective requirements applicable to the Group contained in Articles 102 to 106 of the CRR.

A central function in Finance is responsible for the policy guidance and is the centre of competence with regard to questions concerning its application. The Finance functions for the individual business areas are responsible for the classification of positions in line with the policy requirements.

We include positions in the trading book that are financial instruments or commodities which are held with trading intent or which are held for the purpose of hedging other trading book positions.

Positions included in the trading book must be free of any restrictive covenants regarding their transferability or able to be hedged.

Moreover, positions assigned to the trading book must be valued daily. Further information on the valuation methodology that we used is provided in Note 14 "Financial Instruments carried at Fair Value".

As part of the ongoing procedures to confirm that the inclusion of positions in the trading book continues to be in line with the above referenced internal policy guidance, the Finance functions for our trading businesses carry out a global review of the classification of positions on a quarterly basis. The results of the review are documented and presented to the Trading Book Review Committee with representatives from Finance and Legal.

Re-allocations of positions between the trading book and the banking book may only be carried out in line with the internal policy guidance. They must be documented and are subject to approval by the central function in Finance described above.

## Balance Sheet and Trading Book Assets and Liabilities

The tables below present trading or banking book splits for assets and liabilities of our balance sheet from a regulatory point of view.

### Regulatory Trading Book Assets and Liabilities as part of the Balance Sheet

in € m.	Dec 31, 2014			Dec 31, 2013		
	Balance Sheet	Trading Book	Banking Book <sup>1</sup>	Balance Sheet	Trading Book	Banking Book <sup>1</sup>
<b>Assets</b>						
Cash and due from banks	20,055	198	19,857	17,155	91	17,063
Interest earning deposits with banks	63,518	1,202	62,316	77,984	4,391	73,593
Central banks funds sold and securities purchased under resale agreements <sup>2</sup>	17,796	3,888	13,908	27,363	5,784	21,578
Securities borrowed	25,834	25,730	103	20,870	20,712	157
Financial assets at fair value through profit or loss	942,924	891,945	50,979	899,257	843,374	55,883
Trading Assets <sup>3</sup>	195,681	176,591	19,090	210,070	187,939	22,131
Positive market values from derivative financial instruments	629,958	625,595	4,363	504,590	499,279	5,311
Financial assets designated at fair value through profit or loss	117,285	89,759	27,527	184,597	156,155	28,441
Financial assets available for sale	64,297	110	64,187	48,326	600	47,725
Equity method investments	4,143	3	4,140	3,581	8	3,573
Loans	405,612	10,593	395,019	376,582	1,617	374,964
Property and equipment	2,909	0	2,909	4,420	0	4,420
Goodwill and other intangible assets	14,951	0	14,951	13,932	0	13,932
Other assets <sup>4</sup>	137,980	34,516	103,464	112,539	34,995	77,545
Assets for current tax	1,819	0	1,819	2,322	0	2,322
Deferred tax assets	6,865	0	6,865	7,071	0	7,071
<b>Total Assets</b>	<b>1,708,703</b>	<b>968,185</b>	<b>740,519</b>	<b>1,611,400</b>	<b>911,574</b>	<b>699,826</b>

<sup>1</sup> Includes exposure in relation to non regulatory consolidated entities.

<sup>2</sup> Includes as of December 31, 2014 and as of December 31, 2013 only securities purchased under resale agreements.

<sup>3</sup> The regulatory banking book primarily includes debt securities as part of our liquidity portfolio as well as traded loans which do not fulfill the criteria for being allocated to the regulatory trading book.

<sup>4</sup> Regulatory trading book positions mainly include brokerage receivables and derivatives qualifying for hedge accounting.

in € m.	Dec 31, 2014			Dec 31, 2013		
	Balance Sheet	Trading Book	Banking Book	Balance Sheet	Trading Book	Banking Book
<b>Financial liabilities at fair value through profit or loss</b>	697,699	694,526	3,174	637,404	631,182	6,222
Trading liabilities	41,843	41,602	241	55,804	55,604	200
Negative market values from derivative financial instruments	610,202	607,376	2,826	483,428	478,005	5,423
Financial liabilities designated at fair value through profit or loss	37,131	37,024	107	90,104	89,505	599
Investment contract liabilities	8,523	8,523	0	8,067	8,067	0
Remaining Liabilities	937,782	62,328	875,454	919,030	65,733	853,298
<b>Total Liabilities</b>	<b>1,635,481</b>	<b>756,854</b>	<b>878,628</b>	<b>1,556,434</b>	<b>696,914</b>	<b>859,520</b>

The vast majority of our trading book assets on our balance sheet are financial assets at fair value through profit or loss. The total increase in balance sheet assets of € 97 billion compared to year-end 2013 is mainly driven by an increase in positive market values from derivative financial instruments as already discussed in other sections of this report. Another driver is the increase in trading book loans of € 9 billion. This increase is driven by collateral restructuring related to ETF business within CB&S.

Within liabilities the vast majority of our trading book is comprised of financial liabilities at fair value through profit or loss. The total increase in balance sheet liabilities of € 79 billion compared to year-end 2013 is mainly driven by an increase in negative market values from derivative financial instruments as already discussed in other sections of this report.

For an additional breakdown of our net interest income and net gains or losses on our trading book assets and liabilities please see Note 5 “Net Interest Income and Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss”.

### Value-at-Risk Metrics of Trading Units of Deutsche Bank Group (excluding Postbank)

The tables and graph below present the value-at-risk metrics calculated with a 99 % confidence level and a one-day holding period for our trading units. They exclude contributions from Postbank trading book which are calculated on a stand-alone basis.

#### Value-at-Risk of our Trading Units by Risk Type

in € m.	Dec 31, 2014	Dec 31, 2013
Interest rate risk	18.1	27.2
Credit spread risk	29.6	37.9
Equity price risk	15.5	20.2
Foreign exchange risk <sup>1</sup>	20.5	12.4
Commodity price risk	1.3	7.8
Diversification effect	(36.0)	(57.7)
<b>Total value-at-risk</b>	<b>49.0</b>	<b>47.9</b>

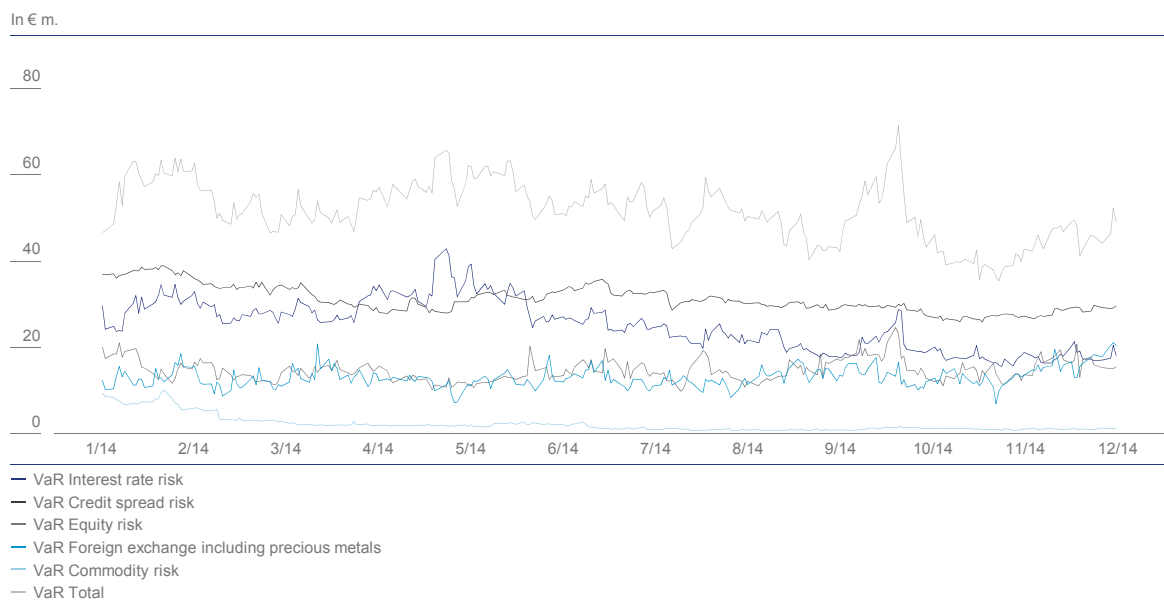
<sup>1</sup> Includes value-at-risk from gold and other precious metal positions.

#### Value-at-Risk of our Trading Units in the Reporting Period

in € m.	Total		Diversification effect		Interest rate risk		Credit spread risk		Equity price risk		Foreign exchange risk <sup>1</sup>		Commodity price risk	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Average	51.6	53.6	(34.9)	(50.0)	25.1	26.5	31.2	41.6	14.8	13.4	13.2	13.8	2.2	8.3
Maximum	71.4	69.0	(61.9)	(62.1)	42.8	36.6	38.9	48.0	24.6	23.9	21.2	27.8	10.2	12.8
Minimum	35.4	43.0	(24.4)	(38.5)	15.7	18.7	25.9	34.9	9.9	8.8	6.9	5.8	0.7	5.5

<sup>1</sup> Includes value-at-risk from gold and other precious metal positions.

#### Development of value-at-risk by risk types in 2014



The average value-at-risk over 2014 was € 51.6 million, which is a decrease of € 2.0 million compared with the full year 2013. There have been notable reductions in the average value-at-risk across credit spread, mainly coming from a reduction in name specific risk and commodity risk due to the winding down of the commodities business. Overall there has been less benefit from diversification following changes in the composition of the

portfolio. The value-at-risk has moved over a wider range during 2014 compared with 2013 particularly towards the later part of the year. In October 2014 the value-at-risk reached a high for the year of € 71.4 million quickly followed by a low of € 35.4 million in November following an effort to de-risk the portfolio due to heightened volatility in the markets.

### Regulatory Trading Market Risk Measures (excluding Postbank)

The tables below present the stressed value-at-risk metrics calculated with a 99 % confidence level and a one-day holding period for our trading units. They exclude contributions from Postbank trading book which are calculated on a stand-alone basis

#### Stressed Value-at-Risk by Risk Type

in € m.	Dec 31, 2014	Dec 31, 2013
Interest rate risk	52.3	53.0
Credit spread risk	140.8	114.4
Equity price risk	18.8	27.5
Foreign exchange risk <sup>1</sup>	46.2	27.0
Commodity price risk	1.8	8.9
Diversification effect	(139.3)	(125.3)
<b>Total stressed value-at-risk of trading units</b>	<b>120.7</b>	<b>105.5</b>

<sup>1</sup> Includes value-at-risk from gold and other precious metal positions.

#### Average, Maximum and Minimum Stressed Value-at-Risk by Risk Type

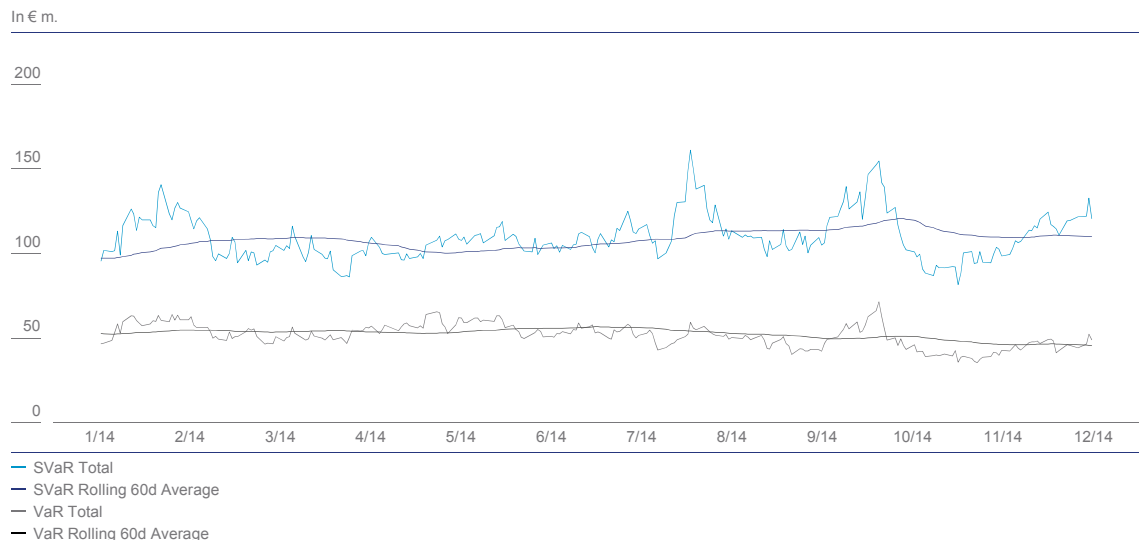
in € m.	Total		Diversification effect		Interest rate risk		Credit spread risk		Equity price risk		Foreign exchange risk <sup>1</sup>		Commodity price risk	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Average	109.6	114.0	(125.4)	(127.5)	64.4	59.3	124.0	118.1	11.5	19.2	29.7	29.6	5.4	15.2
Maximum	161.1	169.2	(168.0)	(166.8)	85.9	93.1	142.8	149.5	42.6	53.6	70.3	59.2	16.7	37.1
Minimum	81.6	75.1	(102.3)	(105.5)	48.8	44.4	100.7	90.0	0.0	4.3	13.7	12.1	1.4	7.1

<sup>1</sup> Includes value-at-risk from gold and other precious metal positions

The average stressed value-at-risk was € 109.6 million over 2014, a decrease of € 4.4 million compared with the full year 2013. The reduction is most notably the result of lower equity risk due to carrying greater downside protection, and a decrease in commodity risk due to the unwind of the commodities business. This has partly been offset by an increase in credit spread risk following an overall increase in exposure over 2014, and there has been some increase in interest rate risk.

The following graph compares the development of the daily value-at-risk with the daily stressed value-at-risk and their 60 day averages, calculated with a 99 % confidence level and a one-day holding period for our trading units. Amounts are shown in millions of euro and exclude contributions from Postbank's trading book which are calculated on a stand-alone basis.

### Development of value-at-risk and stressed value-at-risk in 2014



For regulatory reporting purposes, the incremental risk charge for the respective reporting dates represents the higher of the spot value at the reporting dates, and their preceding 12-week average calculation. In contrast to this, the incremental risk charge amounts presented for the reporting dates and periods below are the spot values and the average, maximum and minimum values for the 12-week period preceding these reporting dates.

#### Incremental Risk Charge of Trading Units (with a 99.9 % confidence level and one-year capital horizon)

in € m.	Dec 31, 2014	Dec 31, 2013
Global Finance and Foreign Exchange	109.0	82.4
Rates and Credit Trading	494.5	563.4
NCOU	39.4	(3.9)
Emerging Markets – Debt	170.5	168.3
Other	224.4	185.5
<b>Total incremental risk charge</b>	<b>1,037.8</b>	<b>995.6</b>

#### Average, Maximum and Minimum Incremental Risk Charge of Trading Units (with a 99.9 % confidence level and one-year capital horizon)

in € m.	2014				2013			
	Weighted average liquidity horizon in month	Average <sup>1</sup>	Maximum <sup>1</sup>	Minimum <sup>1</sup>	Weighted average liquidity horizon in month	Average <sup>1</sup>	Maximum <sup>1</sup>	Minimum <sup>1</sup>
Global Finance and Foreign Exchange	12.0	148.3	251.1	68.9	6.0	66.9	82.4	43.5
Rates and Credit Trading	12.0	384.6	645.7	235.7	6.0	505.8	603.4	414.2
NCOU	12.0	(3.6)	39.4	(25.8)	6.0	(20.6)	(3.7)	(36.6)
Emerging Markets – Debt	12.0	164.1	220.2	119.5	6.0	179.5	205.0	156.1
Other	12.0	118.6	224.4	38.9	6.0	236.5	323.9	185.1
<b>Total incremental risk charge of trading units</b>	<b>12.0</b>	<b>811.9</b>	<b>1,065.4</b>	<b>647.9</b>	<b>6.0</b>	<b>968.2</b>	<b>1,044.8</b>	<b>928.5</b>

<sup>1</sup> Amounts show the bands within which the values fluctuated during the 12-week period preceding December 31, 2014 and December 31, 2013.

The incremental risk charge as at the end of 2014 was € 1,038 million and increased by € 42 million (4 %) compared with year end 2013. The 12-week average incremental risk charge as at the end of 2014 was € 812 million and thus € 156 million (16 %) lower compared with the average for the 12-week period ended December 31, 2013. The increase at the end of 2014 is driven by model changes that increased the weighted average liquidity horizon from 6 months to 12 months and increased the charge for defaulted and unrated entities.

For regulatory reporting purposes, the comprehensive risk measure for the respective reporting dates represents the higher of the internal spot value at the reporting dates, their preceding 12-week average calculation, and the floor, where the floor is equal to 8 % of the equivalent capital charge under the standardised approach securitization framework.

#### Comprehensive Risk Measure of Trading Units (with a 99.9 % confidence level and one-year capital horizon)

in € m.	Dec 31, 2014	Dec 31, 2013
Correlation trading <sup>1</sup>	222.0	223.8

<sup>1</sup> Spot value of internal model Comprehensive Risk Measure at period end.

#### Average, Maximum and Minimum Comprehensive Risk Measure of Trading Units (with a 99.9 % confidence level and one-year capital horizon)

in € m.	2014				2013			
	Weighted average liquidity horizon in month	Average <sup>1</sup>	Maximum <sup>1</sup>	Minimum <sup>1</sup>	Weighted average liquidity horizon in month	Average <sup>1</sup>	Maximum <sup>1</sup>	Minimum <sup>1</sup>
Correlation trading	12.0	246.9	257.5	223.0	12.0	316.0	359.6	285.9

<sup>1</sup> Regulatory Comprehensive Risk Measure calculated for the 12-week period ending December 31.

The comprehensive risk measure as of year end 2014 was € 222 million and decreased by € 2 million (1 %) compared with year end 2013. The 12-week average of our comprehensive risk measure as at the end of 2014 was € 247 million and thus € 69 million (22 %) lower compared with the average for the 12-week period ended December 31, 2013. There was an increase due to the impact of a higher floor applicable in the calculation under the CRR/CRD 4 framework which has now been offset by de-risking of the portfolio.

#### Market Risk Standardized Approach

As of December 31, 2014, the securitization positions, for which the specific interest rate risk is calculated using the market risk standardized approach, generated capital requirements of € 1,682 million corresponding to risk weighted-assets of € 21.0 billion. As of December 31, 2013 these positions generated capital requirements of € 473 million and further capital deduction items of € 1.5 billion corresponding to a total RWA-equivalent of € 13.3 billion. The increase in RWA was related to a regulatory driven change in the treatment of positions receiving a risk weight of 1,250 %. As a result these positions are now disclosed under RWA compared to CDI in the previous year. A like comparison made after adjusting the year end 2013 portfolio with the new CRD 4 regulatory framework would show a year on year decrease of € 3.4 billion RWA following the disposal of positions.

For nth-to-default credit default swaps the capital requirement reduced to € 1 million corresponding to risk weighted-assets of € 19 million compared with € 5 million and € 63 million as of December 31, 2013. This development was driven by certain positions becoming eligible for our comprehensive risk measurement model based on improved market liquidity.

Additionally, the capital requirement for investment funds under the market risk standardized approach was € 91 million corresponding to risk weighted-assets of € 1,139 million as of December 31, 2014, compared with € 78 million and € 977 million as of December 31, 2013.

The capital requirement for longevity risk under the market risk standardized approach was € 26 million corresponding to risk weighted-assets of € 326 million as of December 31 2014, compared with € 29 million and € 363 million as of December 31, 2013.

#### Value-at-Risk at Postbank

The value-at-risk of Postbank's trading book calculated with a 99 % confidence level and a one-day holding period amounted to zero as at December 31, 2014 in comparison to € 0.1 million at year end 2013. The only impact at year-end 2013 was € 0.1 million resulting from foreign exchange risk while all other risks components (including diversification effects) amounted to € 0.0 million. "Diversification effect" reflects the fact that the total



value-at-risk on a given day will be lower than the sum of the value-at-risk relating to the individual risk classes. Simply adding the value-at-risk figures of the individual risk classes to arrive at an aggregate value-at-risk would imply the assumption that the losses in all risk categories occur simultaneously. Postbank's current trading strategy does not allow any new trading activities with regard to the trading book. Therefore, Postbank's trading book did not contain any positions at year-end 2014. Nevertheless, Postbank will remain classified as a trading book institution.

The table below presents average, maximum and minimum value-at-risk amounts of Postbank's trading book during the year 2014.

#### Average, Maximum and Minimum Value-at-Risk of Postbank trading book

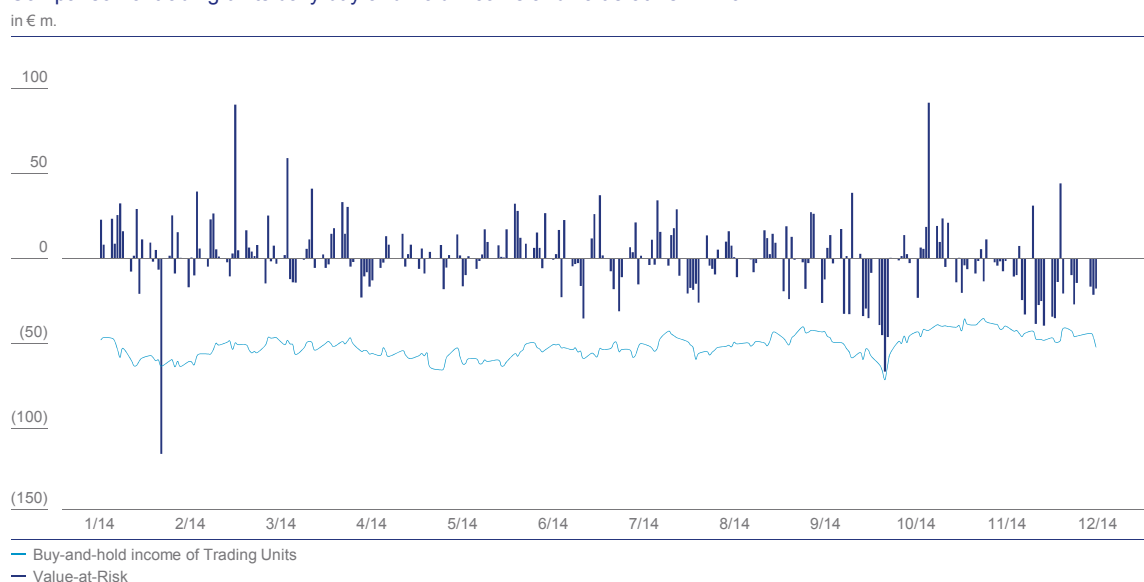
in € m.	Total		Diversification effect		Interest rate risk		Credit spread risk		Equity price risk		Foreign exchange risk		Commodity price risk	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Average	0.1	0.3	0.0	(0.2)	0.0	0.2	0.0	0.1	0.0	0.0	0.1	0.1	0.0	0.0
Maximum	0.1	1.1	(0.1)	(0.9)	0.0	0.5	0.0	1.1	0.0	0.1	0.1	0.5	0.0	0.0
Minimum	0.0	0.1	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.1	0.0	0.0	0.0

#### Results of Regulatory Backtesting of Trading Market Risk

In 2014, we observed one global outlier compared with two outliers in 2013. The outlier occurred in January 2014 driven by market movements beyond the historical 1 year 99 percentile level and an increased level of co-movement between risk factors not captured in the prevailing one year time window. Based on the backtesting results, our analysis of the underlying reasons for outliers and enhancements included in our value-at-risk methodology we continue to believe that our value-at-risk model will remain an appropriate measure for our trading market risk under normal market conditions.

The following graph shows the trading units daily buy-and-hold income in comparison to the value-at-risk as of the close of the previous business day for the trading days of the reporting period. The value-at-risk is presented in negative amounts to visually compare the estimated potential loss of our trading positions with the buy and hold income. Figures are shown in millions of euro and exclude contributions from Postbank's trading book which is calculated on a stand-alone basis. The chart shows that our trading units achieved a positive buy and hold income for 52 % of the trading days in 2014 (versus 52 % in 2013), as well as displaying the one global outlier in 2014.

#### Comparison of trading units daily buy-and-hold income and value-at-risk in 2014

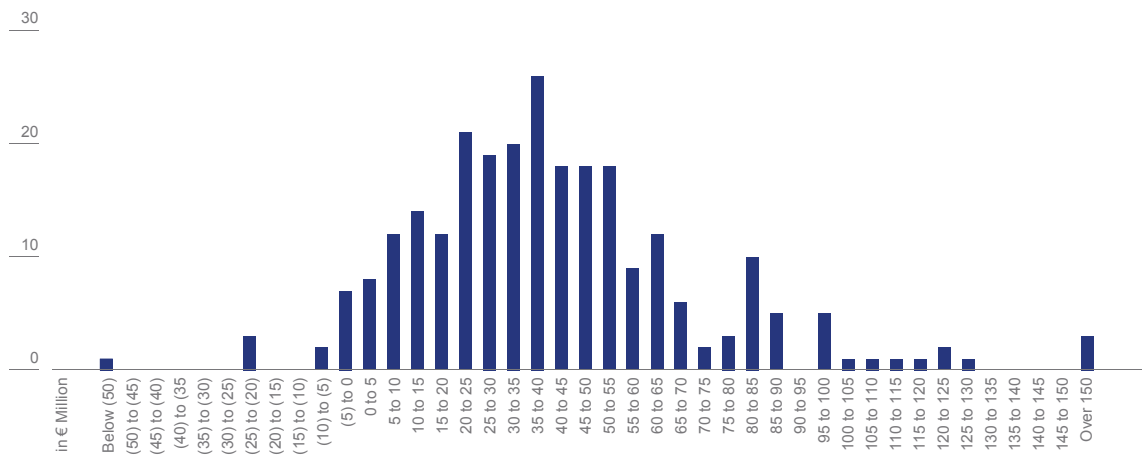


## Daily Income of our Trading Units

The following histogram shows the distribution of daily income of our trading units (excluding Postbank). Daily income is defined as total income which consists of new trades, fees & commissions, buy & hold income, reserves, carry and other income. It displays the number of trading days on which we reached each level of trading income shown on the horizontal axis in millions of euro.

### Distribution of daily income of our trading units in 2014

Days



Our trading units achieved a positive actual income for 95 % of the trading days in 2014 (versus 94 % in 2013).

## Economic Capital Usage for our Trading Market Risk

The economic capital usage for trading market risk was € 5.0 billion at year-end 2014 compared with € 4.2 billion at year-end 2013. Our trading market risk economic capital usage increased by approximately € 758 million, or 18 %. This increase was mainly driven by increased exposures in fair value banking books.

Postbank's contribution to the economic capital usage for our trading market risk was minimal.

## Valuation of Market Risk Positions

For details about our methods for determining fair value see the respective section in Note 1 "Significant Accounting Policies and Critical Accounting Estimates" of our financial statements.

### Regulatory prudent valuation of assets carried at fair value

Pursuant to Article 34 CRR institutions shall apply the prudent valuation requirements of Article 105 CRR to all assets measured at fair value and shall deduct from CET1 capital the amount of any additional value adjustment necessary.

The approach we applied to the prudent valuation of our assets measured at fair value is based on these requirements and is unchanged to previous years and does not reflect the methodology as laid out in the final EBA standard on prudent valuation.

Based on our interpretation of the requirements we have reached the conclusion that the categories of valuation adjustments which must be considered to determine the regulatory prudent value of fair-valued assets are already covered by our standards and policies for IFRS fair value measurement as well as other regulatory standards including those for operational risk. This result is based on our understanding that assets measured at fair value under IFRS will meet the existing regulatory prudent valuation requirements, if the relevant category

ries of valuation adjustments have been considered in the determination of the fair value of the asset under IFRS. We provide further information on the valuation methodology we used under IFRS in Note 14 “Financial Instruments carried at Fair Value”.

In January 2015 the European Banking Authority (EBA) has re-issued a draft Regulatory Technical Standard (EBA RTS 2014/06/rev1) which defines a specific measurement methodology for calculating the amount of the required additional value adjustment. This measurement methodology, which is different to our current and past practice, is currently being considered by the European Commission for adoption in European Banking regulation.

We currently prepare for the potential future application of this new standard for calculating the amount of any additional value adjustment necessary. In contrast to the existing requirements, which identify the categories of valuation adjustments that must be considered for prudent valuation purposes, the new standard defines a specific measurement methodology for calculating the additional value adjustment for each category. Since this methodology is not consistent with the methodology used under IFRS, the future application of the new standard will lead to a difference between the IFRS fair value and the regulatory prudent value.

We currently estimate the amount of the additional value adjustment arising in case of a future application of the new standard to range between € 1.5 and € 2.0 billion. Following guidance provided by the EBA we will only consider this additional value adjustment in the calculation of our CET1 capital once the new standard has been adopted and published by the European Commission (unless a later application date would apply).

## Nontrading Market Risk

Nontrading market risk arises from market movements, primarily outside the activities of our trading units, in our banking book and from off-balance sheet items. Significant market risk factors the bank is exposed to and are overseen by risk management groups in that area are:

- Interest rate risk (including model risk from embedded optionality and from modeling behavioral assumptions for certain product types), credit spread risk, foreign exchange risk, equity risk (including investments in public and private equity as well as real estate, infrastructure and fund assets).
- Market risks from off-balance sheet items such as pension schemes and guarantees as well as structural foreign exchange risk and equity compensation risk.

The market risk component of our nontrading activities is overseen by dedicated groups within our risk management organization. Due to the variety of businesses and initiatives subject to nontrading market risk exposure, coverage is split into three main areas:

- Market Risk Management – covering market risks arising in the business units PBC, GTB, Deutsche AWM, and NCOU as well as Treasury and in other group activities such as structural foreign exchange risks, equity compensation risks and pension risks.
- CRM Principal Investments – specializing in the risk-related aspects of our nontrading alternative asset activities and performing regular reviews of the risk profile of the banks alternative asset portfolios.
- Asset Management Risk – specializing in the fiduciary risk related aspects of our asset and fund management business in the Deutsche AWM Corporate Division. Key risks in this area arise from operational and/or principal guarantees and reputational risk related to managing client funds.

Investment proposals for strategic investments are analyzed by the Group Investment Committee. Depending on the size, strategic investments may require approval from the Group Investment Committee, the Management Board or the Supervisory Board. The development of strategic investments is monitored by the Group Investment Committee on a regular basis. Multiple members of the Capital and Risk Committee & Risk Execu-

tive Committee are also members of the Group Investment Committee, establishing a close link between these committees.

An independent team in Risk validates the models for nontrading market risk. In general the validation includes a review of the appropriateness of risk factors, parameters, parameter calibration and model assumptions. Validation results are presented to senior management and appropriate remediating actions are taken by Market Risk Management Methodology to improve the specific model used for the various risk types.

### Assessment of Market Risk in Nontrading Portfolios

The majority of market risk in our nontrading portfolios is quantified through the use of stress testing procedures. We use stress tests that are specific to each risk class and which consider, among other factors, large historically observed market moves, the liquidity of each asset class, and changes in client behavior in relation to deposit products. This assessment forms the basis of the economic capital calculations which enable us to monitor, aggregate and manage our nontrading market risk exposure.

### Interest Rate Risk in the Banking Book

The majority of our interest rate risk arising from nontrading asset and liability positions, with the exception of some entities and portfolios, has been transferred through internal transactions to the CB&S division. This internally transferred interest rate risk is managed on the basis of value-at-risk, as reflected in trading portfolio figures. The treatment of interest rate risk in our trading portfolios and the application of the value-at-risk model is discussed in the "Trading Market Risk" section of this document.

The most notable exceptions from the aforementioned paragraph are in the PBC Corporate Division in Germany including Postbank and the Deutsche AWM mortgage business in the U.S. Unit. These entities manage interest rate risk separately through dedicated Asset and Liability Management departments subject to banking book value-at-risk limits set and monitored by Market Risk Management. The measurement and reporting of interest rate risk managed by these dedicated Asset and Liability functions is performed daily in the PBC division and on a weekly basis for Deutsche AWM. In addition, the Group holds selected positions managed by Treasury, where the measurement and reporting of interest rate risk is performed daily. The global interest rate in the banking book is reported on a monthly basis.

The maximum negative change of present values of the banking book positions when applying the regulatory required parallel yield curve shifts of (200) and +200 basis points was 2 % of our total regulatory capital at December 31, 2014. Consequently, outright interest rate risk in the banking book is considered immaterial for us.

Our PBC, GTB and Deutsche AWM businesses are subject to model risk with regard to client deposits as well as savings and loan products. Measuring interest rate risks for these product types in the banking book is based upon assumptions with respect to client behavior, future availability of deposit balances and sensitivities of deposit rates versus market interest rates resulting in a longer than contractual effective duration. Those parameters are subject to stress testing within our Economic Capital framework. Additionally, consideration is made regarding early prepayment behavior for loan products. The parameters are based on historical observations, statistical analyses and expert assessments. If the future evolution of balances, rates or client behavior differs from these assumptions, then this could have an impact on our interest rate risks in the banking book.

### Foreign Exchange Risk

Foreign exchange risk arises from our nontrading asset and liability positions, denominated in currencies other than the functional currency of the respective entity. The majority of this foreign exchange risk is transferred through internal hedges to trading books within CB&S and is therefore reflected and managed via the

value-at-risk figures in the trading books. The remaining foreign exchange risks that have not been transferred are mitigated through match funding the investment in the same currency, therefore only residual risk remains in the portfolios. Small exceptions to above approach follow the general MRM monitoring and reporting process, as outlined for the trading portfolio.

The bulk of nontrading foreign exchange risk is related to unhedged structural foreign exchange exposure, mainly in our U.S., U.K. and China entities. Structural foreign exchange exposure arises from local capital (including retained earnings) held in the Bank's consolidated subsidiaries and branches and from investments accounted for at equity. Change in foreign exchange rates of the underlying functional currencies result in revaluation of capital and retained earnings and are recognized in other comprehensive income booked as Currency Translation Adjustments ("CTA").

The primary objective for managing our structural foreign exchange exposure is to stabilize consolidated capital ratios from the effects of fluctuations in exchange rates. Therefore the exposure remains unhedged for a number of core currencies with considerable amounts of risk-weighted assets denominated in that currency in order to avoid volatility in the capital ratio for the specific entity and the Group as a whole.

#### Investment Risk

Nontrading market risk from investment exposure is predominantly the equity risk arising from our non-consolidated investment holdings in the banking book categorized into strategic and alternative investment assets.

Strategic investments typically relate to acquisitions made by us to support our business franchise and are undertaken with a medium to long-term investment horizon. Alternative assets are comprised of principal investments and other non-strategic investment assets. Principal investments are direct investments in private equity (including leveraged buy-out fund commitments and equity bridge commitments), real estate (including mezzanine debt) and venture capital, undertaken for capital appreciation. In addition, principal investments are made in hedge funds and mutual funds in order to establish a track record for sale to external clients. Other non-strategic investment assets comprise of assets recovered in the workout of distressed positions or other legacy investment assets in private equity and real estate of a non-strategic nature.

#### Pension Risk

Deutsche Bank is exposed to market risk from a number of defined benefit pension schemes for past and current employees. The ability of the pension schemes to meet the projected pension payments, is maintained through investments and ongoing plan contributions. Market risk materializes due to a potential decline in the market value of the assets or an increase in the liability of each of the pension plans. Market Risk Management monitors and reports all market risks both on the asset and liability side of our defined benefit pension plans including interest rate risk, inflation risk, credit spread risk, equity risk and longevity risk. For details on our defined benefit pension obligation see additional Note 35 "Employee Benefits".

#### Other Risks

In addition to the above risks, Market Risk Management has the mandate to monitor and manage market risks that arise from capital and liquidity risk management activities of our treasury department. Besides the structural foreign exchange capital hedging process this includes market risks arising from our equity compensation plans.

Market risks in our asset management activities in Deutsche AWM, primarily results from principal guaranteed funds or accounts, but also from co-investments in our funds.

## Economic Capital Usage for our Nontrading Market Risk Portfolios per Business Area

### Economic Capital Usage of Nontrading Portfolios by Business Division

in € m.	Dec 31, 2014	Dec 31, 2013	2014 increase (decrease) from 2013	
			in € m.	in %
Corporate Banking & Securities	382	333	49	15
Private & Business Clients	3,196	2,964	232	8
Global Transaction Banking	172	143	29	20
Deutsche Asset & Wealth Management	1,748	1,295	453	35
Non-Core Operations Unit	804	1,362	(558)	(41)
Consolidation & Adjustments	3,596	2,444	1,152	47
<b>Total</b>	<b>9,898</b>	<b>8,541</b>	<b>1,357</b>	<b>16</b>

Nontrading market risk economic capital usage totaled € 9,898 million as of December 31, 2014, which is € 1,357 million, or 16 %, above our economic capital usage at year-end 2013.

Increases in economic capital usage were largely driven by the increased structural foreign exchange risk and increased pension risk, both reflected in Consolidation & Adjustments.

The increase in economic capital usage for Deutsche AWM was mainly driven by the increased guaranteed funds risk caused by the continued low interest rate environment. At PBC the economic capital usage increase is largely related to our participation in Hua Xia Bank Company Limited. The decrease for NCOU is mainly caused by the sale of The Cosmopolitan Resort & Casino.

## Carrying Value and Economic Capital Usage for Nontrading Market Risk Portfolios

### Carrying Value and Economic Capital Usage for Nontrading Portfolios.

in € m.	Carrying value		Economic capital usage	
	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013
Strategic investments	4,051	3,257	1,676	1,277
Alternative assets	3,414	4,761	1,171	1,722
Principal investments	1,900	1,526	902	718
Other nonstrategic investment assets	1,514	3,234	269	1,004
Other nontrading market risks <sup>1</sup>	N/M	N/M	7,051	5,542
Interest rate risk	N/M	N/M	1,683	1,601 <sup>2</sup>
Credit spread risk	N/M	N/M	319	444
Equity compensation risk	N/M	N/M	(237)	(262)
Pension risk	N/M	N/M	1,189	734
Structural foreign exchange risk	N/M	N/M	2,672	2,037
Guaranteed funds risk	N/M	N/M	1,425	988
<b>Total nontrading market risk portfolios</b>	<b>7,465</b>	<b>8,018</b>	<b>9,898</b>	<b>8,541</b>

N/M – Not meaningful

<sup>1</sup> N/M – Indicates that the risk is mostly related to off-balance sheet and liabilities items

<sup>2</sup> Prior year number was adjusted by € 44m to reflect the AWM mortgage business

The total economic capital figures do take into account diversification benefits between interest rate & credit spread risks, equity compensation risk, pension risk and structural foreign exchange risk.

- **Strategic investments.** Economic capital usage was mainly driven by our participation in Hua Xia Bank Company Limited.
- **Alternative assets.** The nontrading market risk economic capital decreased during 2014 mainly driven from further de-risking initiatives within the alternative assets portfolio, valuations and foreign exchange effects.
- **Other nontrading market risks:**
  - **Interest rate risk.** Besides the allocation of economic capital to outright interest rate risk in the nontrading market risk portfolio, a main component in this category is the maturity transformation of contractually short term deposits. The effective duration of contractually short term deposits is based upon observable client behavior, elasticity of deposit rates to market interest rates (“DRE”), volatility of deposit balances and Deutsche Bank’s own credit spread. Economic capital is derived by stressing modelling assumptions in particular the DRE – for the effective duration of overnight deposits. Behavioral and economic characteristics are taken into account when calculating the effective duration and

optional exposures from our mortgages businesses. In total the economic capital usage for December 31, 2014 was € 1,683 million, versus € 1,601 million for December 31, 2013, predominantly driven by PBC including Postbank, BHW and Deutsche Bank Bauspar and by Treasury, reflected under Consolidation & Adjustments.

- **Credit spread risk.** Economic capital charge for portfolios in the banking book subject to material credit spread risk. Economic capital usage was € 319 million as of December 31, 2014, versus € 444 million as of December 31, 2013. The decrease in economic capital usage was driven by increased diversification effects with other areas as traded market risk and pension risk.
- **Equity compensation risk.** Risk arising from structural short position in our own share price arising from restricted equity units. The economic capital usage was € (237) million as of December 31, 2014 on a diversified basis, compared with € (262) million as of December 31, 2013. The negative contribution to our diversified economic capital was derived from the fact that a reduction of our share price in a downside scenario as expressed by economic capital calculation methodology would reduce the negative impact on our capital position from the equity compensation liabilities.
- **Pension risk.** Risk arising from our defined benefit obligations, including interest rate risk and inflation risk, credit spread risk, equity risk and longevity risk. The economic capital usage was € 1,189 million and € 734 million as of December 31, 2014 and December 31, 2013 respectively. The increase is mainly caused by an increased pension liability resulting from a decline in interest rates and credit spreads during the year as well as changed diversification effects after continuous alignment of the calculation methodology with the traded market risk economic capital calculation.
- **Structural foreign exchange risk.** Our foreign exchange exposure arising from unhedged capital and retained earnings in non-euro currencies in certain subsidiaries. Our economic capital usage was € 2,672 million as of December 31, 2014 on a diversified basis versus € 2,037 million as of December 31, 2013. The increase is largely caused by a stronger US dollar and the issuance of Additional Tier 1 notes in non-euro currencies.
- **Guaranteed funds risk.** The increase in economic capital usage to € 1,425 million as of December 31, 2014 was triggered predominately by higher interest rate risk due to consistently low or even negative interest rates. As of December 31, 2013 the economic capital amounted to € 988 million.

### Accounting and Valuation of Equity Investments

Outside of trading, equity investments which are neither consolidated for regulatory purposes nor deducted from our regulatory capital are held as equity positions in the regulatory banking book. In our consolidated balance sheet, these equity investments are classified as “Financial assets available for sale (“AFS”)”, “Equity method investments” or “Financial assets designated at fair value through profit or loss” .

For details on our accounting and valuation policies related to AFS equity instruments and investments in associates and joint ventures please refer to Notes 1 “Significant Accounting Policies and Critical Accounting Estimates”, 14 “Financial Instruments carried at Fair Value” and 17 “Equity Method Investments”.

### Equity Investments Held (unaudited)

The following section on Equity Investments Held, ending on page 201, presents specific disclosures in relation to Pillar 3. Per regulation it is not required to audit Pillar 3 disclosures. As such this section is labeled unaudited.

The tables below present IFRS classifications and the gains (losses) for equity investments held. These equity investments principally constitute equity positions in the regulatory banking book or capital deductions according to CRR. However, the following aspects need to be considered when comparing the equity investments held – presented below – with the equity position in the regulatory banking book:

- Equity investments held by entities, which are consolidated for IFRS purposes but not consolidated for regulatory purposes, are included in the tables.
- Collective investment undertakings, which are shown as IFRS, are treated differently for regulatory purposes and are not included in the tables.

- Entities holding equity investments which are considered for regulatory purposes but not consolidated according to IFRS, do not provide IFRS balance sheet and profit or loss information, and are excluded from these tables. The regulatory exposure value (“EAD”) of these excluded equity investments amounted to € 13 million as of December 31, 2014, and € 176 million as of December 31, 2013.
- Other positions like equity underlyings resulting from derivative transactions or certain subordinated bonds which from a regulatory point of view are also assigned to the exposure class “Equity in the banking book” are excluded from the tables. Their EAD amounted to € 304 million as of December 31, 2014, and € 167 million as of December 31, 2013.
- The regulatory equity position includes € 1.9 billion EAD as of December 31, 2014, and € 3.3 billion EAD as of December 31, 2013, in respect of equity investments which are Group-internal from an IFRS perspective.
- “Non-exchange-traded positions” combine private equity exposures in sufficiently diversified portfolios and other exposures according to Article 447 (c) CRR.

#### Equity Investments According to IFRS Classification

in € m.	Carrying value	
	Dec 31, 2014	Dec 31, 2013
<b>Financial assets available for sale – equity instruments</b>	<b>1,928</b>	<b>1,226</b>
Exchange-traded positions	291	327
Non-exchange-traded positions	1,637	899
<b>Equity method investments</b>	<b>4,134</b>	<b>3,574</b>
Exchange-traded positions	3,181	2,616 <sup>1</sup>
Non-exchange-traded positions	953	958 <sup>1</sup>
<b>Financial assets designated at fair value through profit or loss – equity instruments</b>	<b>2</b>	<b>119</b>
Exchange-traded positions	0	0
Non-exchange-traded positions	2	119
<b>Total equity investments</b>	<b>6,064</b>	<b>4,919</b>

<sup>1</sup> Comparatives have been restated by € 2.6 billion to show participating interest as exchange-traded positions if applicable.

Type and nature of these equity investments predominantly relate to investments as described in the “Investment Risk” section of this report.

A slight difference between the carrying value of the investment positions and their fair value was only observable for the exchange-traded equity method investments, which had a carrying value of € 3.2 billion and a fair value of € 3.2 billion as of December 31, 2014 compared with € 2.6 billion and a fair value of € 1.9 billion as of December 31, 2013.

#### Realized Gains (Losses) in the Reporting Period and Unrealized Gains (Losses) at Year-end from Equity Investments

in € m.		
	2014	2013
Gains and losses on disposal	202	97
Impairments	(54)	(110)
Pro-rata share of net income (loss)	569	433
<b>Total realized gains (losses) from equity investments</b>	<b>716</b>	<b>420</b>
	Dec 31, 2014	Dec 31, 2013
Unrealized revaluation gains (losses)	658	424
Difference between carrying value and fair value	46	(682)
<b>Total unrealized gains (losses) from equity investments</b>	<b>704</b>	<b>(258)</b>

For AFS equity investments, the components considered are realized gains and losses from sales and liquidations as well as unrealized revaluation gains and losses and impairments. For equity method investments, the gain and loss elements consist of realized gains and losses from sales and liquidations, pro-rata share of net income (loss), impairments and unrealized revaluation gains (losses) in form of the differences between carrying amounts and fair values. In this respect, the realized gains (losses) on disposals, the impairments and the pro-rata share of net income (loss) are referring to the reporting period 2014 and 2013 whereas the unrealized revaluation gains (losses) as well as the difference between the carrying values and the fair values for the equity investments represent the amounts as of December 31, 2014, and December 31, 2013.



## Operational Risk

### Definition of Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. It includes legal risk but excludes business and reputational risk.

We have categorized operational risks into the following risk types for our 2014 self assessment process:

- **Origination & Execution Risk** is the risk that deficiencies and/or errors in the origination of products/services/transactions, their execution, inappropriate business practices, or contractual obligations will result in losses.
- **Fraud Risk** is the risk of incurring losses as a result of an intentional act or omission by an employee or by a third party involving dishonesty, for personal and/or business gain, to avoid personal and/or business loss, or to conceal improper or unauthorized activity. This includes the falsification or alteration of records and reports, facilitation, breach of trust, intentional omission, misrepresentation, concealment, misleading, and the abuse of one's position.
- **Business Continuity Risk** is the risk of incurring losses resulting from the interruption of normal business activities, i.e. interruptions to our infrastructure as well as to the infrastructure that supports our businesses (including third party vendors) and the communities in which we are located.
- **Regulatory Compliance Risk** is the risk of incurring regulatory sanctions (including restrictions on business activities, fines or enhanced reporting requirements), financial and/or reputational damage arising from our failure to comply with applicable laws, rules and regulations.
- **Information Technology Risk** is the risk that our information technology will lead to quantifiable losses due to inadequate information technology and processing in terms of manageability, exclusivity, integrity, controllability, and continuity.
- **Information Security Risk** is the risk of an event which could result in the compromise of organizational assets, including, but not limited to, unauthorized use, loss, damage, disclosure or modification of organization assets. It includes the risk of cyber threats on the organization.
- **Vendor Risk** arises from adverse events and risk concentrations due to failures in vendor selection, insufficient controls and oversight over a vendor and/or services provided by a vendor, and other impacts to the vendor itself.
- **Fiduciary Service Risk** is the risk to fail to act in the best interest of our clients when advising, investing, accounting for or safeguarding client assets, including the failure to prevent, detect or correct negligence and/or violations of fiduciary responsibilities, and the failure to appropriately address fiduciary conflicts of interests that may arise.
- **Financial Reporting and Recording Risk** is the risk that a mis-reporting or mis-recording in the financial statements results in an operational risk related event and, potentially, an operational risk related loss.
- **Real Estate Risk** or Facilities and Infrastructure risk is the risk of incurring a loss resulting from damage to or the loss-of-use of the bank's Facilities/Infrastructure.
- **Staff Risk** is the risk that shortcomings in processes and procedures related to the employment of internal staff either directly generate a loss or indirectly contribute to the occurrence of events in other risk categories.
- **Tax Compliance Risk** describes operational risk related to the filing of tax returns and other tax related tasks, e.g. failure to file advance tax returns, being subject to a tax audit, or incurring tax payments etc.
- **Transaction Processing Risk** is the risk that deficiencies in transaction processing or in our internal processes or controls result in losses. The risk is caused by human error, IT applications system failure and inadequate process design.

Legal Risk may materialize in any of the above risk types due to the fact that in each type, we may be the subject of a claim or proceedings alleging non-compliance with contractual or other legal or statutory responsibilities; or we may otherwise be subject to losses allegedly deriving from other legal circumstances. For details on provisions please refer to Note 29 "Provisions" of our consolidated financial statements.

We will migrate to a new risk taxonomy covering non-financial risks such as transaction processing risk, project and transformation risk and reputational risk through the course of 2015 to support the risk assessment process.

### Organizational & Governance Structure

The Head of Operational Risk Management (“ORM”) chairs the Operational Risk Management Committee (“ORMC”), which is a permanent sub-committee of the Risk Executive Committee and is comprised of those responsible for managing operational risk from our divisions and infrastructure functions. It is the main decision-making committee for all operational risk management matters.

While the day-to-day management of operational risk is the primary responsibility of our business divisions and infrastructure functions, the ORM function manages the cross divisional and cross regional operational risk as well as risk concentrations and promotes a consistent application of our operational risk management framework across the bank. Through our business partnership model, we aim to maintain close monitoring and high awareness of operational risks.

### Strengthening controls through “Three Lines of Defense”

The Three Lines of Defense program is an integral part of Deutsche Bank’s strategic agenda. It was initiated in the fourth quarter of 2013 by the Management Board in the context of heightened regulatory standards. The program builds on lessons learned from past control failures and aims to reinforce Deutsche Bank’s non-financial risk management capabilities and compliance culture across all corporate divisions and infrastructure functions. Furthermore, it is intended to maintain consistency across the ongoing control enhancement initiatives throughout the bank.

Deutsche Bank defines the Three Lines of Defense as follows:

- The First Line of Defense includes all corporate divisions and selected infrastructure functions. First Line of Defense units are ultimately accountable for all risks and controls in their business processes.
- The Second Line of Defense encompasses all control functions such as Risk, Compliance, Legal, Human Resources, Finance and Tax. These are responsible for the design of Deutsche Bank’s policy framework and independent risk assessment. Second Line of Defense units are independent from the First Line of Defense.
- The Third Line of Defense is Group Audit which is responsible for providing independent and objective assurance on the effectiveness of risk management, internal controls and governance processes.

In 2014, the program performed a systematic review of Deutsche Bank’s non-financial risk and control organizations and supporting management processes. This led to the following changes:

- The Bank established dedicated control units in each First Line of Defense to reinforce the division’s accountability for the management of their control environment.
- The risk and control responsibilities across the Second Line of Defense control functions were realigned within a common risk and control framework. For selected risks new initiatives were launched to further strengthen Deutsche Bank’s control framework.
- The risk and control assessment approach was enhanced towards an integrated framework shared by all three Lines of Defense to ensure the use of common standards.

Key themes for 2015 are the further build-out of the control organization, the rollout of the enhanced risk and control assessment framework as well as continuing the work across all three Lines of Defense regarding specific control enhancements. This also includes the rollout of the enhanced Three Lines of Defense model into the regions.

## Managing Our Operational Risk

We manage operational risk based on a Group-wide consistent framework that enables us to determine our operational risk profile in comparison to our risk tolerance, to systematically identify operational risk themes and concentrations, and to define risk mitigating measures and priorities. The global operational risk framework is applicable to all risk types included in the definition for operational risk.

In order to cover the broad range of operational risk types as outlined in the definition of operational risk, our framework contains a number of operational risk management techniques. These aim to efficiently manage the operational risk in our business and are used to identify, assess and mitigate operational risks:

- The continuous collection of operational risk loss events, as a prerequisite for operational risk management, includes detailed analyses, the identification of mitigating actions, and timely information of the senior management. All losses above € 10,000 are collected in our “db-Incident Reporting System” (“dbIRS”).
- The Lessons Learned process is triggered for events, including near misses, above € 1 million. This process includes, but is not limited to:
  - systematic risk analyses, including a description of the business environment in which the loss occurred, previous events, near misses and event-specific Key Risk Indicators (“KRI”),
  - consideration of any risk management decisions connected with the specific risk taken,
  - root cause analyses,
  - review of control improvements and other actions to prevent or mitigate the recurrence, and
  - assessment of the residual operational risk exposure.
- The Lessons Learned process is an important means of identifying emerging areas of risk and to define appropriate risk mitigating actions. All corrective actions are captured and monitored for resolution via actions plans in our tracking system “dbTrack”. The execution of corrective actions is reported on a monthly basis to senior management via the ORMC.
- We systematically utilize information on external loss events occurring in the banking industry to prevent similar incidents from happening to us, e. g. by particular deep dive analyses or risk profile reviews.
- In addition to internal and external loss information, scenarios are utilized and actions are derived from them. The set of scenarios consists of relevant external scenarios provided by a public database and internal scenarios. The latter are generated to complete our risk profile.
- Regular operational risk profile reports at a Group level for our business divisions, for the countries in which we operate and for our infrastructure functions, are reviewed and discussed with the departments’ senior management. Regular risk profile reviews enable us to detect changes in the business units’ risk profiles as well as risk concentrations across the Group early on, and to take appropriate corrective actions.
- We assess and approve the impact of changes on our risk profile as a result of new products, outsourcing activities, strategic initiatives, and acquisitions and divestments.
- Once operational risks are identified, mitigation is required following the “as low as reasonably practicable (ALARP)” principle by balancing the cost of mitigation with the benefits thereof, and formally accepting the residual operational risk. Risks which violate applicable national or international regulations and legislation cannot be accepted; once identified, such risks must always be mitigated.
- When we implement risk mitigating measures, we monitor them until they are resolved within our tracking tool “dbTrack”. Residual operational risks rated higher than “important” need to be accepted by the risk bearing division and the ORMC.
- We perform top risk analyses in which the results of the aforementioned activities are considered. The Top Risk Analyses are a primary input for the annual operational risk management strategy and planning process. Besides the operational risk management strategic and tactical planning, we define capital and expected loss targets which are monitored on a regular basis within a quarterly forecasting process.
- We continuously seek to enhance the process to assess whether identified issues require a broader approach across multiple entities and locations within Deutsche Bank. A review of material findings is performed in order to assess their relevance to areas of the Bank other than where they originated.

- KRIs are used to monitor the operational risk profile and alert the organization to impending problems in a timely fashion. KRIs allow the monitoring of the bank’s control culture and business environment and trigger risk mitigating actions. They facilitate the forward looking management of operational risks, based on early warning signals returned by the KRIs.
- In our bottom-up self assessment (“SA”) process, which is conducted at least annually, areas with high risk potential are highlighted, and risk mitigating measures to resolve issues are identified. On a regular basis we conduct risk workshops aiming to evaluate risks specific to local legal entities and the countries we operate in, and take appropriate risk mitigating actions.

Additional functions, methodologies and tools implemented by the responsible divisions are utilized to complement the global operational risk framework and specifically address the risk types. These include but are not limited to:

- A “Legal Risk Management” (“LRM”) function in the Legal Department was established in 2013. This function is exclusively dedicated to the identification and management of legal risk. In addition to being used for reporting purposes, LRM’s analysis is applied to our control framework as it relates to legal risk in order to promote that it is sufficiently robust, including remediation of highlighted issues (whether via new or existing initiatives); and also as a further means of Legal’s input being a significant decision-making criterion for our businesses. The LRM function has a mandate to undertake a broad variety of tasks aimed at proactively managing legal risk, including: devising, implementing and overseeing an annual Legal Risk Assessment Program; agreeing and participating in resulting portfolio reviews and mitigation plans; and administering the Legal Lessons Learned process. The LRM function also coordinates Legal’s response to DB’s Three Lines of Defense program.
- The “Legal Risk Assessment Program” enables us to analyze existing and historic legal risks and, importantly, to better assess the potential for future legal risk events. This requires the participation of the business division (represented by Divisional Control Officer, “DCO”), Legal Advisory, LRM and ORM, and involves a primary self assessment on pre-defined terms by the business and a secondary assessment by the relevant Legal Advisory teams in order to form a global view of that business’ products, activities and locations.
- The “Legal Lessons Learned process” is a means of identifying, on a quarterly basis, legal risks arising from our activities; and of devising appropriate steps to remediate, mitigate or prevent such risks in future. The Legal Lessons Learned process is a retrospective one, whereby existing or completed matters are considered with a view to identifying legal lessons that can be learned from those matters and taking such steps as may be necessary for those legal lessons to be learned. Overall management of the Legal Lessons Learned process is the responsibility of the LRM function, working with ORM, DCO and the Legal Department via its Operating Committees.
- The operational risk from outsourcing is managed by the Vendor Risk Management (VRM) Process and documented in the VRM database. The outsourcing risk is assessed and managed for all outsourcing arrangements individually, following the Vendor Risk Management Policy and in line with the overall ORM framework. A broad governance structure is established to promote appropriate risk levels.
- Fraud Risk is managed based on section 25a of the German Banking Act (KWG) as well as other legal and regulatory requirements via a risk based approach, governed by the Global Anti-Fraud Policy and corresponding Compliance and Anti-Money-Laundering (AML) framework. In line with regulatory requirements, a global risk assessment is performed on a regular basis. Within the general management of operational risks, dedicated Fraud Risk relevant aspects are part of the self assessment process.
- Deutsche Bank manages Business Continuity (BC) Risk with its Business Continuity Management (BCM) Program which outlines core procedures for the relocation or the recovery of operations in response to varying levels of disruption. Within this program, each of our core businesses functions and infrastructure groups set up, maintain and periodically test business continuity plans (“BC Plans”) to promote continuous and reliable service. The BCM Program has defined roles and responsibilities which are documented in corporate standards. Compliance with these standards is monitored regionally by dedicated business continuity teams. Reporting to the Group Resiliency Committee, which is a sub-committee of the Group Oper-

ating Committee, is a quarterly requirement. Furthermore, key information on the established BCM control environment feed into operational risk KRIs.

- The operational risk in Technology is managed within the technology area, following international standards for IT management. Applications and IT infrastructure are catalogued and assessed on a regular basis. Stability monitoring is established. Key outcomes of the established assessment and control environment are used as input for operational risk metrics such as KRIs or self assessments.
- A new Operational Risk Assessment Policy for Change-the-Bank Processes has been implemented for material systems and process changes. All material change initiatives are assessed for operational risks stemming from process/systems changes via an embedded ORM framework for change-the-bank operational risk assessments. Identified risks and mitigating actions are tracked in Deutsche Bank's system as mentioned above.

Although we have established a comprehensive framework for managing operational risks, including specific methodologies and techniques, we nevertheless face a trend of increasing operational risk losses and capital demand as has been the case with much of our industry. In a consolidated effort to continuously enhance the operational risk management framework, we recently added top risk analyses as an additional reporting component to our management reporting:

The top risk analysis aims to identify our most critical risks and those of our respective business divisions in terms of probability and severity. With the inclusion of the top risk reporting component in the standard global operational risk management reporting, we increase the engagement of senior management in the operational risk management process by providing transparency of our operational risk portfolio for the regions in which we operate and our business divisions. It forms a comprehensive report on a global level. This facilitates senior management's conversations on our top risks and strengthens ownership and accountability by presenting specific action plans for risk mitigation, including responsibilities and target dates, adapted to our risk tolerance.

Below we show selected examples for the usage of the top risk analysis and actions derived from this process to mitigate the inherent risks. In line with our main peers and the general situation throughout the financial industry, we currently identify among our top risks such topics that result directly or as second order effects from the financial crisis:

- Uncertainty of litigation outflow: Improper and potentially improper business practices of the past were revealed by or following the crisis and further litigation has been induced by the change in market sentiment resulting from the crisis. These have led and may in future lead to significant regulatory fines or settlements from lawsuits initiated by respective business counterparties.
- Regulatory driven change agenda: The multiplicity of new regulatory requirements, as a reaction to the financial crisis, have already placed significant burden and cost on us, but could lead to additional regulatory sanctions in case of non-compliance.
- Internally driven change agenda: In order to meet profitability targets it is necessary for us to increase efficiency. In combination with the above mentioned points this results in pressure on us to re-organize and streamline our portfolios and business processes. The respective change initiatives bear potential transition risk or could potentially expose us to new operational risks.

In response to the challenges of the financial crisis, ORM introduced a set of measures and revised tools to improve the operational risk management of the top risks by strengthening the organizational robustness and enhancing the risk management processes. The key projects are outlined below:

#### Operational Risk Management Target Operating Model

We are currently redefining the responsibilities for managing operational risks within the Group under adoption of the Three Lines of Defense program. Key changes and improvements within the Three Lines of Defense model affect the roles and responsibilities of the first and second lines of Defense, risk taxonomies and the organizational structure of ORM. Regarding risk taxonomies ORM takes the second line control function

responsibility for the following non-financial risk types: transaction processing risk, project and transformation risk and reputational risk. This will be reflected in the organizational structure of ORM.

#### Self Assessment process as part of ORM's Target Operating Model

We have initiated a project to review the self assessment processes and to enhance the resulting qualitative risk management information set. This will align, connect and integrate key non-financial risk assessment processes (e.g. for operational, compliance and legal risks).

#### OR assessments on change initiatives

In reaction to our comprehensive change agenda, and our inherent operational project risks, we set up a specific operational risk assessment. For critical control initiatives, i.e. those initiatives considered crucial to the success of our cultural change program, specific operational risk assessments of the internal control environment were introduced to assess the operational risk impact of such initiatives onto the Group.

#### Measuring Our Operational Risks

We calculate and measure the regulatory and economic capital for operational risk using the internal Advanced Measurement Approach ("AMA") methodology. Our AMA capital calculation is based upon the loss distribution approach ("LDA"). Gross losses from historical internal and external loss data (Operational Riskdata eXchange Association ("ORX") consortium data), adjusted for direct recoveries, and external scenarios from a public database (IBM OpData) complemented by internal scenario data are used to estimate the risk profile (that is, a loss frequency and a loss severity distribution). Thereafter, the frequency and severity distributions are combined in a Monte Carlo simulation to generate potential losses over a one year time horizon. Finally, the risk mitigating benefits of insurance are applied to each loss generated in the Monte Carlo simulation. Correlation and diversification benefits are applied to the net losses in a manner compatible with regulatory requirements to arrive at a net loss distribution at Group level, covering expected and unexpected losses. Capital is then allocated to each of the business divisions and both, a qualitative adjustment and an expected loss deduction, are performed.

The qualitative adjustment ("QA") reflects the effectiveness and performance of the day-to-day operational risk management activities via KRIs and self assessment scores, focusing on the business environment and internal control factors. The qualitative adjustment is applied as a percentage adjustment to the final capital number. This approach makes qualitative adjustments transparent to the management of the businesses and provides feedback on their risk profile as well as on the success of their management of operational risks. It thus provides incentives for the businesses to continuously improve the management of operational risks in their areas.

The expected loss ("EL") for operational risk is based on historical loss experience and expert judgment, considering business changes denoting the expected cost of operational losses for doing business. To the extent it is considered in the divisional business plans, it is deducted from the AMA capital figure within certain constraints. The unexpected losses per business division (after QA and EL) are aggregated to produce the Group AMA capital figure.

Regulatory and economic capital for operational risk is calculated on a quarterly basis. The used internal data are captured in a snapshot at the beginning of the quarterly production cycle and undergo a quality assurance and sign-off process. Therefore, the complete history of previous quarters' internal losses is taken into account in the calculation of the capital figures. ORX external data is submitted by the ORX members and also undergo quality assurance and sign-off. These data are recognized in the capital calculation at the earliest after six months. For the additional external loss data sourced from the IBM OpData (formerly named OpVantage), we use the data that are available twice a year (in the first and third quarters).

Economic capital is derived from the 99.98 % percentile, allocated to the business divisions, and used for performance measurement and resource allocation purposes, providing an incentive to manage operational risks, and optimizing the utilization of economic capital. The regulatory capital for operational risk applies the 99.9 % percentile. Economic and regulatory capital are calculated for a time horizon of one year.

### Continued Operational Risk Framework Development

The AMA model is subject to continuous validation and enhancement, as we attempt to adequately reflect our risk profile. As part of the continuous enhancement and validation of our model we submitted model changes to BaFin and are awaiting approval from the joint supervisory team (BaFin and ECB). These model changes include an improved validation and recalibration methodology for insurance recoveries, changes to the modeling of the loss frequency as well as an enhanced scoring mechanism for the self assessment results in our AMA model.

Further, we have submitted an additional model change request to BaFin to replace the € 1 billion economic capital safety margin, which we have continuously applied since its implementation in 2011. This model change, which adds increased forward looking aspects to the AMA model, will result in higher economic capital even after we remove the safety margin. This change will make our model more risk sensitive by including reasonably possible litigation losses in our “Relevant Loss Data” set. Reasonably possible litigation losses may result from ongoing and new legal matters which are reviewed quarterly and are based on the judgment provided by our Legal Department.

While our dialogue with the joint supervisory team on these model enhancements is on-going, management has decided to recognize the impact of these model changes in the second quarter 2014 wherever they will lead to an increase in the capital requirement over the models that have previously been approved by BaFin.

### Our Operational Risk Management Stress Testing Concept

We conduct stress testing on a regular basis and separate from our AMA methodology, to analyze the impact of extreme macro scenarios on our capital and the profit-and-loss account. In 2014, ORM took part in all firm-wide stress test scenarios and assessed and contributed the impact of operational risk to the various stress levels of the scenarios. The impact of operational risk on macro stress test scenarios has been moderate and remained in the expected range in regards to capital.

### Our AMA Model Validation and Quality Assurance Review Concept

We independently validate all our AMA model components such as but not limited to scenario analysis, KRIs and Self Assessments, Expected Loss and internal loss data individually. The results of the validation exercise are summarized in validation reports and issues identified are followed up for resolution. This promotes enhancement of the methodologies. The validation activities performed in 2013 detected areas of improvement in our AMA model regarding the estimation of the loss frequency and the use of reasonably possible litigation losses. The results of this validation lead to model enhancements which increased the economic capital.

Quality Assurance Reviews are performed for the AMA components requiring data input provided by business divisions and result in capital impact. The AMA components data and documentation is challenged and compared across business divisions to help us maintain consistency and adequacy for any capital calculation.

## Operational Risk – Risk Profile

### Operational Risk Losses by Event Type (Profit and Loss view)

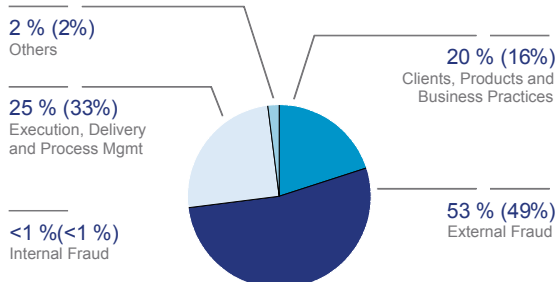
in € m.	2014	2013 <sup>1</sup>
Clients, Products and Business Practices	1,742	2,438
Internal Fraud	498	913
External Fraud	20	(69)
Execution, Delivery and Process Management	72	68
Others	61	32
<b>Group</b>	<b>2,393</b>	<b>3,382</b>

<sup>1</sup> Changed 2013 loss figures due to subsequent booking of losses and reclassification.

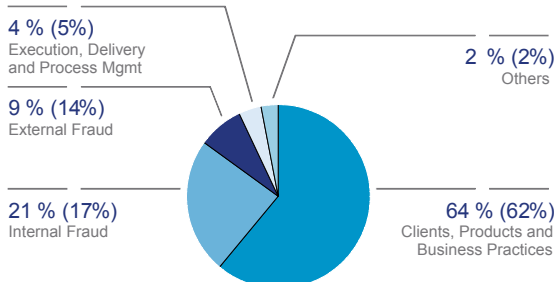
Profit and loss based operational losses decreased by € 1.0 billion or 29 % compared to year-end 2013. The decrease was predominantly driven by the event types “Clients, Products and Business Practices” and “Internal Fraud” (see section “Definition of Operational Risk – Fraud Risk”), due to settlements reached and decreased litigation reserves for unsettled cases. The increase in the event type “External Fraud” is caused by a gain from a direct recovery in 2013. The event type “Execution, Delivery and Process Management” is stable, other event types increased slightly.

### Operational Losses by Event Type occurred in the period 2010-2014 (2009-2013)<sup>(1)</sup>

Frequency of Operational Losses (first posting date)



Distribution of Operational Losses (posting date)



<sup>1</sup> Percentages in brackets correspond to loss frequency respectively to loss amount for losses occurred in 2009-2013 period. Frequency and amounts can change subsequently.

The above left pie chart “Frequency of Operational Losses” summarizes operational risk events which occurred in the five-year period 2010-2014, based on the period in which a loss was first recognized for that event. For example, for a loss event that was first recognized in 2002 with an additional profit/loss event recognized in 2014, the frequency chart would not include the loss event, but the loss distribution chart would include the profit/loss recognized in the respective period.

Frequencies are dominated by the event type “External Fraud” with a frequency of 53 % of all observed loss events. The event types “Execution, Delivery and Process Management” contribute 25 % of the events and “Clients, Product and Business Practices” 20 %. Others are stable at 2 %. The event type “Internal Fraud” has a low frequency, resulting in 0.2 % of the loss events in the period 2010-2014. This is unchanged compared to 2009-2013.

The above right pie chart “Distribution of Operational Losses” summarizes operational risk loss postings recognized in the profit/loss over the five-year period 2010-2014. The event type “Clients, Product and Business Practices” dominates the operational loss distribution with a share of 64 % and is determined by outflows related to litigation, investigations and enforcement actions. “Internal Fraud” has the second highest share (21 %) which is related to regulatory events we have experienced in recent years. Finally, the event types “External



Fraud” (9 %) and “Execution, Delivery and Process Management” (4 %) can be considered minor, compared to other event types.

## Economic Capital usage for Operational Risks

### Economic Capital Usage for Operational Risk by Business Division

in € m.	Dec 31, 2014	Dec 31, 2013	2014 increase (decrease) from 2013 <sup>1</sup>	
			in € m.	in %
Corporate Banking & Securities	3,569	2,453	1,116	45
Private & Business Clients	1,088	803	285	35
Global Transaction Banking	150	96	54	56
Deutsche Asset & Wealth Management	722	580	142	24
Non-Core Operations Unit	2,070	1,320	750	57
<b>Total economic capital usage for operational risk</b>	<b>7,598</b>	<b>5,253</b>	<b>2,345</b>	<b>45</b>

<sup>1</sup> Amounts allocated to the business segments have been restated to reflect comparatives according to the structure as of December 31, 2014.

The economic capital usage for operational risk as of December 31, 2014 was € 7.6 billion, € 2.3 billion or 45 % higher compared to year-end 2013. The increase was mainly driven by an early recognition of the impact of model enhancements to our Advanced Measurement Approach (AMA) model that were implemented in the second quarter and which initially led to additional economic capital of € 1.1 billion. These model enhancements led to a reflection of the operational risk losses that have materialized and which are largely due to outflows related to litigation, investigations and enforcement actions. The increase in economic capital is spread across all business divisions.

The economic capital continues to include the safety margin applied in our AMA model. It was implemented in 2011 to cover unforeseen legal risks from the recent financial crisis. The model enhancements mentioned above are intended to replace the safety margin by a more risk sensitive measure. Therefore the impact of the model change above the safety margin is recognized in the economic capital. This will result in higher economic capital even after we remove the safety margin.

### Role of Corporate Insurance/Deukona

The definition of our insurance strategy and supporting insurance policy and guidelines is the responsibility of our specialized unit Corporate Insurance/Deukona (CI/D). CI/D is responsible for our global corporate insurance policy which is approved by our Management Board.

CI/D is responsible for acquiring insurance coverage and for negotiating contract terms and premiums. CI/D also has a role in the allocation of insurance premiums to the businesses. CI/D specialists assist in devising the method for reflecting insurance in the capital calculations and in arriving at parameters to reflect the regulatory requirements. They validate the settings of insurance parameters used in the AMA model and provide respective updates. CI/D is actively involved in industry efforts to reflect the effect of insurance in the results of the capital calculations.

We buy insurance in order to protect ourselves against unexpected and substantial unforeseeable losses. The identification, definition of magnitude and estimation procedures used are based on the recognized insurance principles and methods. The maximum limit per insured risk takes into account the reliability of the insurer and a cost/benefit ratio, especially in cases in which the insurance market tries to reduce coverage by restricted/limited policy wordings and specific exclusions.

We maintain a number of captive insurance companies, both primary and re-insurance companies. However, insurance contracts provided are only considered in the modeling/calculation of insurance-related reductions of operational risk capital requirements where the risk is re-insured in the external insurance market.

The regulatory capital figure includes a deduction for insurance coverage amounting to € 564 million as of December 31, 2014 compared with € 522 million as of December 31, 2013. Currently, no other risk transfer techniques beyond insurance are recognized in the AMA model.

CI/D selects insurance partners in strict compliance with the regulatory requirements specified in the CRR and based on recommendations of the respective subject matter experts on the recognition of insurance in advanced measurement approaches. The insurance portfolio, as well as CI/D activities, is audited by Group Audit on a risk-based approach.

## Liquidity Risk

Liquidity risk is the risk arising from our potential inability to meet all payment obligations when they come due or only being able to meet these obligations at excessive costs.

Our liquidity risk management framework has been an important factor in maintaining adequate liquidity and in managing our funding profile during 2014.

### Liquidity Risk Management Framework

The Management Board defines our liquidity risk strategy, and in particular our appetite for liquidity risk based on recommendations made by the Capital and Risk Committee. At least once every year the Management Board will review and approve the limits which are applied to the Group to measure and control liquidity risk as well as our long-term funding and issuance plan.

Our Treasury function is responsible for the management of our liquidity and funding risk globally as defined in the liquidity risk strategy. Our liquidity risk management framework is designed to identify, measure and manage our liquidity risk position. Liquidity Risk Control is responsible for the internal reporting on liquidity and funding across the firm on a global and local level. The Management Board, in this context, is updated at least weekly via a Liquidity Scorecard. In addition Liquidity Risk Control is responsible for the oversight and validation of the bank's liquidity risk framework. This includes the independent validation of all liquidity risk models as well as the review and back-testing of limits. Our liquidity risk management approach starts at the intraday level forecasting cash flows and factoring in our access to Central Banks. It then covers tactical liquidity risk management dealing with access to secured and unsecured funding sources. Finally, the strategic perspective comprises the maturity profile of all assets and liabilities (Funding Matrix) and our issuance strategy.

Our cash-flow based reporting system provides daily liquidity risk information to global and local management.

Stress testing and scenario analysis plays a central role in our liquidity risk management framework. This also incorporates an assessment of asset liquidity, i.e., the characteristics of our asset inventory, under various stress scenarios as well as contingent funding requirements from off-balance-sheet commitments. Daily stress test results are used to monitor our ongoing compliance with the Board's overall liquidity risk appetite. Furthermore, our short-term wholesale funding profile limits (both unsecured and secured) which are a key tool of the framework are calibrated against the stress test results on a monthly basis.

### Short-term Liquidity and Wholesale Funding

Our Group-wide reporting system tracks all contractual cash flows from wholesale funding sources on a daily basis over a 12-month horizon. We consider as wholesale funding for this purpose unsecured liabilities raised primarily by our Global Liquidity Management business as well as secured liabilities primarily raised by our Global Liquidity Management and Equities businesses. Such liabilities primarily come from corporates, banks and other financial institutions, governments and sovereigns. Wholesale funding profile limits, which are calibrated against our monthly stress testing results and are approved by the Management Board according to internal governance, express our maximum appetite for liquidity risk. The wholesale funding limits apply to the respective cumulative global cash outflows as well as the total volume of unsecured wholesale funding and are monitored on a daily basis. Our Liquidity Reserves are the primary mitigant against stresses in short-term wholesale funding markets. At an individual entity level we may set liquidity outflow limits across a broader range of cash flows where this is considered to be meaningful or appropriate.

## Funding Markets and Capital Markets Issuance

2014 was a relatively benign year for bank credit and funding conditions as evidenced by the development of the itraxx Senior Financial Index which peaked at 106 in January, averaged 92 bps over Q1, 75 bps over Q2 and closed the year at 69 bps. Our 5 year CDS traded within a range of 58 to 102 bps, peaking in February. Since then, the spread has declined and as of year-end was trading in the middle of the range for the year. The spreads on our bonds exhibited similar volatility. For example, our 9 year EUR benchmark (2.375 % coupon, maturing in January 2023) traded in a range of 27 to 60 bps, closing near its year lows.

Our 2014 funding plan of up to € 35 billion, comprising debt issuance with an original maturity in excess of one year, was fully completed and we concluded 2014 having raised € 44.1 billion in term funding. The over-fulfillment of € 9.1 billion represents prefunding for 2015. This funding was broadly spread across the following funding sources: unsecured benchmark issuance (€ 17.1 billion), Additional Tier 1 benchmark issuance (€ 4.8 billion), unsecured retail-targeted issuance (€ 9.8 billion) and unsecured and secured private placements (€ 12.3 billion). Of the € 44.1 billion total, the majority was in U.S. dollar (€ 22.2 billion). We also issued € 17.8 billion in Euro and smaller amounts in JPY and GBP. In addition to direct issuance, we use long-term cross currency swaps to manage our funding needs outside of EUR. Our investor base comprised retail customers (25 %), banks (19 %), asset managers and pension funds (29 %), insurance companies (6 %) and other, including institutional investors (21 %). The geographical distribution was split between Germany (19 %), Rest of Europe (29 %), US (29 %), Asia/Pacific (16 %) and Other (6 %). Of our total capital markets issuance outstanding as of December 31, 2014, approximately 85 % was issued on an unsecured basis.

The average spread of our issuance over the relevant floating index (i.e., Libor) was 45 bps for the full year with an average tenor of 4.8 years. Our issuance activities were higher in the first half of the year with volumes decreasing in the second half of the year 2014. We issued the following volumes over each quarter: € 8.5 billion, € 16.3 billion, € 11.4 billion and € 7.9 billion, respectively.

In 2015, our base case funding plan is € 30 to 35 billion which we plan to cover by accessing the above sources, without being overly dependent on any one source. We also plan to raise a portion of this funding in U.S. dollar and may enter into cross currency swaps to manage any residual requirements. We have total capital markets maturities, excluding legally exercisable calls of approximately € 22 billion in 2015.

For information regarding the maturity profile of our wholesale funding and capital markets issuance please refer to the table on pages 214 to 215.

## Funding Diversification

Diversification of our funding profile in terms of investor types, regions, products and instruments is an important element of our liquidity risk management framework. Our most stable funding sources are capital markets and equity, retail, and transaction banking clients. Other customer deposits and borrowing from wholesale clients are additional sources of funding. Unsecured wholesale funding represents unsecured wholesale liabilities sourced primarily by our Global Liquidity Management business. Given the relatively short-term nature of these liabilities, they are primarily used to fund cash and liquid trading assets.

To promote the additional diversification of our refinancing activities, we hold a Pfandbrief license allowing us to issue mortgage Pfandbriefe.

In 2014, we reduced our overall funding volume in line with the broader balance sheet de-leveraging. Total external funding declined by € 64 billion (6.5 %) during the year of which the majority came in our CB&S business, in particular we reduced secured funding and shorts by € 69 billion (46 %), other customers by € 23 billion (24 %) and unsecured wholesale funding by € 19 billion (26 %). We also saw smaller reductions from financing vehicles (€ 7 billion, 37 %). These reductions more than offset the increases in capital markets and equity (€ 29 billion, 16 %), retail clients (€ 19 billion, 7 %) and transaction banking (€ 6 billion, 4 %). The overall proportion of our most stable funding sources (comprising capital markets and equity, retail, and transaction banking) increased from 66 % to 76 %.

Unsecured wholesale funding comprises a range of unsecured products e.g. Certificates of Deposit (CDs), Commercial Paper (CP) as well as term, call and overnight deposits across tenors primarily up to one year. Asset-Backed Commercial Paper (ABCP) issued through conduits is included within Financing Vehicles.

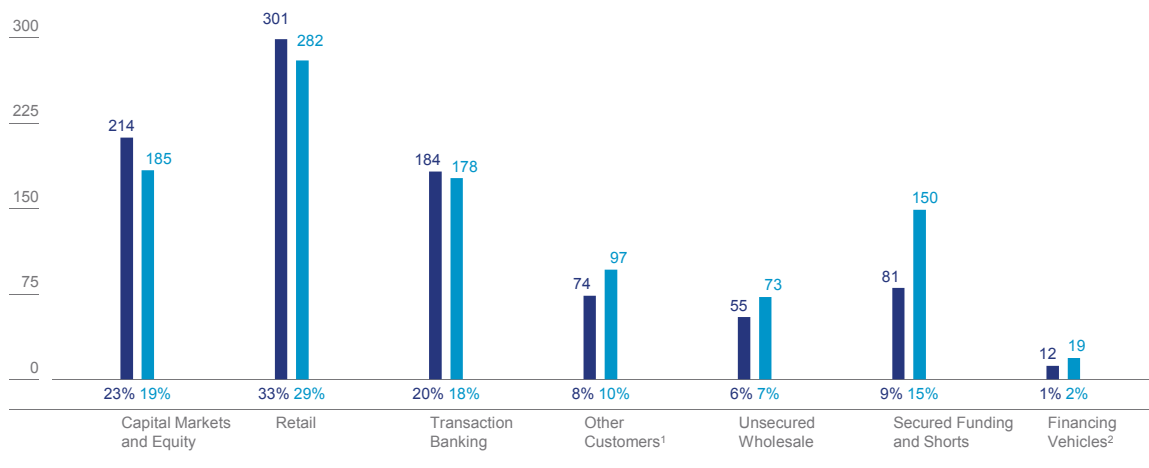
The overall volume of unsecured wholesale funding and secured funding fluctuated between reporting dates based on our underlying business activities. These fluctuations are dependent on client-related securities financing activities as well as changes in liquid trading inventories during the quarter.

To avoid any unwanted reliance on these short-term funding sources, and to promote a sound funding profile at the short end, which complies with the defined risk appetite, we have implemented limit structures (across tenor) to these funding sources, which are derived from our monthly stress testing analysis. In addition, we are setting a limit on the total volume of unsecured wholesale funding to manage the reliance on this funding source as part of the overall funding diversification.

The following chart shows the composition of our external funding sources that contribute to the liquidity risk position, both in EUR billion and as a percentage of our total external funding sources.

#### Composition of External Funding Sources

In € bn.



■ December 31, 2014: total € 919 billion

■ December 31, 2013: total € 984 billion

<sup>1</sup> Other includes fiduciary, self-funding structures (e.g. X-markets), margin/Prime Brokerage cash balances (shown on a net basis).

<sup>2</sup> Includes ABCP-Conduits.

Reference: Reconciliation to total balance sheet: Derivatives & settlement balances € 660 billion (€ 524 billion), add-back for netting effect for Margin & Prime Brokerage cash balances (shown on a net basis) € 75 billion (€ 50 billion), other non-funding liabilities € 54 billion (€ 55 billion) for December 31, 2014 and December 31, 2013 respectively; figures may not add up due to rounding.

The following table shows the contractual maturity of our short-term wholesale funding (comprising unsecured wholesale funding plus asset-backed commercial paper), as well as our capital markets issuance.

Maturity of unsecured wholesale funding, ABCP and capital markets issuance<sup>1</sup>

Dec 31, 2014								
in € m.	Not more than 1 month	Over 1 month but not more than 3 months	Over 3 months but not more than 6 months	Over 6 months but not more than 1 year	Sub-total less than 1 year	Over 1 year but not more than 2 years	Over 2 years	Total
Deposits from banks	7,816	5,373	7,930	2,541	23,661	42	350	24,053
Deposits from other wholesale customers	2,828	1,569	2,979	2,387	9,763	306	404	10,473
CDs and CP	1,747	4,629	8,080	5,623	20,080	20	28	20,128
ABCP	2,849	233	0	0	3,082	0	0	3,082
Senior unsecured plain vanilla	756	2,823	4,589	4,978	13,145	12,904	40,031	66,080
Senior unsecured structured notes	528	1,721	2,384	3,655	8,288	3,698	22,242	34,227
Covered bonds/ABS	0	11	1,223	458	1,693	1,701	20,325	23,719
Subordinated liabilities	636	2,352	1,772	799	5,559	537	9,889	15,985
Other	0	0	0	166	166	13	131	310
<b>Total<sup>2</sup></b>	<b>17,161</b>	<b>18,711</b>	<b>28,958</b>	<b>20,607</b>	<b>85,437</b>	<b>19,220</b>	<b>93,401</b>	<b>198,057</b>
thereof:								
Secured	2,849	244	1,223	458	4,775	1,701	20,325	26,801
Unsecured	14,311	18,467	27,735	20,149	80,662	17,519	73,076	171,256

<sup>1</sup> Excludes additional tier 1 notes reported as additional equity components in the financial statements.

<sup>2</sup> Liabilities with call features are shown at earliest legally exercisable call date. No assumption is made as to whether such calls would be exercised.

The total volume of unsecured wholesale liabilities, ABCP and capital markets issuance maturing within one year amount to € 85 billion as of December 31, 2014, and should be viewed in the context of our total Liquidity Reserves of € 184 billion. The € 26 billion reduction in the volume maturing within one year is primarily driven by our balance sheet de-leveraging initiatives.

Dec 31, 2013								
in € m.	Not more than 1 month	Over 1 month but not more than 3 months	Over 3 months but not more than 6 months	Over 6 months but not more than 1 year	Sub-total less than 1 year	Over 1 year but not more than 2 years	Over 2 years	Total
Deposits from banks	14,446	5,704	5,536	1,350	27,035	9	148	27,192
Deposits from other wholesale customers	5,589	4,419	861	259	11,127	129	128	11,384
CDs and CP	4,819	19,135	7,188	3,646	34,789	31	14	34,834
ABCP	5,221	4,833	541	0	10,596	0	0	10,596
Senior unsecured plain vanilla	2,364	1,632	3,203	3,561	10,760	10,014	32,851	53,625
Senior unsecured structured notes	470	1,566	1,257	3,585	6,877	4,312	19,746	30,935
Covered bonds/ABS	149	1,208	113	1,660	3,130	1,677	20,457	25,263
Subordinated liabilities	255	4,527	1,137	670	6,588	2,511	10,948	20,048
Other	70	21	6	0	97	0	76	173
<b>Total<sup>1</sup></b>	<b>33,382</b>	<b>43,046</b>	<b>19,841</b>	<b>14,730</b>	<b>110,999</b>	<b>18,683</b>	<b>84,368</b>	<b>214,050</b>
thereof:								
Secured	5,370	6,042	654	1,660	13,726	1,677	20,457	35,859
Unsecured	28,012	37,004	19,187	13,070	97,274	17,006	63,911	178,190

<sup>1</sup> Liabilities with call features are shown at earliest legally exercisable call date. No assumption is made as to whether such calls would be exercised.

The following table shows the currency breakdown of our short-term unsecured wholesale funding, of our ABCP funding and of our capital markets issuance.

Unsecured wholesale funding, ABCP and capital markets issuance (currency breakdown)

in € m.	Dec 31, 2014					Dec 31, 2013				
	in EUR	in USD	in GBP	in other CCYs	Total	in EUR	in USD	in GBP	in other CCYs	Total
Deposits from banks	6,123	15,738	284	1,907	24,053	2,630	19,453	1,516	3,592	27,192
Deposits from other whole-sale customers	3,379	4,621	800	1,673	10,473	2,177	6,413	667	2,127	11,384
CDs and CP	13,572	3,216	1,655	1,685	20,128	6,291	22,467	4,394	1,682	34,834
ABCP	312	2,674	96	0	3,082	1,245	8,132	1,219	0	10,596
Senior unsecured plain vanilla	43,498	16,923	378	5,282	66,080	39,500	8,676	1,794	3,656	53,625
Senior unsecured structured notes	12,136	16,884	168	5,038	34,227	13,381	12,072	164	5,319	30,935
Covered bonds/ABS	23,653	66	0	0	23,719	25,263	0	0	0	25,263
Subordinated liabilities	7,632	7,376	590	388	15,985	11,264	8,028	176	579	20,048
Other	72	218	0	20	310	72	2	2	97	173
<b>Total</b>	<b>110,377</b>	<b>67,715</b>	<b>3,972</b>	<b>15,993</b>	<b>198,057</b>	<b>101,823</b>	<b>85,243</b>	<b>9,932</b>	<b>17,052</b>	<b>214,050</b>
thereof:										
Secured	23,965	2,740	96	0	26,801	26,508	8,132	1,219	0	35,859
Unsecured	86,412	64,975	3,876	15,993	171,256	75,314	77,111	8,713	17,052	178,190

## Funding Matrix

We map all funding-relevant assets and all liabilities into time buckets corresponding to their economic maturities to compile a maturity profile (funding matrix). The funding matrix is compiled on an aggregated currency basis, as well as for selected individual currencies and legal entities. Given that trading assets are typically more liquid than their contractual maturities suggest, we determine individual liquidity profiles reflecting their relative liquidity value. We take assets and liabilities from the retail bank (mortgage loans and retail deposits) that show a behavior of being renewed or prolonged regardless of capital market conditions and assign them to time buckets reflecting the expected prolongation. Wholesale banking products are included with their contractual maturities.

The funding matrix identifies the excess or shortfall of assets over liabilities in each time bucket, facilitating management of open liquidity exposures. The funding matrix analysis together with the strategic liquidity planning process, which forecasts the funding supply and demand across business units, provides the key input parameter for our annual capital market issuance plan. Upon approval by the Management Board the capital markets issuance plan establishes issuing targets for securities by tenor, volume and instrument. We also maintain a stand-alone U.S. dollar funding matrix which limits the maximum short position in any time bucket (>1 year to >10 years) to € 10 billion. This supplements the risk appetite for our aggregate currency funding matrix which requires us to maintain a positive funding position in any time bucket (>1 year to > 10 years). Both funding matrices were in line with the respective risk appetite as of year ends 2014 and 2013.

## Transfer Pricing

We operate a global funds transfer pricing framework that applies to all businesses and regions and promotes pricing of (i) assets in accordance with their underlying liquidity risk, (ii) liabilities in accordance with their liquidity value and funding maturity and (iii) contingent liquidity exposures in accordance with the cost of providing for commensurate liquidity reserves to fund unexpected cash requirements.

Within this funds transfer pricing framework we allocate funding and liquidity risk costs and benefits to the firm's business units based on market rates reflecting the economic costs of liquidity for Deutsche Bank. Treasury might set further financial incentives in line with the bank's liquidity risk guidelines. In addition,

Deutsche Bank's funds transfer pricing framework reflects regulatory principles and guidelines. While the framework ensures a diligent group-wide allocation of the bank's funding costs to the liquidity users, it also provides an incentive based compensation framework for businesses generating stable long-term and stress compliant funding. Funding relevant transactions are subject to liquidity (term) premiums and/or other funds transfer pricing mechanisms depending on market conditions. Liquidity premiums are set by Treasury and picked up by a segregated Treasury liquidity account which is the aggregator of liquidity costs. The management and allocation of the liquidity account cost base is the key variable for funds transfer pricing within Deutsche Bank.

## Liquidity Reserves

Liquidity reserves comprise available cash and cash equivalents, highly liquid securities (includes government, agency and government guaranteed) as well as other unencumbered central bank eligible assets.

The volume of our liquidity reserves is a function of our expected monthly stress result, both at an aggregate level as well as at an individual currency level. To the extent we receive incremental short-term wholesale liabilities which attract a high stress roll-off, we will largely keep the proceeds of such liabilities in cash or highly liquid securities as a stress mitigant. Accordingly, the total volume of our liquidity reserves will fluctuate as a function of the level of short-term wholesale liabilities held, although this has no material impact on our overall liquidity position under stress. Our liquidity reserves include only assets that are freely transferable within the Group, or can be applied against local entity stress outflows. We hold the vast majority of our liquidity reserves centrally, at our parent and our foreign branches with further reserves held at key locations in which we are active. While we hold our reserves across major currencies, their size and composition are subject to regular senior management review. In addition to the reported liquidity reserves below, there was an amount of € 32 billion of liquidity reserves, in excess of local stress outflows, that remains in entities which are subject to transfer restrictions due to local connected lending requirements or similar regulatory restrictions. We therefore do not include such amounts into our freely transferable liquidity reserves.

### Composition of our freely transferable liquidity reserves by parent company (including branches) and subsidiaries

in € bn.	Dec 31, 2014		Dec 31, 2013	
	Carrying Value	Liquidity Value	Carrying Value	Liquidity Value
Available cash and cash equivalents (held primarily at central banks)	65	65	78	77
Parent (incl. foreign branches)	54	54	68	67
Subsidiaries	11	11	10	10
Highly liquid securities (includes government, government guaranteed and agency securities)	103	96	95	89
Parent (incl. foreign branches)	81	75	71	67
Subsidiaries	23	20	24	22
Other unencumbered central bank eligible securities	16	11	23	17
Parent (incl. foreign branches)	14	10	17	13
Subsidiaries	2	1	6	4
<b>Total liquidity reserves</b>	<b>184</b>	<b>171</b>	<b>196</b>	<b>183</b>
Parent (incl. foreign branches)	149	139	156	147
Subsidiaries	35	32	41	36

As of December 31, 2014, our freely transferable liquidity reserves amounted to € 184 billion compared with € 196 billion as of December 31, 2013. The primary driver of the decrease of € 12 billion in 2014 was a reduction of € 19 billion in our unsecured wholesale funding during the year, together with reductions in other liability sources. Our average liquidity reserves during the year were € 190 billion compared with € 216 billion during 2013. In the table above the carrying value represents the market value of our liquidity reserves while the liquidity value reflects our assumption of the value that could be obtained, primarily through secured funding, taking into account the experience observed in secured funding markets at times of stress.

## Stress Testing and Scenario Analysis

We use stress testing and scenario analysis to evaluate the impact of sudden and severe stress events on our liquidity position. The scenarios we apply have been based on historic events, such as the 1987 stock market crash, the 1990 U.S. liquidity crunch and the September 2001 terrorist attacks, liquidity crisis case studies and hypothetical events, as well as the lessons learned from the latest financial markets crisis.

They include a prolonged term money-market and secured funding freeze, collateral repudiation, reduced fungibility of currencies, stranded syndications as well as other systemic knock-on effects. The scenario types cover institution-specific events (i.e., rating downgrade), market related events (i.e., systemic market risk) as well as a combination of both, which links a systemic market shock with a multi-notch rating downgrade. We apply stress scenarios to selected significant currencies and entities. As a result of the recent downgrades of Deutsche Bank's credit ratings, we have adjusted the most severe idiosyncratic scenario (previously "A-2/P-2"). This scenario is now called "severe downgrade scenario" and describes a downgrade of Deutsche Bank to a long-term rating level of BBB/Baa2 and short-term rating of A-3/P-3 across all major rating agencies.

Under each of these scenarios we assume a high degree of rollovers of maturing loans to non-wholesale customers (in order to support franchise value) whereas the rollover of liabilities will be partially or fully impaired resulting in a funding gap. In this context, wholesale funding from the most risk sensitive sources (including unsecured funding from commercial banks, money market mutual funds, as well as asset backed commercial paper) is assumed to contractually roll off in the acute phase of stress. In addition, we analyze the potential funding requirements from contingent risks which could materialize under stress. Those include drawings of credit facilities, increased collateral requirements under derivative agreements as well as outflows from deposits with a contractual rating trigger. We then model the steps we would take to counterbalance the resulting net shortfall in funding. Countermeasures would include our Liquidity Reserves, as well as potential further asset liquidity from other unencumbered securities. Stress testing is conducted at a global and individual legal entity level and across significant non-eurozone currencies, in particular USD as the major non-EUR funding currency. We review material stress-test assumptions on a regular basis and have increased the severity of a number of these assumptions through the course of 2014.

Stress testing is fully integrated in our liquidity risk management framework. For this purpose we use the contractual wholesale cash flows per currency and product over an eight-week horizon (which we consider the most critical time span in a liquidity crisis) and apply the relevant stress case to all potential risk drivers from on-balance sheet and off-balance sheet products. Beyond the eight week time horizon we analyze on a monthly basis the impact of a more prolonged stress period extending out to twelve months. The liquidity stress testing provides the basis for the bank's contingency funding plan which is approved by the Management Board.

Our stress testing analysis assesses our ability to generate sufficient liquidity under extreme conditions and is a key input when defining our target liquidity risk position. The stress testing analysis is performed daily. The following table shows, that under each of our defined and regularly reviewed scenarios we would maintain a positive net liquidity position, as the counterbalancing liquidity we could generate via different sources more than offsets our cumulative funding gap over an eight-week horizon after occurrence of the triggering event.



### Global All Currency Monthly Stress Testing Results

in € bn.	Dec 31, 2014			Dec 31, 2013 <sup>1</sup>		
	Funding Gap <sup>2</sup>	Gap Closure <sup>3</sup>	Net Liquidity Position	Funding Gap <sup>2</sup>	Gap Closure <sup>3</sup>	Net Liquidity Position
Systemic market risk	49	183	134	31	179	148
Emerging markets	9	185	176	10	195	185
1 notch downgrade (DB specific)	42	166	124	37	178	141
Severe downgrade (DB specific)	163	202	38	170	208	37
Combined <sup>4</sup>	190	214	24	181	204	23

<sup>1</sup> 2013 figures are based on the prevailing methodology at the time and are not restated to reflect any changes to stress testing assumptions that have been implemented during the year.

<sup>2</sup> Funding gap caused by impaired rollover of liabilities and other projected outflows.

<sup>3</sup> Based on liquidity generation through Liquidity Reserves (after haircuts) and other countermeasures.

<sup>4</sup> Combined impact of systemic market risk and severe downgrade.

### Global USD Monthly Stress Testing Results

in € bn.	Dec 31, 2014			Dec 31, 2013 <sup>1</sup>		
	Funding Gap <sup>2</sup>	Gap Closure <sup>3</sup>	Net Liquidity Position	Funding Gap <sup>2</sup>	Gap Closure <sup>3</sup>	Net Liquidity Position
Combined <sup>4</sup>	92	149	56	89	132	43

<sup>1</sup> 2013 figures are based on the prevailing methodology at the time and are not restated to reflect any changes to stress testing assumptions that have been implemented during the year.

<sup>2</sup> Funding gap caused by impaired rollover of liabilities and other projected outflows.

<sup>3</sup> Based on liquidity generation through Liquidity Reserves (after haircuts) and other countermeasures.

<sup>4</sup> Combined impact of systemic market risk and severe downgrade.

The following table presents the amount of additional collateral required in the event of a one- or two-notch downgrade by rating agencies for all currencies.

### Additional Contractual Obligations

in € m.	Dec 31, 2014		Dec 31, 2013	
	One-notch downgrade	Two-notch downgrade	One-notch downgrade	Two-notch downgrade
Contractual derivatives funding or margin requirements	6,806	7,893	5,459	9,071
Other contractual funding or margin requirements	529	689	0	502

With the increasing importance of liquidity management in the financial industry, we maintain an active dialogue with central banks, supervisors, rating agencies and market participants on liquidity risk-related topics. We participate in a number of working groups regarding liquidity and support efforts to create industry-wide standards to evaluate and manage liquidity risk at financial institutions. In addition to our internal liquidity management systems, the liquidity exposure of German banks is regulated by the German Banking Act, the CRR, the Single Supervisory Mechanism and accompanying regulations.

### Liquidity Requirements under CRR

As part of the Basel 3 rules, the Basel Committee on Banking Supervision specified two minimum liquidity standards for banks:

**The Liquidity Coverage Ratio (LCR):** Finalized by the Basel Committee in January 2013, the LCR is intended to promote the short-term resilience of a bank's liquidity risk profile over a 30 day stress scenario. The ratio is defined as the amount of High Quality Liquid Assets ("HQLA") that could be used to raise liquidity, measured against the total volume of net cash outflows, arising from both actual and contingent exposures, in a stressed scenario.

This requirement has been implemented into European law, via the European Commission Delegated Act, published on January 17, 2015. Compliance with the LCR, will not be required in Europe until October 1, 2015 at the earliest. The Liquidity Coverage Ratio is subject to a transitional phase-in period, starting at 60 % in October 2015, which will be increased to 70 % in 2016, 80 % in 2017 and 100 % in 2018. The European Banking Authority (EBA) is in the process of consulting on reporting formats for calculating the standard, in accordance with the Delegated Act.

In order to allow for better comparability, our pro forma LCR of 119 % as of December 31, 2014 has been calculated in accordance with the Basel 3 specification.

**The Net Stable Funding Ratio (NSFR):** Basel 3 also contains a proposal to introduce a net stable funding ratio (NSFR) to reduce medium to long-term funding risks by requiring banks to fund their activities with sufficiently stable sources of funding. The NSFR requires banks to maintain a stable funding profile in relation to their on- and off-balance sheet activities. The ratio is defined as the amount of Available Stable Funding (the portion of capital and liabilities expected to be a stable source of funding), relative to the amount of Required Stable Funding (a function of the liquidity characteristics of various assets held).

Although the NSFR is scheduled to become a minimum standard internationally, by January 1, 2018, the ratio is subject to national implementation. In Europe, rules on the NSFR are due to be finalized by the European Commission, in the form of a Delegated Act due in 2016. Therefore, for European banks, the final format of the ratio and associated implementation timeframe has not yet been confirmed.

### Asset Encumbrance

On June 27, 2014 the EBA published guidelines on the disclosure of encumbered and unencumbered assets as mandated by Article 443 CRR. They represent a first step in determining a framework for asset encumbrance and will form the basis of the binding technical standards that the EBA will develop by 2016. We have used these guidelines to complete the following section.

Encumbered assets primarily comprise those on- and off-balance sheet assets that are pledged as collateral against secured funding, collateral swaps, and other collateralized obligations. Additionally, in line with the EBA technical standards on regulatory asset encumbrance reporting, we consider assets placed with settlement systems, including default funds and initial margins as encumbered, as well as other assets pledged which cannot be freely withdrawn such as mandatory minimum reserves at central banks. We also include derivative margin receivable assets as encumbered under these EBA guidelines.

This section refers to asset encumbrance in the group of institutions consolidated for banking regulatory purposes pursuant to the German Banking Act. Thereunder not included are insurance companies or companies outside the finance sector. Assets pledged by our insurance subsidiaries are included in Note 22 "Assets Pledged and Received as Collateral" of the Consolidated Financial Statements, and restricted assets held to satisfy obligations to insurance companies' policy holders are included within Note 39 "Information on Subsidiaries" of the Consolidated Financial Statements.

Readily available assets are those on- and off-balance sheet assets that are not otherwise encumbered, and which are in freely transferable form. Unencumbered financial assets at fair value, other than securities borrowed or purchased under resale agreements and positive market value from derivatives, and available for sale investments are all assumed to be readily available.

The readily available value represents the current balance sheet carrying value rather than any form of stressed liquidity value (see the "Liquidity Reserves" section for an analysis of unencumbered liquid assets available under a liquidity stress scenario). Other unencumbered on- and off-balance sheet assets are those assets that have not been pledged as collateral against secured funding or other collateralized obligations, or are otherwise not considered to be ready available. Included in this category are securities borrowed or purchased under resale agreements and positive market value from derivatives. Similarly, for loans and other advances to customers, these would only be viewed as readily available to the extent they are already in a pre-packaged transferable format, and have not already been used to generate funding. This represents the most conservative view given that an element of such loans currently shown in other could be packaged into a format that would be suitable for use to generate funding.

## Encumbered and unencumbered assets

in € bn. On-balance sheet	Carrying value				Fair value	
	Unencumbered assets				Encumbered assets	Unencumbered assets
	Assets	Encumbered assets	Readily available	Other		
Debt securities	184.2	42.4	141.8	0	42.4	141.8
Equity instruments	69.5	49.7	19.8	0	49.7	19.8
Other assets:						
Cash and due from banks & Interest earning deposits with Banks	82.0	6.9	75.1	0		
Securities borrowed or purchased under resale agreements <sup>1</sup>	43.6	0	0	43.6		
Financial assets at fair value through profit and loss <sup>2</sup>						
Trading assets	17.1	0	17.1	0		
Positive market value from derivative financial instruments	630.4	0	0	630.4		
Securities borrowed or purchased under resale agreements <sup>1</sup>	80.9	0	0	80.9		
Other financial assets at fair value through profit or loss	14.9	0	14.9	0		
Financial assets available for sale <sup>2</sup>	2.9	0	2.9	0		
Loans	398.0	44.9	19.4	333.7		
Other assets	166.5	62.9	0	103.6		
<b>Total</b>	<b>1,689.9</b>	<b>206.7</b>	<b>291.0</b>	<b>1,192.2</b>		

<sup>1</sup> Securities borrowed and securities purchased under resale agreements are all shown as other unencumbered. The use of the underlying collateral is separately captured in the off-balance sheet table below.

<sup>2</sup> Excludes Debt securities and Equity instruments (separately disclosed above).

in € bn. Off-balance sheet	Fair value of collateral received			
	Unencumbered assets			
	Assets	Encumbered assets	Readily available	Other
Collateral received:	253.1	201.9	49.8	1.4
Debt securities	175.4	127.0	48.4	0
Equity instruments	76.3	74.9	1.4	0
Other collateral received	1.4	0	0	1.4
Own debt securities issued other than covered bonds and asset backed securities	0	0	0	0

The above tables set out a breakdown of on- and off-balance sheet items, broken down between encumbered, readily available and other. Any securities borrowed or purchased under resale agreements are shown based on the fair value of collateral received.

The above tables of encumbered assets include assets that are not encumbered at an individual entity level, but which may be subject to restrictions in terms of their transferability within the group. Such restrictions may be due to local connected lending requirements or similar regulatory restrictions. In this situation it is not feasible to identify individual balance sheet items that cannot be transferred. "Own debt securities issued other than covered bonds and asset backed securities" refers to those own bond holdings that are not derecognized from the balance sheet by a non-IFRS institution. This is not applicable for Deutsche Bank AG.

	Dec 31, 2014	
	Matching liabilities, contingent liabilities, securities lent	Carrying value of encumbered assets, fair value of en- cumbered collateral received and own debt securities issued
in € bn. On-balance/off-balance sheet amount of selected financial liabilities and financial assets	382.5	408.7

The above table shows the total amount of encumbered on- and off-balance sheet assets against the corresponding liabilities, contingent liabilities or securities lent that have given rise to the encumbrance. At December 31, 2014, only € 207 billion of the Group's on-balance sheet assets were encumbered. These assets primarily related to firm financing of trading inventory and other securities, to funding (i.e., Pfandbriefe and covered bonds) secured against loan collateral and to cash collateral for derivative margin requirements.

As of December 31, 2014, the Group had received securities as collateral with a fair value of € 253 billion, of which € 202 billion were sold or on pledged. These pledges typically relate to trades to facilitate client activity, including prime brokerage, collateral posted in respect of Exchange Traded Funds and derivative margin requirements.

### Maturity Analysis of Assets and Financial Liabilities

Treasury manages the maturity analysis of assets and liabilities. Modelling of assets and liabilities is necessary in cases where the contractual maturity does not adequately reflect the liquidity risk position. The most significant example in this context would be immediately repayable deposits from retail and transaction banking customers which have consistently displayed high stability throughout even the most severe financial crises.

The modelling profiles are part of the overall liquidity risk management framework (see section "Stress Test" for short-term liquidity positions ≤1year and section "Funding Matrix" for long-term liquidity positions > 1year) which is defined and approved by the Management Board.

The following tables present a maturity analysis of our total assets based on carrying value and upon earliest legally exercisable maturity as of December 31, 2014 and 2013, respectively.

Analysis of the earliest contractual maturity of assets

Dec 31, 2014

in € m.	On demand (incl. Over- night and one day notice)	Up to one month	Over 1 month to no more than 3 months	Over 3 months but no more than 6 months	Over 6 months but no more than 9 months	Over 9 months but no more than 1 year	Over 1 year but no more than 2 years	Over 2 years but no more than 5 years	Over 5 years	Total
Cash and deposits with banks	78,501	2,695	194	16	15	1,780	101	120	151	83,572
Central bank funds sold	0	0	0	0	0	0	0	0	0	0
Securities purchased under resale agreements	4	3,553	2,416	8,143	1,659	1,719	51	240	12	17,796
With banks	4	2,154	533	647	333	561	0	2	12	4,245
With customers	0	1,399	1,883	7,496	1,326	1,159	51	238	0	13,551
Securities borrowed	21,598	4,202	0	0	0	0	0	0	34	25,834
With banks	550	964	0	0	0	0	0	0	0	1,515
With customers	21,047	3,238	0	0	0	0	0	0	34	24,319
Financial assets at fair value through profit or loss – trading	840,858	43,382	12,360	5,371	2,068	2,090	4,855	7,624	24,316	942,924
Trading assets	195,681	0	0	0	0	0	0	0	0	195,681
Fixed-income securities and loans	124,462	0	0	0	0	0	0	0	0	124,462
Equities and other variable- income securities	69,831	0	0	0	0	0	0	0	0	69,831
Other trading assets	1,387	0	0	0	0	0	0	0	0	1,387
Positive market values from derivative financial instruments	629,958	0	0	0	0	0	0	0	0	629,958
Financial assets designated at fair value through profit or loss	15,219	43,382	12,360	5,371	2,068	2,090	4,855	7,624	24,316	117,285
Securities purchased under resale agreements	1,757	36,255	11,109	4,568	1,883	501	1,530	1,849	1,021	60,473
Securities borrowed	13,462	5,783	1,159	0	0	0	0	0	0	20,404
Fixed-income securities and loans	0	1,344	92	660	184	1,588	3,010	5,775	12,957	25,612
Equities and other variable- income securities	0	0	0	0	0	0	0	0	10,339	10,339
Other financial assets designated at fair value through profit or loss	0	0	0	142	0	1	315	0	0	459
Positive market values from derivative financial instruments qualifying for hedge accounting	0	30	140	108	69	37	177	791	3,050	4,403
Financial assets available for sale	20	1,895	1,610	2,797	643	774	4,702	25,756	26,099	64,297
Fixed-income securities and loans	20	1,895	1,610	2,797	643	774	4,408	25,754	24,137	62,038
Equities and other variable- income securities	0	0	0	0	0	0	295	2	1,962	2,259
Loans	19,917	35,866	32,121	26,780	9,101	11,591	26,638	69,501	174,098	405,612
To banks	880	4,744	4,945	4,986	1,321	944	2,859	1,974	408	23,059
To customers	19,037	31,122	27,176	21,794	7,780	10,647	23,779	67,528	173,690	382,553
Retail	3,947	10,852	4,038	4,836	2,884	3,288	9,491	25,572	131,277	196,186
Corporates and other customers	15,090	20,270	23,138	16,959	4,896	7,359	14,288	41,955	42,412	186,367
Other financial assets	119,485	474	387	349	113	99	18	76	4,050	125,050
<b>Total financial assets</b>	<b>1,080,383</b>	<b>92,098</b>	<b>49,229</b>	<b>43,564</b>	<b>13,668</b>	<b>18,090</b>	<b>36,542</b>	<b>104,108</b>	<b>231,809</b>	<b>1,669,490</b>
Other assets	15,514	1,322	707	626	196	260	268	763	19,559	39,214
<b>Total assets</b>	<b>1,095,896</b>	<b>93,421</b>	<b>49,935</b>	<b>44,189</b>	<b>13,864</b>	<b>18,350</b>	<b>36,809</b>	<b>104,871</b>	<b>251,368</b>	<b>1,708,703</b>

Analysis of the earliest contractual maturity of assets

Dec 31, 2013

in € m.	On demand (incl. Over- night and one day notice)	Up to one month	Over 1 month to no more than 3 months	Over 3 months but no more than 6 months	Over 6 months but no more than 9 months	Over 9 months but no more than 1 year	Over 1 year but no more than 2 years	Over 2 years but no more than 5 years	Over 5 years	Total
Cash and deposits with banks	86,474	6,911	50	131	1,383	26	55	38	70	95,139
Central bank funds sold	0	0	0	0	0	0	0	0	0	0
Securities purchased under resale agreements	529	10,359	6,437	4,917	3,449	665	999	8	0	27,363
With banks	304	3,564	786	1,028	0	0	77	8	0	5,766
With customers	225	6,795	5,651	3,890	3,449	665	923	0	0	21,596
Securities borrowed	20,648	171	0	0	0	0	0	22	30	20,870
With banks	1,664	0	0	0	0	0	0	0	0	1,664
With customers	18,983	171	0	0	0	0	0	22	30	19,205
Financial assets at fair value through profit or loss – trading	738,021	101,913	17,680	6,432	2,658	1,027	4,086	6,393	21,046	899,257
Trading assets	210,070	0	0	0	0	0	0	0	0	210,070
Fixed-income securities and loans	143,947	0	0	0	0	0	0	0	0	143,947
Equities and other variable- income securities	61,393	0	0	0	0	0	0	0	0	61,393
Other trading assets	4,730	0	0	0	0	0	0	0	0	4,730
Positive market values from derivative financial instruments	504,590	0	0	0	0	0	0	0	0	504,590
Financial assets designated at fair value through profit or loss	23,360	101,913	17,680	6,432	2,658	1,027	4,086	6,393	21,046	184,597
Securities purchased under resale agreements	8,485	84,607	13,783	3,789	2,054	749	1,914	1,081	301	116,764
Securities borrowed	14,875	14,187	3,424	0	0	0	0	0	0	32,485
Fixed-income securities and loans	0	3,109	474	2,531	598	273	2,106	5,128	10,806	25,025
Equities and other variable- income securities	0	10	0	0	1	0	16	0	9,872	9,898
Other financial assets designated at fair value through profit or loss	0	0	0	111	6	5	50	185	67	424
Positive market values from derivative financial instruments qualifying for hedge accounting	0	15	82	163	31	37	227	1,562	1,895	4,011
Financial assets available for sale	0	1,533	1,641	1,900	749	737	4,756	20,317	16,692	48,326
Fixed-income securities and loans	0	1,533	1,641	1,900	749	737	4,572	20,317	14,962	46,413
Equities and other variable- income securities	0	0	0	0	0	0	183	0	1,730	1,913
Loans	18,458	41,810	21,623	20,283	9,662	9,730	26,867	64,249	163,899	376,582
To banks	322	4,043	5,152	4,236	1,752	882	2,610	4,053	389	23,440
To customers	18,136	37,767	16,470	16,047	7,909	8,848	24,258	60,196	163,510	353,142
Retail	3,911	13,715	2,973	5,204	3,257	3,177	9,294	24,055	124,745	190,331
Corporates and other customers	14,226	24,052	13,497	10,844	4,652	5,671	14,961	36,139	38,770	162,810
Other financial assets	87,181	780	353	216	93	103	40	0	3,541	92,307
<b>Total financial assets</b>	<b>951,311</b>	<b>163,492</b>	<b>47,865</b>	<b>34,042</b>	<b>18,025</b>	<b>12,326</b>	<b>37,031</b>	<b>92,588</b>	<b>207,173</b>	<b>1,563,854</b>
<b>Other assets</b>	<b>19,633</b>	<b>3,374</b>	<b>988</b>	<b>703</b>	<b>372</b>	<b>254</b>	<b>426</b>	<b>1,064</b>	<b>20,733</b>	<b>47,546</b>
<b>Total assets</b>	<b>970,944</b>	<b>166,866</b>	<b>48,852</b>	<b>34,745</b>	<b>18,397</b>	<b>12,581</b>	<b>37,457</b>	<b>93,652</b>	<b>227,906</b>	<b>1,611,400</b>

The following tables present a maturity analysis of our total liabilities based on carrying value and upon earliest legally exercisable maturity as of December 31, 2014 and 2013, respectively.

Analysis of the earliest contractual maturity of liabilities

Dec 31, 2014

in € m.	On demand (incl. Over- night and one day notice)	Up to one month	Over 1 month to no more than 3 months	Over 3 months but no more than 6 months	Over 6 months but no more than 9 months	Over 9 months but no more than 1 year	Over 1 year but no more than 2 years	Over 2 years but no more than 5 years	Over 5 years	Total
Deposits	298,701	45,396	114,001	31,733	9,820	8,832	5,557	7,618	11,276	532,931
Due to banks	55,538	6,866	12,896	10,400	3,243	1,862	2,593	5,741	9,212	108,350
Due to customers	243,163	38,530	101,105	21,333	6,577	6,970	2,964	1,878	2,064	424,584
Retail	96,651	18,777	83,460	4,919	2,105	1,816	1,095	744	215	209,781
Corporates and other customers	146,512	19,753	17,645	16,414	4,473	5,154	1,869	1,134	1,849	214,803
Trading liabilities	652,045	0	0	0	0	0	0	0	0	652,045
Trading securities	41,112	0	0	0	0	0	0	0	0	41,112
Other trading liabilities	731	0	0	0	0	0	0	0	0	731
Negative market values from derivative financial instruments	610,202	0	0	0	0	0	0	0	0	610,202
Financial liabilities designed at fair value through profit or loss (without loan commitments and financial guarantees)	2,560	6,612	4,573	12,082	1,300	1,047	2,263	2,909	3,686	37,032
Securities sold under repurchase agreements	1,361	4,241	3,711	11,058	393	0	288	0	0	21,053
Long-term debt	6	116	334	734	553	672	1,582	2,716	3,205	9,919
Other financial liabilities designated at fair value through profit or loss	1,193	2,255	527	289	355	375	394	193	481	6,061
Investment contract liabilities	0	30	61	61	61	726	93	1,493	5,999	8,523
Negative market values from derivative financial instruments qualifying for hedge accounting	0	42	240	350	231	55	398	1,145	2,602	5,063
Central bank funds purchased	986	0	0	0	0	0	0	0	0	986
Securities sold under repurchase agreements	3,677	1,397	3,225	1,001	202	400	0	0	0	9,901
Due to banks	3,518	1,170	3,155	1,001	202	400	0	0	0	9,445
Due to customers	158	227	70	0	0	0	0	0	0	456
Securities loaned	1,960	15	1	0	0	0	0	0	363	2,339
Due to banks	130	5	0	0	0	0	0	0	1	136
Due to customers	1,830	10	1	0	0	0	0	0	361	2,203
Other short term borrowings	26,642	5,099	2,766	4,499	1,995	1,929	0	0	0	42,931
Long-term debt	0	1,027	4,778	6,261	6,401	7,272	24,219	51,257	43,622	144,837
Debt securities - senior	0	923	3,833	5,190	5,616	6,767	18,224	46,138	32,755	119,446
Debt securities - subordinated	0	0	645	262	601	236	500	169	2,633	5,047
Other long-term debt - senior	0	104	300	750	148	124	5,291	4,351	7,930	18,999
Other long-term debt - subordinated	0	0	0	59	35	145	205	598	304	1,345
Trust Preferred Securities	0	832	3,053	655	89	277	726	4,757	184	10,573
Other financial liabilities	155,055	884	3,126	217	78	174	352	20	23	159,929
<b>Total financial liabilities</b>	<b>1,141,627</b>	<b>61,336</b>	<b>135,822</b>	<b>56,857</b>	<b>20,177</b>	<b>20,712</b>	<b>33,608</b>	<b>69,200</b>	<b>67,754</b>	<b>1,607,093</b>
Other liabilities	28,288	0	0	0	0	0	0	0	0	28,288
<b>Total equity</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>73,223</b>	<b>73,223</b>
<b>Total liabilities and equity</b>	<b>1,169,915</b>	<b>61,336</b>	<b>135,822</b>	<b>56,857</b>	<b>20,177</b>	<b>20,712</b>	<b>33,608</b>	<b>69,200</b>	<b>140,976</b>	<b>1,708,604</b>
Off-balance sheet commitments given	6,924	10,505	10,433	16,063	10,182	15,092	28,165	93,727	25,441	216,533
Banks	203	815	1,995	2,316	696	1,009	1,873	1,700	761	11,368
Retail	682	324	284	548	526	1,009	2,183	1,010	6,817	13,383
Corporates and other customers	6,039	9,366	8,154	13,199	8,960	13,075	24,108	91,017	17,864	191,782

Analysis of the earliest contractual maturity of liabilities

Dec 31, 2013

in € m.	On demand (incl. Over- night and one day notice)	Up to one month	Over 1 month to no more than 3 months	Over 3 months but no more than 6 months	Over 6 months but no more than 9 months	Over 9 months but no more than 1 year	Over 1 year but no more than 2 years	Over 2 years but no more than 5 years	Over 5 years	Total
Deposits	290,284	66,181	117,026	16,936	7,290	6,258	4,849	8,203	10,721	527,750
Due to banks	61,302	15,357	9,993	6,987	1,503	1,154	2,801	5,982	9,099	114,176
Due to customers	228,982	50,824	107,034	9,949	5,788	5,104	2,048	2,222	1,623	413,574
Retail	89,689	5,874	90,186	3,695	2,825	2,478	1,144	1,065	194	197,149
Corporates and other customers	139,294	44,950	16,848	6,254	2,963	2,626	904	1,157	1,429	216,425
Trading liabilities	539,232	0	0	0	0	0	0	0	0	539,232
Trading securities	54,951	0	0	0	0	0	0	0	0	54,951
Other trading liabilities	853	0	0	0	0	0	0	0	0	853
Negative market values from derivative financial instruments	483,428	0	0	0	0	0	0	0	0	483,428
Financial liabilities designed at fair value through profit or loss (without loan commitments and financial guarantees)	25,428	12,660	39,535	1,639	654	770	1,835	4,673	2,717	89,911
Securities sold under repurchase agreements	22,870	11,887	38,221	639	26	0	0	0	0	73,642
Long-term debt	531	16	774	479	425	637	1,387	2,649	2,443	9,342
Other financial liabilities designated at fair value through profit or loss	2,028	757	540	521	202	133	449	2,023	274	6,927
Investment contract liabilities	0	25	50	50	50	692	72	1,255	5,871	8,067
Negative market values from derivative financial instruments qualifying for hedge accounting	0	1	19	17	13	5	57	181	323	616
Central bank funds purchased	2,056	0	0	0	0	400	0	0	0	2,455
Securities sold under repurchase agreements	6,477	3,227	703	519	0	0	0	0	0	10,926
Due to banks	6,405	2,077	469	447	0	0	0	0	0	9,399
Due to customers	72	1,150	234	71	0	0	0	0	0	1,528
Securities loaned	2,079	27	0	0	0	0	0	0	198	2,304
Due to banks	215	15	0	0	0	0	0	0	0	230
Due to customers	1,865	12	0	0	0	0	0	0	198	2,075
Other short term borrowings	36,693	6,950	9,252	5,076	408	1,388	0	0	0	59,767
Long-term debt	0	8,903	6,692	5,685	4,690	5,395	17,636	42,665	41,417	133,082
Debt securities - senior	0	2,704	4,026	4,251	3,804	5,009	15,751	37,412	30,500	103,457
Debt securities - subordinated	0	62	2,318	871	152	241	763	620	2,550	7,578
Other long-term debt - senior	0	6,133	337	336	705	126	920	3,919	8,033	20,508
Other long-term debt - subordinated	0	5	10	227	28	19	201	714	334	1,539
Trust Preferred Securities	0	1,101	3,219	483	107	280	1,544	5,018	174	11,926
Other financial liabilities	131,965	525	3,374	91	350	226	468	254	107	137,362
<b>Total financial liabilities</b>	<b>1,034,216</b>	<b>99,602</b>	<b>179,871</b>	<b>30,496</b>	<b>13,562</b>	<b>15,413</b>	<b>26,461</b>	<b>62,249</b>	<b>61,528</b>	<b>1,523,400</b>
Other liabilities	32,841	0	0	0	0	0	0	0	0	32,841
Total equity	0	0	0	0	0	0	0	0	54,966	54,966
<b>Total liabilities and equity</b>	<b>1,067,057</b>	<b>99,602</b>	<b>179,871</b>	<b>30,496</b>	<b>13,562</b>	<b>15,413</b>	<b>26,461</b>	<b>62,249</b>	<b>116,494</b>	<b>1,611,207</b>
Off-balance sheet commitments given <sup>1</sup>	5,249	11,088	11,871	15,458	9,783	14,175	27,257	82,326	25,624	202,832
Banks	9	1,327	1,580	2,280	1,074	1,025	1,980	1,405	323	11,005
Retail	567	372	218	481	743	629	2,321	759	7,393	13,484
Corporates and other customers	4,673	9,390	10,073	12,696	7,966	12,520	22,956	80,162	17,909	178,344

<sup>1</sup> In 2014, comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.



## Capital Management

Our Treasury function manages capital both at Group level and locally in each region. Treasury implements our capital strategy, which itself is developed by the Capital and Risk Committee and approved by the Management Board, including the issuance and repurchase of shares. We are fully committed to maintaining our sound capitalization both from an economic and regulatory perspective. We continually monitor and adjust our overall capital demand and supply in an effort to achieve the optimal balance of the economic and regulatory considerations at all times and from all perspectives. These perspectives include book equity based on IFRS accounting standards, regulatory and economic capital as well as specific capital requirements from rating agencies.

Regional capital plans covering the capital needs of our branches and subsidiaries across the globe are prepared on an annual basis and presented to the Group Investment Committee. Most of our subsidiaries are subject to legal and regulatory capital requirements. Local Asset and Liability Committees attend to those needs under the stewardship of our regional Treasury teams. Local Asset and Liability Committees further safeguard compliance with all requirements such as restrictions on dividends allowable for remittance to Deutsche Bank AG or regarding the ability of our subsidiaries to make loans or advances to the parent bank. In developing, implementing and testing our capital and liquidity, we take such legal and regulatory requirements into account.

Our core currencies are Euro, US Dollar and Pound Sterling. Treasury manages the sensitivity of our capital ratios against swings in core currencies. The capital invested into our foreign subsidiaries and branches in the other non-core currencies is largely hedged against foreign exchange swings. Treasury determines which currencies are to be hedged, develops suitable hedging strategies in close cooperation with Risk Management and finally executes these hedges.

Treasury is represented on the Investment Committee of the largest Deutsche Bank pension fund which sets the investment guidelines. This representation is intended to ensure that pension assets are aligned with pension liabilities, thus protecting our capital base.

Treasury constantly monitors the market for liability management trades. Such trades represent a countercyclical opportunity to create Common Equity Tier 1 capital by buying back our issuances below par.

During the reporting period, we have applied the internal capital allocation framework that was originally initiated in 2013. A new methodology will come into effect in January 2015.

Under the methodology that was started in 2013, we allocated the average active equity to the business segments reflecting the regulatory requirements under CRR/CRD 4, as well as the communicated capital and return on equity targets. Regulatory capital demand then exceeded the demand from an economic perspective. Under this methodology, our internal demand for regulatory capital was derived based on a Common Equity Tier 1 ratio of 10.0 % at a Group level in accordance with the fully loaded CRR/CRD 4 framework. Consequently, our book equity allocation framework under this methodology was driven by risk-weighted assets and certain regulatory capital deduction items pursuant to the fully-loaded CRR/CRD 4 framework. If our average active equity exceeded the higher of the overall economic risk exposure or the regulatory capital demand, this surplus was assigned to Consolidation & Adjustments.

The new methodology to be introduced in 2015 incorporates the growing importance of leverage requirements for the bank. Regulatory requirements will now be driven by the higher of CET1 ratio (solvency) and Leverage ratio (leverage) requirements. In terms of order for the internal capital allocation, solvency-based allocation comes first, then incremental leverage-driven allocation. The new methodology utilises a two step approach: Allocation of Average Active Equity solvency-based first until the externally communicated target of a 10 % CET1 solvency ratio (CRR/CRD 4 calculated on a fully loaded basis) is met, and then incremental leverage

capital allocation based on pro-rata leverage exposure of divisions to satisfy the externally communicated target of a 3.5 % leverage ratio (CRR/CRD 4 calculated on a fully loaded basis). The allocation can be changed if the externally communicated targets for the CET1 and leverage ratio should be adjusted. The new methodology also applies different rates for the cost of equity for each of the business segments, reflecting in a more differentiated way the earnings volatility of the individual business models. This enables improved performance management and investment decisions.

The 2013 Annual General Meeting granted our Management Board the authority to buy back up to 101.9 million shares before the end of April 2018. Thereof 51.0 million shares can be purchased by using derivatives. These authorizations replaced the authorizations of the 2012 Annual General Meeting. During the period from the 2013 Annual General Meeting until the 2014 Annual General Meeting (May 22, 2014), 31.3 million shares were purchased, of which 9.4 million via derivatives. The shares purchased were used for equity compensation purposes in the same period.

The 2014 Annual General Meeting granted our Management Board the authority to buy back up to 101.9 million shares before the end of April 2019. Thereof 51.0 million shares can be purchased by using derivatives. These authorizations replaced the authorizations of the 2013 Annual General Meeting. We have received approval from the BaFin for the execution of these authorizations as required under new CRR/CRD 4 rules. During the period from the 2014 Annual General Meeting until December 31, 2014, we purchased 17.2 million shares. The shares purchased were used for equity compensation purposes and for the Global Share Purchase Plan (GSPP) for Deutsche Bank employees in the same period. Consequently, the number of shares held in Treasury from buybacks was 0.1 million as of December 31, 2014.

To take advantage of Deutsche Bank's low share price in the third quarter 2014, Treasury unwound 8.9 million physically settled call options purchased between May 2012 and February 2014 and entered into 8.9 million new physically settled call options with significantly lower strike prices. These call options were purchased under the authorization from the 2014 Annual General Meeting. Of the 8.9 million call options, 2.3 million have a remaining maturity of more than 18 months.

The 2013 Annual General Meeting further replaced an existing authorized capital with a face value of € 230.4 million (90 million shares) by a new authorization in the same amount, but with broader scope also allowing for share issuance excluding pre-emptive rights. The total face value of available authorized capital amounted to € 922 million (360 million shares). In addition, the conditional capital available to the Management Board had a total face value of € 691 million (270 million shares).

On June 25, 2014, Deutsche Bank AG completed a capital increase from authorized capital against cash contributions with gross proceeds of € 8.5 billion. The number of shares of Deutsche Bank AG increased by 359.8 million, from 1,019.5 million to 1,379.3 million, and includes both the issuance of 59.9 million new shares without subscription rights to an anchor investor, and our fully underwritten public offering of 299.8 million new shares via subscription rights.

Prior to the launch of the fully underwritten rights offering, we issued 59.9 million new shares at a price of € 29.20 to Paramount Services Holdings Ltd., an investment vehicle ultimately beneficially owned and controlled by His Excellency Sheikh Hamad Bin Jassim Bin Jabor Al-Thani of Qatar, who intends to remain an anchor investor in Deutsche Bank. The transaction, which we structured as a capital increase excluding subscription rights, was not subject to the registration requirements of the U.S. Securities Act of 1933, and was not offered or sold in the United States. The gross proceeds of this offering were € 1.7 billion.

In the fully underwritten public offering with subscription rights, 299.8 million new registered no par value shares (common shares) were issued. The subscription price was € 22.50 per share. 99.1 % of the subscription rights were exercised. The remaining new shares that were not subscribed were sold in the market. The gross proceeds from the offering amounted to € 6.8 billion.

With the capital increase, the authorized capital available to the Management Board was reduced from € 922 million (360 million shares) to a total face value of € 0.6 million (0.2 million shares). In addition, the 2014 Annual General meeting authorized capital with a face value of € 256 million (100 million shares).

As mentioned, prior to the 2014 Annual General meeting, the conditional capital available to the Management Board was € 691 million (270 million shares). Following an authorization of new conditional capital of € 256 million (100 million shares) through a partial replacement of old authorizations, the conditional capital now stands at € 486 million (190 million shares). Moreover, the 2014 Annual General meeting authorized the issuance of “naked” participatory notes for the purpose of Additional Tier 1 (AT1) capital.

Deutsche Bank AG executed two transactions to issue AT1 notes with a total volume of € 4.7 billion, one in May and one in November 2014. These transactions materially complete the overall targeted volume of approximately € 5 billion of CRR/CRD 4 compliant Additional Tier 1 capital which were planned to be issued by the end of 2015.

On May 20, 2014, Deutsche Bank AG issued undated AT1 Notes with an equivalent value of € 3.5 billion. The offering consisted of three tranches: a € 1.75 billion tranche with a coupon of 6 %, a U.S.\$ 1.25 billion tranche with a coupon of 6.25 % and a GBP 650 million tranche with a coupon of 7.125 %. All tranches were priced at an issue price of par (100 %) or greater. The denominations of the individual notes are € 100,000, \$ 200,000 and GBP 100,000, respectively.

The AT1 Notes take the form of participatory notes with temporary write-down at a trigger level of 5.125 % phase-in Common Equity Tier 1 capital ratio. The AT1 Notes were issued with attached warrants, excluding shareholders' pre-emptive rights. This decision is based on the authorization granted by the 2012 Annual General Meeting. Each AT1 Note carries one warrant, entitling the owner to purchase one common share in Deutsche Bank AG. Warrants to subscribe for a total of 30,250 shares from all three tranches, which had originally been attached to the notes, were detached by an initial subscriber. The warrants expired in the fourth quarter of 2014 and had not been exercised.

On November 18, 2014, Deutsche Bank placed undated Additional Tier 1 Notes with a principal amount of \$ 1.5 billion (€ 1.2 billion equivalent). The denominations of the notes are \$ 200,000. The notes are registered with the U.S. Securities and Exchange Commission. As with the AT1 Notes issued in May 2014, the securities are subject to a write-down provision if Deutsche Bank's Common Equity Tier 1 capital ratio (under the phase-in rules) falls below 5.125 % and are subject to other loss absorption features pursuant to the applicable capital rules. The AT1 notes were issued under the new authorization of the 2014 Annual General meeting and did not have attached warrants.

Our legacy Hybrid Tier 1 capital instruments (substantially all noncumulative trust preferred securities) are no longer fully recognized under fully loaded CRR/CRD 4 rules mainly because they have no write-down or equity conversion feature. However, they are to a large extent recognized as Additional Tier 1 capital under CRR/CRD 4 transitional provisions, and can still be partially recognized as Tier 2 capital under the fully loaded CRR/CRD 4 rules. During the transitional phase-out period the maximum recognizable amount of Additional Tier 1 instruments from Basel 2.5 compliant issuances as of December 31, 2012 will be reduced at the beginning of each financial year by 10 % or € 1.3 billion, through 2022. For December 31, 2014, this resulted in eligible Additional Tier 1 instruments of € 14.6 billion (i.e. € 4.6 billion newly issued AT1 Notes plus € 10.0 billion of legacy Hybrid Tier 1 instruments recognizable during the transition period). Four Hybrid Tier 1 capital instruments with a notional of € 2.7 billion and an eligible equivalent amount of € 2.5 billion have been called in 2014. € 8.6 billion of the legacy Hybrid Tier 1 instruments can still be recognized as Tier 2 capital under the fully loaded CRR/CRD 4 rules.

The Tier 2 instrument types (subordinated debt, profit participation rights, cumulative preferred securities) and the categorization into Upper and Lower Tier 2 capital according to Basel 2.5 no longer apply under CRR/CRD 4.

The total of our Tier 2 capital as of December 31, 2014 recognized during the transition period under CRR/CRD 4 was € 4.9 billion. Thereof, € 0.4 billion were legacy Hybrid Tier 1 instruments that are counted as Tier 2 capital, representing the excess amount of the outstanding legacy Hybrid Tier 1 instruments above the respective cap during the transitional period (the so called 'spill-over'). The gross notional value of the Tier 2 capital instruments was € 6.6 billion. The difference to the recognizable Tier 2 capital during the transition period under CRR/CRD 4 is mainly due to capital deductions for maturity haircuts, which provide for a straight proportional reduction of the eligible amount of an instrument in the last 5 years before maturity. Fifteen Tier 2 capital instruments with a total notional of € 3.3 billion have been called in 2014.

## Regulatory Capital

### Capital Adequacy

Starting January 1, 2014, the calculation of our regulatory capital incorporates the capital requirements following the "Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms" (Capital Requirements Regulation or "CRR"), and the "Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms" (Capital Requirements Directive 4 or "CRD 4") as implemented into German law. The information in this section as well as in the section "Development of risk-weighted Assets" is based on the regulatory principles of consolidation.

This section refers to the capital adequacy of the group of institutions consolidated for banking regulatory purposes pursuant to the CRR and the German Banking Act ("Kreditwesengesetz" or "KWG"). Thereunder not included are insurance companies or companies outside the finance sector. Our insurance companies are included in an additional capital adequacy (also "solvency margin") calculation under the German Solvency Regulation for Financial Conglomerates. Our solvency margin as a financial conglomerate remains dominated by our banking activities.

In light of the regulations given above the following information is based on the banking regulatory principles of consolidation.

The total regulatory capital pursuant to the effective regulations as of year-end 2014 comprises Tier 1 and Tier 2 (T2) capital. Tier 1 capital is subdivided into Common Equity Tier 1 (CET 1) capital and Additional Tier 1 (AT1) capital.

Common Equity Tier 1 (CET 1) capital consists primarily of common share capital including related share premium accounts, retained earnings and accumulated other comprehensive income, subject to regulatory adjustments (i.e. prudential filters and deductions).

Prudential filters for CET 1, according to Articles 32 to 35 CRR, comprise (i) securitized assets, (ii) cash flow hedges and changes in the value of own liabilities, (iii) unrealized gains and losses measured at fair value, and (iv) additional value adjustments.

Regulatory adjustments that apply to CET 1 capital entailed the exclusion of (i) intangible assets, (ii) deferred tax assets that rely on future profitability, (iii) shortfall of provisions to expected losses, and (iv) defined benefit pension fund assets.

For certain deduction items exemptions from deduction or alternative to deductions exist. Non-significant investments in the capital (CET 1, AT1, T2) of financial sector entities (especially if the investment is below 10 % of their CET 1 capital) have to be deducted from the corresponding capital component (CET 1, AT1, T2) to the extent that the sum of these investments exceeds 10 % of the institution's own CET 1 capital. The amount below the 10 % threshold is risk weighted. Significant investments in the CET 1 instruments of financial sector entities (above or equal 10 % of their CET 1 capital) and deferred tax assets that rely on future profitability and

arise from temporary differences can be exempted from deduction where such items in aggregate are equal or less than 15 % of the relevant CET 1 capital. The amount eligible to be included in the 15 % threshold exemption are those amounts up to 10 % of the relevant CET 1 capital for each of the above referred significant investments in the capital of financial sector entities and deferred tax assets that rely on future profitability and arise from temporary differences. All items not deducted (i.e. amounts below the threshold) are subject to a risk weight of 250 %. Investments in the capital of insurance entities that qualify as financial sector entities can be exempted from deduction for the calculation of the solvency margin of the financial conglomerate in accordance with the Financial Conglomerate Directive. The amount not deducted is subject to a risk-weight pursuant to the applicable rules for trading and banking book. Furthermore, institutions can opt for the deduction alternative for the exposure amount of certain items (e.g. securitizations positions in the banking book) which otherwise would qualify for a risk weight of 1,250 %.

Further regulatory adjustments apply to all capital components: (i) direct, indirect and synthetic holdings in own capital instruments, (ii) reciprocal cross holdings in the capital of financial sector entities, and (iii) investments in the capital of financial sector entities. All deductions for investments in the capital of financial sector entities are made from the capital component for which they would qualify if issued by the bank itself.

During the transitional period additional specific regulatory adjustments are applicable. The CET 1 deduction amount can be split into the amount deducted pursuant to the new rules (i.e. the applicable percentage in 2014 is 20 %) and the residual amount that is subject to specific transitional rules which reflect a substitute for previous national treatment. For the residual amount of CET 1 deductions different treatments are in place. The residual amount of intangible assets and direct holdings of own CET 1 instruments are deducted from Tier 1 capital. The residual amount of shortfall of provisions to expected losses as well as direct holdings of significant and non-significant investments in financial sector entities are deducted half from each of Tier 1 and Tier 2 capital.

Additional Tier 1 (AT1) capital consists of Additional Tier 1 capital instruments and related share premium accounts as well as noncontrolling interests that qualify for inclusion in consolidated AT1, subject to regulatory adjustments. To qualify as AT1 under CRR/CRD 4 instruments must have principal loss absorption through a conversion to common shares or a write-down mechanism allocating losses at trigger point. The trigger level for such conversion or write-down is set at a CET 1 ratio of at least 5.125 %. Further requirements have to be met, inter alia these instruments must be perpetual (i.e. not dated or with incentives to redeem) and the institution must have full dividend/coupon discretion at all times.

Tier 2 (T2) capital comprises eligible capital instruments and the related share premium and subordinated long-term debt, certain loan loss provisions and T2 noncontrolling interests that qualify for inclusion in consolidated T2. To qualify as T2 capital instruments or subordinated loans must have an original maturity of at least five years. Moreover, eligible capital instruments may not inter alia contain an incentive to redeem, a right of investors to accelerate repayment or a credit sensitive dividend feature.

Capital instruments that no longer qualify as AT1 or T2 capital are subject to grandfathering rules during transitional period and are phased out from 2013 to 2022 with their recognition capped at 80 % in 2014 and the cap decreasing by 10 % every year.

### Basel 2.5 Solvency Measures

Our comparative numbers for year-end 2013 are based on Basel 2.5 rules. Major differences in the calculation of regulatory capital are related to tighter definition of all capital components and stricter regulatory adjustments applied in the calculation of the respective capital component as introduced by the CRR/CRD 4 framework.

Common Equity Tier 1 capital under Basel 2.5 consisted primarily of common share capital including related share premium accounts and retained earnings. Under CRR/CRD 4 transitional rules, capital instruments no longer eligible are phased-out. Note however, that this entails no material changes for common shares under German law.

Amongst other, regulatory adjustments under Basel 2.5 included items that were deducted half from each of Tier 1 and Tier 2 capital such as deduction of financial and insurance entities where a bank holds more than 10 % of the capital, shortfall of provisions to expected loss or securitization positions which qualify for a risk weight of 1,250 %. These items are treated differently under CRR/CRD 4, as outlined in the section above.

Other regulatory adjustments entailed the reversal of capital effects under the fair value option on financial liabilities due to own credit risk. The reversal of these capital effects is also implemented under CRR/CRD 4 and further applies to all fair value gains and losses arising from the institution's own credit risk related to derivative liabilities.

Under Basel 2.5 Additional Tier 1 capital consisted of hybrid capital components such as noncumulative trust preferred securities. Depending on the quality, the amount of hybrid capital instruments was subject to certain limits. These limits are not implemented under CRR/CRD 4 rules. Capital instruments no longer eligible are phased-out, however subject to grandfathering rules.

Tier 2 capital primarily comprised cumulative trust preferred securities, certain profit participation rights and long-term subordinated debt, as well as 45 % of unrealized gains on certain listed securities. The amount of long-term subordinated debt that may be included as Tier 2 capital was limited to 50 % of Tier 1 capital. Total Tier 2 capital was limited to 100 % of Tier 1 capital. Under CRR/CRD 4 rules, these limits are not implemented. Capital instruments no longer eligible are phased-out, subject to grandfathering rules. Under CRR/CRD 4 unrealized gains no longer contribute to T2.

### Capital Instruments

A description of the main features of the Common Equity Tier 1, Additional Tier 1 and Tier 2 capital instruments issued by Deutsche Bank is published on Deutsche Bank's website ([https://www.db.com/ir/en/content/capital\\_instruments\\_prospectuses.htm](https://www.db.com/ir/en/content/capital_instruments_prospectuses.htm)). In addition, this website provides full terms and conditions of all Common Equity Tier 1, Additional Tier 1 and Tier 2 capital instruments.

### Minimum capital requirements and additional capital buffers

The implementation of CRR/CRD 4 aims to strengthen the regulatory capital in the banking system in particular by setting higher minimum capital requirements for CET 1 capital and by introducing new capital buffer requirements that have to be met solely with CET 1 capital. New minimum capital requirements are phased-in starting in 2014, while new capital buffer requirements are phased-in starting 2016.

In 2013 under the Basel 2.5 regulation the minimum capital requirement of CET 1 capital has been set at 2 % of RWA. Under the new rules of CRR/CRD 4 this minimum requirement increased significantly to 4 % in 2014 and to 4.5 % from 2015 onwards, which represents the end of the phase in period of the CET 1 minimum capital requirement. The total capital requirement of 8 % demands further resources that may be met with up to 1.5 % AT1 capital and up to 2 % Tier 2 capital from 2015 onwards. Deutsche Bank is at year-end 2014 well above these minimum requirements.

Failure to meet minimum capital requirements can result in orders to suspend or reduce dividend payments or other profit distributions on regulatory capital and discretionary actions by the BaFin and ECB that, if undertaken, could have a direct material effect on our businesses. We complied with the regulatory capital adequacy requirements in 2014. Our subsidiaries which have to comply with own minimum capital standards and were not included in our regulatory consolidation due to their immateriality reported in one case an insignificant capital deficiency of € 16 thousands in 2014.

Beside the minimum capital requirement CRR/CRD 4 requires institutions to fulfill further capital buffers that can be drawn down in times of economic stress to absorb losses; nevertheless they are not classified as minimum requirements. The following gives an overview of the different capital buffers.

The capital conservation buffer is designed to ensure that institutions build up capital buffers outside periods of stress that may be drawn down when necessary. The capital conservation buffer equals a requirement of 2.5 % CET 1 of RWA. In Germany it is phased in during a transitional period from 2016 until 2019 in steps of 0.625 %. It is implemented in Section 10c German Banking Act, based on Article 129 CRD 4. This buffer is therefore not applicable as of year-end 2014.

The countercyclical capital buffer, implemented in Section 10d German Banking Act, Sections 33 to 35 German Solvency Regulation based on Articles 135 to 139 CRD 4, aims to counter excessive credit growth in an economy. It is deployed when excess credit growth is associated with an increase in system wide risk. It is a weighted average of the countercyclical capital buffers that apply in the jurisdictions where our relevant credit exposures are located. The buffer may vary between 0 % to 2.5 % CET 1 of RWA, in a given case even higher, depending on each individual requirement set by the different national regulators. It is introduced on a transitional basis from 2016 until 2019. As of year-end 2014, no countercyclical capital buffer was relevant for Deutsche Bank.

The buffer for global systemically important institutions (G-SII buffer), implemented in Section 10f German Banking Act, based on Article 131 (2), (4), (9) to (18) CRD 4, aims to address the “too-big-to fail” problem, i.e. the higher risk that these large financial institutions represent for the financial system due to their size, market importance or interconnectedness in case of a failure. To face this issue, banks are categorized into buckets that are linked with different buffer requirements, based on an indicator-based approach as proposed by the Financial Stability Board (FSB), which comprises five main indicators: size, interconnectedness, substitutability (i.e. lack of readily available substitutes or financial institution infrastructure), complexity and global (cross-jurisdictional) activity. The G-SII buffer will range from 1 % to 2.5 % CET 1 of RWA, depending on the above mentioned systemic importance of an institution. In addition, there is an initially empty bucket of 3.5 % as a means to discourage institutions from becoming even more systemically important. Deutsche Bank qualifies as a G-SII that falls into the second highest bucket, based on the indicators as published in 2014 on our website that was the basis for the requirement of 2 % CET 1 of RWA. The additional buffer requirement of 2 % will be phased in starting 2016. We will continue to publish our indicators on our website.

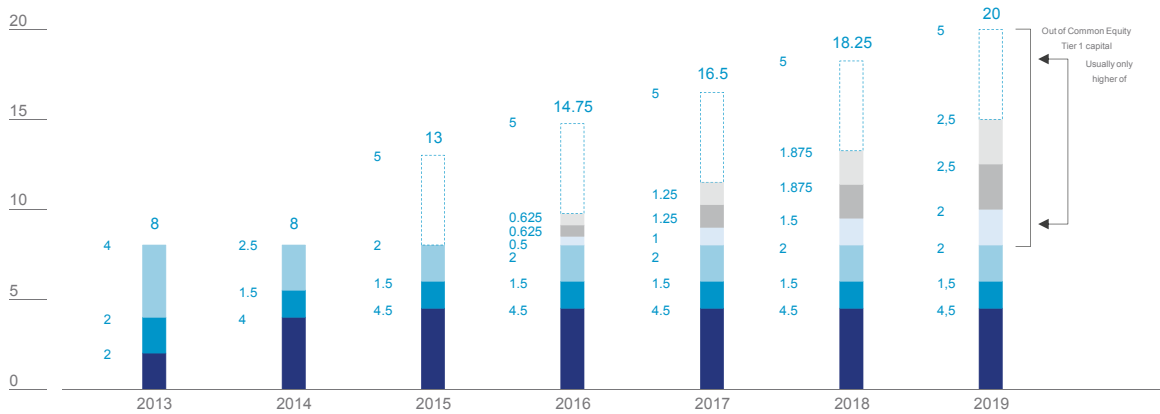
Another upcoming requirement to address the “too-big-to fail” problem is the total loss-absorbing capacity (TLAC) which is currently in the consultation process. The objective of this requirement is to ensure the availability of adequate loss-absorbing capacity for global systemically important institutions in resolution. An introduction is currently planned in 2019. Deutsche Bank monitors the development of this requirement on an ongoing basis to be prepared for its fulfillment.

In addition to the buffers introduced by Basel, national authorities may require for a systemic risk buffer to prevent and mitigate long-term non-cyclical systemic or macroprudential risks that are not covered by the CRR. They can require an additional buffer of up to 5 % CET 1 of RWA. It is to be noted that usually only the higher one out of the systemic risk buffer and the G-SII buffer must be applied. This capital buffer was not applicable for Deutsche Bank as of year-end 2014.

The following chart presents the CRR/CRD 4 capital requirements that were applicable to Deutsche Bank at year-end 2014 as well as capital requirements that will be applicable from 2015 onwards. The chart shows the highest possible requirements that might occur based on the CRD 4 and its implementation into German law, before any additional requirements as a result of the Supervisory Review and Evaluation Process (SREP). Pursuant to the SREP, the ECB may impose capital requirements on individual banks which are more stringent than statutory requirements. On February 20, 2015, the ECB notified us that we are required to maintain a CET 1 ratio of at least 10 % (on a phase-in basis) at all times.

## Overview total capital requirements and capital buffers

Capital requirements in % of RWA



- Systemic risk buffer (0-5%)(no phase-in)
- Institution-specific countercyclical capital buffer (0-2.5%)
- Capital conservation buffer
- G-SII buffer (1-2.5%) (currently 2%)
- Tier 2 capital
- Additional Tier 1 capital
- Common Equity Tier 1 capital

## Treatment of year-end profits for the solvency report

On February 11, 2015 we submitted the solvency report for Deutsche Bank Group as of December 31, 2014 to the regulatory authorities in line with the Decision (EU) (2015/4) of the ECB of February, 4 2015 defining the conditions under which credit institutions are permitted to include interim or year-end profits in CET 1 capital in accordance with Article 26 (2) CRR. According to this Decision at that point in time we excluded our full year profits in our CET 1 capital calculation resulting in the following capital figures, RWA and capital ratios.

## Overview of Regulatory Capital, RWA and Capital Ratios according to CRR/CRD 4 excluding year-end profits and Basel 2.5 (audited)

		Dec 31, 2014	Dec 31, 2013
in € m.	CRR/CRD 4 fully-loaded	CRR/CRD 4	Basel 2.5
Common Equity Tier 1 capital before regulatory adjustments	65,270	65,694	53,558
Total regulatory adjustments to Common Equity Tier 1 (CET 1) capital	(19,759)	(6,086)	(15,024)
<b>Common Equity Tier 1 (CET 1) capital</b>	<b>45,511</b>	<b>59,608</b>	<b>38,534</b>
Additional Tier 1 (AT1) capital before regulatory adjustments	4,676	14,696	12,701
Total regulatory adjustments to Additional Tier 1 (AT1) capital	(57)	(10,907)	(519)
<b>Additional Tier 1 (AT1) capital</b>	<b>4,619</b>	<b>3,789</b>	<b>12,182</b>
<b>Tier 1 capital (T1 = CET 1 + AT1)</b>	<b>50,129</b>	<b>63,397</b>	<b>50,717</b>
Tier 2 (T2) capital before regulatory adjustments	12,412	4,913	7,787
Total regulatory adjustments to Tier 2 (T2) capital	(36)	(523)	(3,040)
<b>Tier 2 (T2) capital</b>	<b>12,376</b>	<b>4,390</b>	<b>4,747</b>
<b>Total Regulatory capital (TC = T1 + T2)</b>	<b>62,506</b>	<b>67,787</b>	<b>55,464</b>
<b>Total risk-weighted assets</b>	<b>393,757</b>	<b>396,468</b>	<b>300,369</b>
<b>Capital ratios</b>			
Common Equity Tier 1 capital ratio (as a percentage of risk-weighted assets)	11.6	15.0	12.8
Tier 1 capital ratio (as a percentage of risk-weighted assets)	12.7	16.0	16.9
Total Regulatory capital ratio (as a percentage of risk-weighted assets)	15.9	17.1	18.5



The Decision (EU) (2015/4) of the ECB allows the inclusion of year-end profits in CET 1 capital after deduction of the dividend formally proposed or decided by the management body.

The calculation of the regulatory capital numbers and ratios presented in this report include year-end profits after the deduction of a dividend payment of € 0.75 per share proposed by the Management Board to the Supervisory Board and the Annual General Meeting.

### Key developments

- The Common Equity Tier 1 (CET 1, formerly: Core Tier 1) capital ratio, calculated on the basis of CRR/CRD 4 (phase-in rate of 20 %), was 15.2 % as of December 31, 2014, compared with 12.8 % at year-end 2013 based on Basel 2.5. Our pro forma CRR/CRD 4 (phase-in rate of 0 %) CET 1 capital ratio was 14.6 % at year-end 2013.
- CET 1 capital according to CRR/CRD 4 increased by € 21.6 billion to € 60.1 billion as of December 31, 2014, compared with € 38.5 billion CET 1 capital at year-end 2013 according to Basel 2.5. The framework change has led to a positive first-day application effect of € 10.4 billion due to the applicable phase-in rate of 20 % for 2014, mainly driven by the treatment of intangible assets of € 9.2 billion. During the transitional period, CRR/CRD 4 allows subtraction of certain CET 1 deductions from Additional Tier 1 capital instead of CET 1 capital, to ease the transition for banks to the “fully-loaded” rules. The remaining € 11.1 billion increase was mainly driven by our capital increase from authorized capital against cash contributions with gross proceeds of € 8.5 billion.
- Additional Tier 1 (AT1) capital according to CRR/CRD 4 decreased by € 8.4 billion to € 3.8 billion as of December 31, 2014, compared with € 12.2 billion AT1 capital at year-end according to Basel 2.5. We had a negative first-day effect from application of CRR/CRD 4 rules of € 12.0 billion, largely reflecting deductions from intangible assets of € 9.2 billion as well as the derecognition of AT1 instruments of € 2.2 billion that no longer qualify as AT1 capital. The first-day effect was partly offset by the issuance of CRR/CRD 4 compliant AT1 Notes of € 4.6 billion.
- Tier 2 capital according to CRR/CRD 4 decreased by € 0.4 billion to € 4.4 billion as of December 31, 2014, compared with € 4.7 billion Tier 2 capital at year-end according to Basel 2.5, mainly due to redemptions and amortization adjustments that were partly offset by deduction reliefs from securitizations and significant investments in financial and insurance entities.
- RWA according to CRR/CRD 4 increased by € 96 billion to € 397 billion as of December 31, 2014, compared with € 300 billion at year-end 2013 based on Basel 2.5. Our pro forma CRR/CRD 4 RWA were € 355 billion at year-end 2013. The RWA increase is mainly reflecting the impact from the CRR/CRD 4 framework including RWA for CVA, higher operational risk RWA and credit risk RWA including the impact from foreign exchange movements. That was partly offset by de-risking and asset sales.

Overview of Regulatory Capital, RWA and Capital Ratios according to CRR/CRD 4 and Basel 2.5 (audited)

in € m.	Dec 31, 2014		Dec 31, 2013
	CRR/CRD 4 fully-loaded	CRR/CRD 4	Basel 2.5
Common Equity Tier 1 capital before regulatory adjustments	65,750	66,175	53,558
Total regulatory adjustments to Common Equity Tier 1 (CET 1) capital	(19,674)	(6,072)	(15,024)
<b>Common Equity Tier 1 (CET 1) capital</b>	<b>46,076</b>	<b>60,103</b>	<b>38,534</b>
Additional Tier 1 (AT1) capital before regulatory adjustments	4,676	14,696	12,701
Total regulatory adjustments to Additional Tier 1 (AT1) capital	(57)	(10,902)	(519)
<b>Additional Tier 1 (AT1) capital</b>	<b>4,619</b>	<b>3,794</b>	<b>12,182</b>
<b>Tier 1 capital (T1 = CET 1 + AT1)</b>	<b>50,695</b>	<b>63,898</b>	<b>50,717</b>
Tier 2 (T2) capital before regulatory adjustments	12,412	4,891	7,787
Total regulatory adjustments to Tier 2 (T2) capital	(36)	(496)	(3,040)
<b>Tier 2 (T2) capital</b>	<b>12,376</b>	<b>4,395</b>	<b>4,747</b>
<b>Total Regulatory capital (TC = T1 + T2)</b>	<b>63,072</b>	<b>68,293</b>	<b>55,464</b>
<b>Total risk-weighted assets</b>	<b>393,969</b>	<b>396,648</b>	<b>300,369</b>
<b>Capital ratios</b>			
Common Equity Tier 1 capital ratio (as a percentage of risk-weighted assets)	11.7	15.2	12.8
Tier 1 capital ratio (as a percentage of risk-weighted assets)	12.9	16.1	16.9
Total Regulatory capital ratio (as a percentage of risk-weighted assets)	16.0	17.2	18.5

Overview of Regulatory Capital, RWA and Capital Ratios according to pro forma CRR/CRD 4 (unaudited)

in € m.	Dec 31, 2013	
	Pro forma CRR/CRD 4 fully-loaded	Pro forma CRR/CRD 4
Common Equity Tier 1 capital before regulatory adjustments	53,846	53,557
Total regulatory adjustments to Common Equity Tier 1 (CET 1) capital	(19,850)	(1,824)
<b>Common Equity Tier 1 (CET 1) capital</b>	<b>33,995</b>	<b>51,733</b>
Additional Tier 1 (AT1) capital before regulatory adjustments	0	11,741
Total regulatory adjustments to Additional Tier 1 (AT1) capital	0	(12,785)
<b>Additional Tier 1 (AT1) capital</b>	<b>0</b>	<b>0</b>
<b>Tier 1 capital (T1 = CET 1 + AT1)</b>	<b>33,995</b>	<b>51,733</b>
Tier 2 (T2) capital before regulatory adjustments	14,291	6,085
Total regulatory adjustments to Tier 2 (T2) capital	(107)	(906)
<b>Tier 2 (T2) capital</b>	<b>14,184</b>	<b>5,179</b>
<b>Total Regulatory capital (TC = T1 + T2)</b>	<b>48,179</b>	<b>56,912</b>
<b>Total risk-weighted assets</b>	<b>350,143</b>	<b>355,127</b>
<b>Capital ratios</b>		
Common Equity Tier 1 capital ratio (as a percentage of risk-weighted assets)	9.7	14.6
Tier 1 capital ratio (as a percentage of risk-weighted assets)	9.7	14.6
Total Regulatory capital ratio (as a percentage of risk-weighted assets)	13.8	16.0

Reconciliation of Consolidated Balance Sheet according to IFRS to regulatory Balance Sheet (unaudited)

in € m.	Dec. 31, 2014			Dec. 31, 2013			References <sup>1</sup>
	Financial Balance Sheet	Decon- solidation/ Consolidation of entities	Regulatory Balance Sheet	Financial Balance Sheet	Decon- solidation/ Consolidation of entities	Regulatory Balance Sheet	
<b>Assets:</b>							
Cash and due from banks	20,055	(246)	19,809	17,155	(318)	16,836	
Interest-earning deposits with banks	63,518	(1,358)	62,160	77,984	(838)	77,146	
Central bank funds sold and securities purchased under resale agreements	17,796	0	17,796	27,363	0	27,363	
Securities borrowed	25,834	(11)	25,823	20,870	(15)	20,855	
Financial assets at fair value through profit or loss							
Trading assets	195,681	(7,846)	187,835	210,070	(9,921)	200,149	
Positive market values from derivative financial instruments	629,958	421	630,379	504,590	779	505,369	
Financial assets designated at fair value through profit or loss	117,285	(12,490)	104,795	184,597	(11,985)	172,611	
Total financial assets at fair value through profit or loss	942,924	(19,915)	923,009	899,257	(21,128)	878,129	
Financial assets available for sale	64,297	434	64,731	48,326	(2,738)	45,588	
Equity method investments	4,143	(218)	3,925	3,581	(195)	3,386	h
thereof: Goodwill	430	0	430	25	0	25	e
Loans	405,612	(3,348)	402,264	376,582	(7,413)	369,168	
Property and equipment	2,909	(193)	2,716	4,420	(166)	4,254	
Goodwill and other intangible assets	14,951	(1,817)	13,134	13,932	(1,943)	11,990	e
Other assets	137,980	(1,027)	136,953	112,539	4,200	116,739	
thereof: Defined benefit pension fund assets	961	0	961	639	0	639	g
Assets for current tax	1,819	(115)	1,704	2,322	(6)	2,317	
Deferred tax assets	6,865	(16)	6,849	7,071	(83)	6,987	f
<b>Total assets</b>	<b>1,708,703</b>	<b>(27,832)</b>	<b>1,680,872</b>	<b>1,611,400</b>	<b>(30,643)</b>	<b>1,580,758</b>	
<b>Liabilities and equity:</b>							
Deposits	532,931	4,823	537,754	527,750	5,167	532,917	
Central bank funds purchased and securities sold under repurchase agreements	10,887	0	10,887	13,381	0	13,381	
Securities loaned	2,339	(10)	2,329	2,304	(12)	2,292	
Financial liabilities at fair value through profit or loss							
Trading liabilities	41,843	(200)	41,643	55,804	(219)	55,585	
Negative market values from derivative financial instruments	610,202	603	610,805	483,428	1,512	484,941	
Financial liabilities designated at fair value through profit or loss	37,131	(2,315)	34,816	90,104	(2,307)	87,797	
Investment contract liabilities	8,523	(8,523)	0	8,067	(8,067)	0	
Total financial liabilities at fair value through profit or loss	697,699	(10,435)	687,264	637,404	(9,081)	628,323	
Other short-term borrowings	42,931	(8,780)	34,151	59,767	(11,784)	47,983	
Other liabilities	183,823	(12,628)	171,195	163,595	13,639	149,956	
Provisions	6,677	(81)	6,596	4,524	(88)	4,435	
Liabilities for current tax	1,608	(40)	1,568	1,600	(45)	1,556	
Deferred tax liabilities	1,175	(443)	732	1,101	(331)	769	
Long-term debt	144,837	772	145,609	133,082	(1,057)	132,025	
thereof: Subordinated long-term debt <sup>2</sup>	6,392	0	6,392	9,117	13	9,131	j, k
Trust preferred securities <sup>2</sup>	10,573	516	11,089	11,926	455	12,380	j, k
Obligation to purchase common shares	0	0	0	0	0	0	
<b>Total liabilities</b>	<b>1,635,481</b>	<b>(26,308)</b>	<b>1,609,173</b>	<b>1,556,434</b>	<b>30,416</b>	<b>1,526,019</b>	
Common shares, no par value, nominal value of € 2.56	3,531	0	3,531	2,610	0	2,610	a
Additional paid-in capital	33,626	(5)	33,621	26,204	(12)	26,192	a
Retained earnings	29,279	(1,107)	28,171	28,376	(516)	27,860	b
Common shares in treasury, at cost	(8)	0	(8)	(13)	0	(13)	a
Accumulated other comprehensive income, net of tax	1,923	(306)	1,617	(2,457)	418	(2,039)	c
<b>Total shareholders' equity</b>	<b>68,351</b>	<b>(1,419)</b>	<b>66,932</b>	<b>54,719</b>	<b>(110)</b>	<b>54,609</b>	
Additional equity components	4,619	0	4,619	0	0	0	i
Noncontrolling interests	253	(105)	148	247	(117)	130	d
<b>Total equity</b>	<b>73,223</b>	<b>(1,523)</b>	<b>71,699</b>	<b>54,966</b>	<b>(227)</b>	<b>54,739</b>	
<b>Total liabilities and equity</b>	<b>1,708,703</b>	<b>(27,832)</b>	<b>1,680,872</b>	<b>1,611,400</b>	<b>(30,643)</b>	<b>1,580,758</b>	

<sup>1</sup> References provide the mapping of regulatory balance sheet items used to calculate regulatory capital as reflected in the column "References" in "Transitional template for Regulatory Capital, RWA and Capital Ratios according to CRR/CRD 4 (unaudited) and Basel 2.5 (audited)". Where applicable, more detailed information are provided in the respective reference footnote section.

<sup>2</sup> Eligible Additional Tier 1 and Tier 2 instruments are reflected in these balance sheet positions with their values according to IFRS.

Transitional template for Regulatory Capital, RWA and Capital Ratios according to CRR/CRD 4 (unaudited) and Basel 2.5 (audited)

in € m.	Dec 31, 2014		Dec 31, 2013	References <sup>1</sup>
	CRR/CRD 4 fully-loaded	CRR/CRD 4	Basel 2.5	
<b>Common Equity Tier 1 (CET 1) capital: instruments and reserves</b>				
Capital instruments and the related share premium accounts	37,144	37,144	28,789	a
Thereof: Ordinary shares <sup>2</sup>	37,144	37,144	28,789	a
Retained earnings	26,509	26,509	27,195	b
Accumulated other comprehensive income (loss), net of tax	1,617	1,923	(2,457)	c
Funds for general banking risk	0	0	0	
Amount of qualifying items referred to in Art. 484 (3) CRR and the related share premium accounts subject to phase-out from CET 1	N/M	0	N/M	
Public sector capital injections grandfathered until January 1, 2018	N/M	N/M	N/M	
Noncontrolling Interests (amount allowed in consolidated CET 1)	0	118	130	d
Independently reviewed interim profits net of any foreseeable charge or dividend <sup>3</sup>	481	481	(98)	b
<b>Common Equity Tier 1 (CET 1) capital before regulatory adjustments</b>	<b>65,750</b>	<b>66,175</b>	<b>53,558</b>	
<b>Common Equity Tier 1 (CET 1) capital: regulatory adjustments</b>				
Additional value adjustments (negative amount) <sup>4</sup>	0	0	0	
Intangible assets (net of related tax liabilities) (negative amount)	(12,979)	(2,596)	(11,466)	e
Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liabilities where the conditions in Art. 38 (3) CRR are met) (negative amount)	(2,620)	(524)	N/M	f
Fair value reserves related to gains or losses on cash flow hedges	(181)	(181)	N/M	
Shortfall of provisions to expected losses (negative amount)	(712)	(147)	(430)	
Any increase in equity that results from securitized assets (negative amount)	0	0	0	
Gains or losses on liabilities designated at fair value resulting from changes in own credit standing <sup>5</sup>	(544)	(210)	(1)	
Defined benefit pension fund assets (negative amount)	(961)	(192)	N/M	g
Direct, indirect and synthetic holdings by an institution of own CET 1 instruments (negative amount) <sup>6</sup>	(54)	(11)	(3)	
Direct, indirect and synthetic holdings of the CET 1 instruments of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)	0	0	0	
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution does not have a significant investment in those entities (amount above the 10 % threshold and net of eligible short positions) (negative amount) <sup>7</sup>	0	0	0	
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities (amount above 10 % threshold and net of eligible short positions) (negative amount) <sup>8</sup>	0	0	(1,589)	
Exposure amount of the following items which qualify for a Risk Weight of 1250 %, where the institution opts for the deduction alternative	0	0	(945)	
Thereof:				
Qualifying holdings outside the financial sector (negative amount)	0	0	0	
Securitization positions (negative amount)	0	0	(945)	
Free deliveries (negative amount)	0	0	N/M	
Deferred tax assets arising from temporary differences (amount above 10 % threshold, net of related tax liabilities where the conditions in Art. 38 (3) CRR are met) (negative amount)	(78)	(16)	N/M	f
Amount exceeding the 15 % threshold (negative amount)	(1,199)	(202)	N/M	
Thereof:				
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities	(499)	(84)	N/M	h
Deferred tax assets arising from temporary differences	(700)	(118)	N/M	f
Losses for the current financial year (negative amount)	0	0	0	
Regulatory adjustments applied to CET 1 capital in respect of amounts subject to pre-CRR treatment:	N/M	0	N/M	
Regulatory adjustments relating to unrealized gains and losses pursuant to Art. 467 and 468 CRR <sup>9</sup>	N/M	(1,648)	(215)	
Amount to be deducted from or added to CET 1 capital with regard to additional filters and deductions required pre CRR <sup>10</sup>	(345)	(345)	(374)	
Qualifying AT1 deductions that exceed the AT1 capital of the institution (negative amount)	0	0	0	
Other regulatory adjustments	0	0	0	
<b>Total regulatory adjustments to Common Equity Tier 1 (CET 1) capital</b>	<b>(19,674)</b>	<b>(6,072)</b>	<b>(15,024)</b>	
<b>Common Equity Tier 1 (CET 1) capital</b>	<b>46,076</b>	<b>60,103</b>	<b>38,534</b>	

in € m.	Dec 31, 2014		Dec 31, 2013	
	CRR/CRD 4 fully-loaded	CRR/CRD 4	Basel 2.5	References <sup>1</sup>
<b>Additional Tier 1 (AT1) capital: instruments</b>				
Capital instruments and the related share premium accounts	4,676	4,676	12,701	i
Thereof:				
Classified as equity under applicable accounting standards	4,676	4,676	0	i
Classified as liabilities under applicable accounting standards	0	0	12,701	
Amount of qualifying items referred to in Art. 484 (4) CRR and the related share premium accounts subject to phase-out from AT1	N/M	10,021	N/M	j
Public sector capital injections grandfathered until January 1, 2018	N/M	N/M	N/M	
Qualifying Tier 1 capital included in consolidated AT1 capital issued by subsidiaries and held by third parties	0	0	0	
Thereof: instruments issued by subsidiaries subject to phase-out	N/M	0	N/M	
<b>Additional Tier 1 (AT1) capital before regulatory adjustments</b>	<b>4,676</b>	<b>14,696</b>	<b>12,701</b>	
<b>Additional Tier 1 (AT1) capital: regulatory adjustments</b>				
Direct, indirect and synthetic holdings by an institution of own AT1 instruments (negative amount) <sup>11</sup>	(57)	(57)	(519)	i
Direct, indirect and synthetic holdings of the AT1 instruments of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)	0	0	0	
Direct, indirect and synthetic holdings of the AT1 instruments of financial sector entities where the institution does not have a significant investment in those entities (amount above the 10 % threshold and net of eligible short positions) (negative amount) <sup>7</sup>	0	0	0	
Direct, indirect and synthetic holdings by the institution of the AT1 instruments of financial sector entities where the institution has a significant investment in those entities (amount above the 10 % threshold net of eligible short positions) (negative amount) <sup>8</sup>	0	0	0	
Regulatory adjustments applied to AT1 capital in respect of amounts subject to pre-CRR treatment and transitional treatments subject to phase-out as prescribed in CRR (i.e., residual amounts)	N/M	0	N/M	
Residual amounts deducted from AT1 capital with regard to deduction from CET 1 capital during the transitional period pursuant to Art. 472 CRR	N/M	(10,845)	N/M	
Thereof:				
Intangible assets (net of related tax liabilities)	N/M	(10,383)	N/M	e
Shortfall of provisions to expected losses	N/M	(294)	N/M	
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities	N/M	(168)	N/M	
Residual amounts deducted from AT1 capital with regard to deduction from Tier 2 (T2) capital during the transitional period pursuant to Art. 475 CRR	N/M	0	N/M	
Amount to be deducted from or added to AT1 capital with regard to additional filters and deductions required pre CRR	N/M	0	N/M	
Qualifying T2 deductions that exceed the T2 capital of the institution (negative amount)	0	0	0	
<b>Total regulatory adjustments to Additional Tier 1 (AT1) capital<sup>12</sup></b>	<b>(57)</b>	<b>(10,902)</b>	<b>(519)</b>	
<b>Additional Tier 1 (AT1) capital</b>	<b>4,619</b>	<b>3,794</b>	<b>12,182</b>	
<b>Tier 1 capital (T1 = CET 1 + AT1)<sup>13</sup></b>	<b>50,695</b>	<b>63,898</b>	<b>50,717</b>	
<b>Tier 2 (T2) capital: instruments and provisions</b>				
Capital instruments and the related share premium accounts <sup>14</sup>	11,505	2,942	7,787	k
Amount of qualifying items referred to in Art. 484 (5) CRR and the related share premium accounts subject to phase-out from T2	N/M	721	N/M	k
Public sector capital injections grandfathered until January 1, 2018	N/M	N/M	N/M	
Qualifying own funds instruments included in consolidated T2 capital issued by subsidiaries and held by third parties	908	1,228	0	k
Thereof: instruments issued by subsidiaries subject to phase-out	N/M	0	N/M	
Credit risk adjustments	0	0	0	
<b>Tier 2 (T2) capital before regulatory adjustments</b>	<b>12,412</b>	<b>4,891</b>	<b>7,787</b>	
<b>Tier 2 (T2) capital: regulatory adjustments</b>				
Direct, indirect and synthetic holdings by an institution of own T2 instruments and subordinated loans (negative amount) <sup>11</sup>	(36)	(34)	(75)	k
Direct, indirect and synthetic holdings of the T2 instruments and subordinated loans of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)	0	0	0	

in € m.	Dec 31, 2014		Dec 31, 2013	References <sup>1</sup>
	CRR/CRD 4 fully-loaded	CRR/CRD 4	Basel 2.5	
Direct, indirect and synthetic holdings of the T2 instruments and subordinated loans of financial sector entities where the institution does not have a significant investment in those entities (amount above 10 % threshold and net of eligible short positions) (negative amount) <sup>7</sup>	0	0	0	
Thereof:				
New holdings not subject to transitional arrangements	N/M	N/M	N/M	
Holdings existing before January 1, 2013 and subject to transitional arrangements	N/M	N/M	N/M	
Direct, indirect and synthetic holdings by the institution of the T2 instruments and subordinated loans of financial sector entities where the institution has a significant investment in those entities (net of eligible short positions) (negative amount) <sup>8</sup>	0	0	0	
Regulatory adjustments applied to Tier 2 in respect of amounts subject to pre-CRR treatment and transitional treatments subject to phase-out as prescribed in CRR (i.e., residual amounts)	N/M	0	N/M	
Residual amounts deducted from Tier 2 capital with regard to deduction from Common Equity Tier 1 capital during the transitional period pursuant to Art. 472 CRR	N/M	(462)	N/M	
Thereof:				
Shortfall of provisions to expected losses	N/M	(294)	N/M	
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities	N/M	(168)	N/M	
Residual amounts deducted from Tier 2 capital with regard to deduction from Additional Tier 1 capital during the transitional period pursuant to Art. 475 CRR	N/M	0	N/M	
Thereof:				
Reciprocal cross holdings in AT1 instruments	N/M	0	N/M	
Direct holdings of nonsignificant investments in the capital of other financial sector entities	N/M	0	N/M	
Amount to be deducted from or added to Tier 2 capital with regard to additional filters and deductions required pre-CRR	0	0	(2,965)	
<b>Total regulatory adjustments to Tier 2 (T2) capital</b>	<b>(36)</b>	<b>(496)</b>	<b>(3,040)</b>	
<b>Tier 2 (T2) capital</b>	<b>12,376</b>	<b>4,395</b>	<b>4,747</b>	
<b>Total Regulatory capital (TC = T1 + T2)</b>	<b>63,072</b>	<b>68,293</b>	<b>55,464</b>	
Risk-weighted assets in respect of amounts subject to pre-CRR treatment and transitional treatments subject to phase-out as prescribed in CRR (i.e., residual amounts) <sup>15</sup>	N/M	0	N/M	
Thereof:				
Items not deducted from CET 1 (CRR residual amounts)	N/M	0	N/M	
Items not deducted from AT1 items (CRR residual amounts)	N/M	0	N/M	
Items not deducted from T2 items (CRR residual amounts)	N/M	0	N/M	
Thereof:				
Indirect and synthetic holdings of own T2 instruments	N/M	0	N/M	
Indirect and synthetic holdings of nonsignificant investments in the capital of other financial sector entities	N/M	0	N/M	
Indirect and synthetic holdings of significant investments in the capital of other financial sector entities	N/M	0	N/M	
<b>Total risk-weighted assets</b>	<b>393,969</b>	<b>396,648</b>	<b>300,369</b>	
Thereof:				
Credit Risk (including Settlement Risk)	241,475	244,155	202,219	
Credit Valuation Adjustment (CVA)	21,203	21,203	N/M	
Market Risk	64,209	64,209	47,259	
Operational Risk	67,082	67,082	50,891	
<b>Capital ratios and buffers</b>				
Common Equity Tier 1 capital ratio (as a percentage of risk-weighted assets)	11.7	15.2	12.8	
Tier 1 capital ratio (as a percentage of risk-weighted assets)	12.9	16.1	16.9	
Total Regulatory capital ratio (as a percentage of risk-weighted assets)	16.0	17.2	18.5	
Institution specific buffer requirement (CET 1 requirement in accordance with Art. 92 (1) (a) CRR plus capital conservation and countercyclical buffer requirements, plus systemic risk buffer, plus the systemically important institution buffer (G-SII or O-SII buffer), expressed as a percentage of risk-weighted assets) <sup>16</sup>	9.0	4.0	N/M	
Thereof:				
Capital conservation buffer requirement	2.5	0.0	N/M	
Countercyclical buffer requirement <sup>17</sup>	N/M	N/M	N/M	
Systemic risk buffer requirement	0.0	0.0	N/M	
Global Systemically Important Institution (G-SII) or Other Systemically Important Institution (O-SII) buffer <sup>18</sup>	2.0	0.0	N/M	
Common Equity Tier 1 capital available to meet buffers (as a percentage of risk-weighted assets) <sup>19</sup>	6.9	9.2	N/M	

in € m.	Dec 31, 2014		Dec 31, 2013	References <sup>1</sup>
	CRR/CRD 4 fully-loaded	CRR/CRD 4	Basel 2.5	
<b>Amounts below the thresholds for deduction (before risk weighting)</b>				
Direct, indirect and synthetic holdings of the capital of financial sector entities where the institution does not have a significant investment in those entities (amount below 10 % threshold and net of eligible short positions) <sup>7</sup>	3,148	3,148	N/M	
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities (amount below 10 % threshold and net of eligible short positions) <sup>8</sup>	2,877	2,956	N/M	
Deferred tax assets arising from temporary differences (amount below 10 % threshold, net of related tax liability where the conditions in Art. 38 (3) CRR are met)	4,035	4,146	N/M	
<b>Applicable caps on the inclusion of provisions in Tier 2 capital</b>				
Credit risk adjustments included in T2 in respect of exposures subject to standardized approach (prior to the application of the cap)	0	0	N/M	
Cap on inclusion of credit risk adjustments in T2 under standardized approach	454	454	N/M	
Credit risk adjustments included in T2 in respect of exposures subject to internal ratings-based approach (prior to the application of the cap)	0	0	0	
Cap for inclusion of credit risk adjustments in T2 under internal ratings-based approach	991	991	894	
<b>Capital instruments subject to phase-out arrangements</b>				
Current cap on CET 1 instruments subject to phase-out arrangements	N/M	0	N/M	
Amount excluded from CET 1 due to cap (excess over cap after redemptions and maturities)	N/M	0	N/M	
Current cap on AT1 instruments subject to phase-out arrangements	N/M	10,021	N/M	
Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	N/M	446	N/M	
Current cap on T2 instruments subject to phase-out arrangements	N/M	2,701	N/M	
Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	N/M	0	N/M	

N/M – Not meaningful

<sup>1</sup> References provide the mapping of regulatory balance sheet items used to calculate regulatory capital as reflected in the column "References" in "Reconciliation of Consolidated Balance Sheet according to IFRS to regulatory Balance Sheet (unaudited)". Where applicable, more detailed information are provided in the respective reference footnote section.

<sup>2</sup> Based on EBA list as referred to in Article 26 (3) CRR.

<sup>3</sup> Includes year-end profits after the deduction of a dividend payment of € 0.75 per share proposed by the Management Board to the Supervisory Board and the Annual General Meeting. For further details we refer to our paragraph "Treatment of year-end profits for the solvency report" in this section.

<sup>4</sup> The Regulatory Technical Standard issued by the EBA has not yet been adopted and published by the European Commission. For further details we refer to our paragraph "Regulatory prudent valuation of assets carried at fair value" in the section "Risk Report – Trading Market Risk".

<sup>5</sup> Gains and losses on liabilities of the institution that are valued at fair value that result from changes in the own credit standing of the institution according to Article 33 (1) (b) CRR as well as all fair value gains and losses arising from the institution's own credit risk related to derivative liabilities according to Article 33 (1) (c) CRR.

<sup>6</sup> Excludes holdings that are already considered in the accounting base of Common Equity. Basel 2.5: amounts in compliance with Basel 2.5 regulations (i.a. only direct holdings).

<sup>7</sup> Based on our current interpretation no deduction amount expected. Basel 2.5: amounts in compliance with Basel 2.5-regulations (i.a. only direct holdings and Basel 2.5 threshold).

<sup>8</sup> Basel 2.5: amounts in compliance with Basel 2.5-regulations (i.a. only direct holdings and Basel 2.5 threshold).

<sup>9</sup> Basel 2.5: amounts in compliance with Basel 2.5-regulations (i.a. prudential filter based on Consolidated Financial Statements Reconciliation Regulation "Konzernabschlussüberleitungs-verordnung").

<sup>10</sup> Prudential filter for fund for home loans and savings protection ("Fonds zur baupartechnischen Absicherung") and for capital effects resulting from non financial at-equity investments.

<sup>11</sup> Basel 2.5: amounts in compliance with Basel 2.5-regulations (i.a. only direct holdings).

<sup>12</sup> Qualifying AT1 deductions that exceed AT1 capital are deducted from CET 1 capital (reflected in "Total regulatory adjustments to Common Equity Tier 1 (CET 1) capital").

<sup>13</sup> Includes silent participation of € 16 million as of December 31, 2014 and € 20 million as of December 31, 2013.

<sup>14</sup> Amortization is taken into account.

<sup>15</sup> Excludes risk-weighted assets for positions in the trading book which are subject to phase out as prescribed in CRR (i.e. CRR residual amounts) as attributed risk-weighted assets are calculated on a portfolio basis.

<sup>16</sup> Article 465 (1) (a) CRR requires a minimum Common Equity Tier 1 capital ratio of 4 % for the period from January 1, 2014 to December 31, 2014. Article 92 (1) (a) CRR requires a minimum Common Equity Tier 1 capital ratio of 4.5 % excluding additional capital buffer for the years after aforementioned period.

<sup>17</sup> Countercyclical buffer rates not yet available.

<sup>18</sup> G-SII buffer as published in November 2014 by Financial Stability Board.

<sup>19</sup> Calculated as the CET 1 capital less any CET 1 items used to meet Tier 1 and Total capital requirements.

<sup>a</sup> Common shares, additional paid-in capital and common shares in treasury reflect regulatory eligible CET 1 capital instruments.

<sup>b</sup> The position retained earnings in the regulatory balance sheet includes net income attributable to Deutsche Bank Shareholders, net of tax, of € 1,663 million (2013: € 666 million). This item is excluded from the position retained earnings in the transitional template for regulatory capital and shown separately along with foreseeable dividends of € 1,182 million (2013: € 765 million) in the position independently reviewed interim profits net of any foreseeable change or dividend.

<sup>c</sup> Difference to regulatory balance sheet position driven by prudential filters for unrealized gains and losses.

<sup>d</sup> Phase-out of noncontrolling interests at a rate of 80 % in 2014 (2013 Basel 2.5: N/M).

<sup>e</sup> Regulatory applicable amount is Goodwill and other intangible assets of € 13,134 million (2013: € 11,990 million) plus Goodwill from equity method investments of € 430 million (2013: € 25 million) as per regulatory balance sheet reduced by deferred tax liabilities on other intangibles of € 585 million (2013: € 548 million). Total CET1 deduction amount is phased-in at a rate of 20 %. Residual amount is deducted from AT1 capital.

<sup>f</sup> Differences to balance sheet position mainly driven by adjustments as set out in Article 38 (2) to (5) CRR (e.g. regulatory offsetting requirements).

<sup>g</sup> Phase-in at a rate of 20 % in 2014 (2013 Basel 2.5: N/M).

<sup>h</sup> Hua Xia Bank Company Limited as major part of the position equity method investments and the major part of significant holdings of the CET 1 instruments of financial sector entities, subject to threshold deductions. CET 1 deduction amount is phased-in at a rate of 20 %. Residual amount is deducted from AT1 capital.

<sup>i</sup> Additional equity components reflects regulatory eligible AT1 capital instruments.

<sup>j</sup> Difference to regulatory balance sheet driven by regulatory adjustments as set out in Articles 51 to 61 CRR (e.g. current cap on AT1 instruments subject to phase-out arrangements).

<sup>k</sup> Difference to regulatory balance sheet driven by regulatory adjustments as set out in Articles 62 to 71 CRR (e.g. maturity deduction, noncontrolling interests).

The following table details the main changes in our Common Equity Tier 1 capital, Additional Tier 1 and Tier 2 capital, based on the regulatory eligible amounts, from the beginning to the end of the years 2014 and 2013.

Development of regulatory capital

in € m.

	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
<b>Common Equity Tier 1 (CET 1) capital - opening amount<sup>1</sup></b>	<b>38,534</b>	<b>37,957</b>
Common shares, net effect	921	230
thereof:		
New shares issued (+)	921	230
Shares retired (-)	0	0
Additional paid-in capital	7,429	2,428
Retained earnings	1,077	(57)
thereof:		
Actuarial gains (losses) rel. to defined benefit plans, net of tax/CTA	5	(659)
Net income attributable to Deutsche Bank Shareholders	1,663	666
Common shares in treasury, net effect/(+) sales (-) purchase	6	47
Movements in accumulated other comprehensive income	2,947	(1,121)
thereof:		
Foreign currency translation, net of tax	2,865	(1,121)
Unrealized gains and losses	0	0
Other	82	0
Accrual for dividend and AT1 coupons	(1,182)	(765)
thereof:		
Gross dividends (deduction)	(1,034)	(765)
Shares issued in lieu of dividends (add back)	0	0
Gross AT1 coupons (deduction)	(148)	0
Additional valuation adjustments	0	0
Intangible assets (net of related tax liabilities)	8,870	113
therein: first day effect of application of CRR/CRD 4 rules	9,173	N/M
Deferred tax assets that rely on future profitability (excluding those arising from temporary differences)	(524)	0
therein: first day effect of application of CRR/CRD 4 rules	(441)	N/M
Excess of expected losses over risk provisions	283	9
therein: first day effect of application of CRR/CRD 4 rules	231	N/M
Removal of gains/losses resulting from changes in own credit standing in liabilities designated at fair value (net of tax)	(209)	1
therein: first day effect of application of CRR/CRD 4 rules	(103)	N/M
Defined benefit pension fund assets	(192)	N/M
therein: first day effect of application of CRR/CRD 4 rules	(133)	N/M
Direct, indirect and synthetic holdings by the institution of the CET1 instruments of financial sector entities where the institution has a significant investment in those entities	1,505	(96)
therein: first day effect of application of CRR/CRD 4 rules	1,469	N/M
Securitization positions not included in risk-weighted assets	945	7
therein: first day effect of application of CRR/CRD 4 rules	945	N/M
Deferred tax assets arising from temporary differences (amount above 10 % and 15 % threshold, net of related tax liabilities where the conditions in Art. 38 (3) CRR are met)	(133)	0
therein: first day effect of application of CRR/CRD 4 rules	(474)	N/M
Other, including regulatory adjustments	(174)	(218)
therein: first day effect of application of CRR/CRD 4 rules	(226)	N/M
<b>Common Equity Tier 1 (CET 1) capital – closing amount</b>	<b>60,103</b>	<b>38,534</b>
<b>Additional Tier 1 (AT1) capital – opening amount<sup>1</sup></b>	<b>12,182</b>	<b>12,526</b>
New Additional Tier 1 eligible capital issues	4,619	0
Matured and called instruments	(2,512)	0
Transitional arrangements	(11,292)	N/M
thereof:		
Amount excluded from Additional Tier 1 due to cap	(446)	N/M
Intangible assets (net of related tax liabilities)	(10,383)	N/M
Shortfall of provisions to expected losses	(294)	N/M
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities	(168)	N/M
therein: first day effect of application of CRR/CRD 4 rules	(11,972)	N/M
Other, including regulatory adjustments	797	(344)



in € m.	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
<b>Additional Tier 1 (AT1) capital - closing amount</b>	<b>3,794</b>	<b>12,182</b>
<b>Tier 1 capital (T1 = CET 1 + AT1)</b>	<b>63,898</b>	<b>50,717</b>
<b>Tier 2 (T2) capital - opening amount<sup>1</sup></b>	<b>4,747</b>	<b>6,532</b>
New Tier 2 eligible capital issues	83	1,088
Matured and called instruments	(1,615)	(965)
Amortization adjustments	(1,502)	(1,871)
Transitional arrangements	2,949	N/M
thereof:		
Inclusion of amount excluded from Additional Tier 1 due to cap	446	N/M
Amount to be deducted from or added to Additional Tier 2 capital with regard to additional filters and deductions required pre-CRR	2,965	N/M
Shortfall of provisions to expected losses	(294)	N/M
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities	(168)	N/M
Other, including regulatory adjustments	(268)	(37)
<b>Tier 2 (T2) capital - closing amount</b>	<b>4,395</b>	<b>4,747</b>
<b>Total Regulatory capital (TC = T1 + T2)</b>	<b>68,293</b>	<b>55,464</b>

N/M – Not meaningful

<sup>1</sup> The opening amount for both periods reflects Basel 2.5 values.

## Reconciliation of shareholders' equity to regulatory capital

in € m.	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
<b>Total shareholders' equity per accounting balance sheet</b>	<b>68,351</b>	<b>54,719</b>
Deconsolidation/Consolidation of entities	(1,419)	(110)
thereof:		
Additional paid-in capital	(5)	(12)
Retained Earnings	(1,107)	(516)
Accumulated other comprehensive income, net of tax	(306)	418
<b>Total shareholders' equity per regulatory balance sheet</b>	<b>66,932</b>	<b>54,609</b>
Noncontrolling interests based on transitional rules	118	130
Accrual for dividend and AT1 coupons	(1,182)	(765)
Reversal of deconsolidation/consolidation of accumulated other comprehensive income, net of tax, during transitional period	306	(418)
<b>Common Equity Tier 1 capital before regulatory adjustments</b>	<b>66,175</b>	<b>53,556</b>
Prudential filters	(2,039)	(216)
thereof:		
Additional value adjustments	0	0
Any increase in equity that results from securitized assets	0	0
Fair value reserves related to gains or losses on cash flow hedges and gains or losses on liabilities designated at fair value resulting from changes in own credit standing	(391)	(1)
Regulatory adjustments relating to unrealized gains and losses pursuant to Art. 467 and 468 CRR	(1,648)	(215)
Regulatory adjustments	(4,032)	(14,807)
thereof:		
Intangible assets (net of related tax liabilities)	(2,596)	(11,466)
Deferred tax assets that rely on future profitability	(657)	N/M
Shortfall of provisions to expected loss	(147)	(430)
Defined benefit pension fund assets	(192)	N/M
Direct, indirect and synthetic holdings by the institution of the CET 1 instruments of financial sector entities where the institution has a significant investment in those entities	(84)	(1,589)
Securitization positions not included in risk-weighted assets	0	(945)
Other <sup>1</sup>	(356)	(377)
<b>Common Equity Tier 1 capital</b>	<b>60,103</b>	<b>38,534</b>
<b>Additional Tier 1 capital</b>	<b>3,794</b>	<b>12,182</b>
Additional Tier 1 Notes (AT1 Notes)	4,619	0
Per balance sheet	4,619	0
Deconsolidation/Consolidation of entities	0	0
Regulatory adjustments to balance sheet position	0	0
Hybrid capital securities	10,002	12,163
Per balance sheet	10,573	11,926
Deconsolidation/Consolidation of entities	516	455
Regulatory adjustments to balance sheet position	(1,087)	(218)
thereof:		
Amount excluded from Additional Tier 1 due to cap	(446)	N/M
Other	(640)	(218)
Other regulatory adjustments	19	20
<b>Deductions from Additional Tier 1 capital</b>	<b>(10,845)</b>	<b>0</b>
<b>Tier 1 capital</b>	<b>63,898</b>	<b>50,717</b>
<b>Tier 2 capital</b>	<b>4,395</b>	<b>4,747</b>
Subordinated debt	4,120	7,293
Per balance sheet	6,392	9,117
Deconsolidation/Consolidation of entities	0	13
Regulatory adjustments to balance sheet position	(2,272)	(1,837)
thereof:		
Amortization according to Art. 64 CRR	(2,101)	(2,109)
Other	(171)	272
Other regulatory adjustments	737	419
thereof:		
Inclusion of amount excluded from Additional Tier 1 due to cap	446	N/M
Other	291	419
<b>Deductions from Tier 2 capital</b>	<b>(462)</b>	<b>(2,965)</b>
<b>Total Regulatory capital</b>	<b>68,293</b>	<b>55,464</b>

N/M – Not meaningful

<sup>1</sup> Mainly relates to prudential filter for fund for home loans and savings protection ("Fonds zur baupartechnischen Absicherung") and for capital effects results from non financial at-equity investments.

## Regulatory Capital Requirements

Under CRR/CRD 4, overall capital requirements have to be calculated and compared with the regulatory capital described above. The overall capital requirements are frequently expressed in risk-weighted asset terms whereby total capital requirements are 8 % of risk-weighted assets. The information presented below is based on the regulatory principles of consolidation.

Starting January 1, 2014, the calculation of our regulatory capital, our risk-weighted assets and capital ratios are based on the CRR/CRD 4 framework published on June 27, 2013.

This framework predominantly introduced the following additional requirements in relation to RWA:

- **Credit Valuation Adjustment (CVA):** a new regulatory capital charge which captures the volatility of expected losses from counterparty credit risk exposure in connection with OTC derivatives in a value-at-risk model. Deutsche Bank calculates the majority of CVA RWA based on the advanced approach using an internal model as approved by BaFin.
- **Changes to Counterparty Credit Risk (CCR):** various changes have been introduced for the use of the internal model method (IMM) for the determination of counterparty credit risk exposures, among others the usage of a current and a stressed calibration and the increase of the margin period of risk used in the IMM calculation.
- **Central Clearing Counterparty (CCP):** zero-weighted exposures against CCPs under Basel 2.5 now become subject to capital charges for both trade exposures and default fund exposures. Trade exposures arise from derivatives and security financing transactions. The regulatory EAD is calculated using the internal model method and for transactions, for which a simulation cannot be computed, is derived from the mark-to-market method. A risk weight of 2 % is applied for the trade exposures to a qualifying CCP. Default fund exposures arise from the clearing member's contribution to the loss mutualisation scheme of the CCP and are used to cover losses arising from defaults of one or more of its clearing members if the margins and the CCP's own funds are not sufficient to cover the resulting losses. The risk weight for default fund exposures varies between 2 % and 1,500 % depending on the hypothetical capital requirement of the CCP compared with the financial resources being the pre-funded default fund contributions and the own funds of the CCP.
- **Financial Sector Exposure:** for exposures under the advanced IRBA and to financial sector entities as defined in Article 142 (1) CRR, the asset correlation parameter increases by 25 %.
- **Securitization Positions:** exposures in the regulatory banking and trading book that were deducted half from each of Tier 1 and Tier 2 capital under Basel 2.5 are subject to a risk weight of 1,250 %.
- **Significant Investments and Deferred Tax Assets (DTA):** significant investments in CET 1 instruments of financial sector entities and DTA that rely on future profitability and arise from temporary differences which are subject to the threshold exemptions as outlined in Article 48 CRR receive a risk weight of 250 %.

Against this background, we calculate our RWA based on the following approaches:

In December 2007 the BaFin approved the use of the advanced IRBA for the majority of our counterparty credit risk positions, which excludes the exposures consolidated from Postbank. Additional advanced IRBA-related BaFin approvals have been obtained during the period 2008 to 2014. The advanced IRBA constitutes the most sophisticated approach available under the Basel regime. Postbank has BaFin approval for the advanced IRBA to be applied to the retail business and certain exposures in the exposure classes "institutions" and "corporate", and the foundation IRBA for a portion of the other counterparty credit risk exposures.

The remaining IRBA eligible exposures are covered within the standardized approach either temporarily (where we are seeking regulatory approval for some remaining small portfolios) or permanently (where exposures are treated under the standardized approach in accordance with Article 150 CRR). More details on this topic are provided in the Section "Counterparty Credit Risk: Regulatory Assessment".

The capital requirement for securitization positions is calculated substantially using the IRBA approach; only minor exposures are captured under the standardized approach. More details on the treatment of securitization positions can be found in the Section “Securitization”.

For equity investments entered into before January 1, 2008, we use the transitional arrangement to exempt these positions from an IRBA treatment and apply the grandfathering rule, using a 100 % risk weighting. For investments in equity positions entered into since January 1, 2008, we apply the simple risk weight approach within the IRBA for our exposures. For more details regarding equity investments please refer to the Sections “Nontrading Market Risk – Investment Risk” and “Nontrading Market Risk – Equity Investments Held”.

The new CVA (credit valuation adjustment) capital charge was introduced in the Basel 3 framework and implemented in the EU via the Capital Requirement Directive (EU 575/2013). The charge aims to capture volatility in the expected losses from derivative exposures. This is done by calculating the derivative exposures for each counterparty, deriving a credit spread sensitivity based on the exposure and the credit spread of the counterparty, and applying a value-at-risk model on those sensitivity including any eligible hedges.

Deutsche Bank has received approval from the BaFin to use the advanced method to calculate the CVA capital charge. This means that derivative exposures are calculated using approved internal model methods, the same models that are also used for counterparty credit risk RWA. Netting and collateral are applied to the exposures where applicable.

The CVA sensitivities that feed into the existing approved market risk value-at-risk model are calculated using the prescribed sensitivity formula as defined in the regulation. Where credit spreads for a counterparty are not available in the market, an appropriate proxy credit spread is used instead that is identified using a water-fall methodology. The value-at-risk model used for CVA is the same as used for the market risk value-at-risk calculation for the trading book. Each counterparty's CVA sensitivity and any eligible CDS hedges are assigned to a risk factor based on the characteristics of the counterparty or hedge, in the same way that a corporate bond or CDS on the trading book would be assigned to a risk factor for market risk value-at-risk.

The scope for the CVA capital charge is over-the-counter derivatives excluding those traded with counterparties that are exempt from CVA as defined in the regulation. During 2014, the new proxy methodology for value-at-risk as defined by the EBA was implemented by Deutsche Bank and is now used to calculate value-at risk for both the regular trading books and CVA.

The calculation of regulatory market risk capital requirements is generally based on an internal value-at-risk model, which was approved by the BaFin in October 1998 for our market risk exposures. In December 2011, we received model approvals from BaFin for the stressed value-at-risk, incremental risk charge and comprehensive risk measure. Our regulatory capital calculation for the specific interest rate risk of trading book securitizations and nth-to-default credit derivatives is based on the market risk standardized approach. Further market risk positions covered under the standardized approach include for example exposures in relation to Postbank, longevity risk and certain types of investment funds. More details on the aforementioned internal models are provided in the Section “Trading Market Risk”.

In December 2007, we obtained approval to apply the advanced measurement approach (AMA) to determine our regulatory operational risk capital requirements. On May 15, 2013 BaFin approved the integration of Postbank into our regulatory capital calculation, which has been reflected since second quarter of 2013.

### Development of Risk-weighted Assets

The tables below provide an overview of risk-weighted assets broken down by model approach and business division. They include the aggregated effects of the segmental reallocation of infrastructure related positions if applicable as well as reallocations between the segments.

For the current reporting date the amounts presented are based on the CRR/CRD 4 framework according to the transitional rules. The amounts for the comparative period are presented on the then applicable Basel 2.5 framework.

In line with our decision to scale down and discontinue parts of our commodities business, certain portfolios containing discontinued activities were aggregated under the Special Commodities Group (SCG), which has been subsequently transferred from CB&S to NCOU in the first quarter of 2014. The amounts for credit, market and operational risk RWA for the comparative period have been restated including related effects from reallocations between the segments, accordingly.

Within credit risk, the line item “Other” in Advanced IRBA reflects RWA from securitization positions in the banking book, specific equity positions and other non-credit obligation assets. Within the Standardized Approach, the majority of the line item “Other” includes RWAs from our pension fund assets with the remainder being RWAs from banking book securitizations as well as exposures assigned to the further exposure classes apart from central governments or central banks, institutions, corporates and retail.

#### Risk-weighted Assets by Model Approach and Business Division

	Dec 31, 2014						
	CRR/CRD 4						
in € m.	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Consolidation & Adjustments and Other	Total
<b>Credit Risk</b>	<b>83,548</b>	<b>69,584</b>	<b>41,740</b>	<b>7,310</b>	<b>19,280</b>	<b>22,666</b>	<b>244,128</b>
Segment reallocation	(2,200)	520	3,327	330	94	(2,071)	0
Advanced IRBA	77,263	58,786	31,763	3,910	13,062	14,638	199,422
Central Governments and Central Banks	3,948	124	1,020	0	74	218	5,385
Institutions	8,359	1,538	3,103	73	623	171	13,869
Corporates	55,678	9,938	26,916	2,740	5,062	1,199	101,533
Retail	121	37,852	30	91	773	0	38,867
Other	9,157	9,334	694	1,006	6,529	13,049	39,769
Foundation IRBA	2,079	3,303	107	0	1	0	5,491
Central Governments and Central Banks	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0
Corporates	2,079	3,303	107	0	1	0	5,490
Standardized Approach	4,804	6,884	6,542	3,070	6,122	10,099	37,522
Central Governments or Central Banks	21	63	27	3	0	0	114
Institutions	593	124	51	4	3	35	810
Corporates	2,841	1,401	4,747	1,111	1,075	584	11,759
Retail	7	4,064	422	45	1,141	18	5,697
Other	1,341	1,232	1,296	1,908	3,903	9,462	19,142
Risk exposure amount for default funds contributions	1,601	90	1	0	1	0	1,693
<b>Settlement Risk</b>	<b>25</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>27</b>
<b>Credit Valuation Adjustment (CVA)</b>	<b>16,024</b>	<b>445</b>	<b>7</b>	<b>445</b>	<b>4,019</b>	<b>262</b>	<b>21,203</b>
Internal Model Approach	15,953	417	7	443	3,953	1	20,774
Standardized Approach	71	28	0	2	66	261	428
<b>Market Risk</b>	<b>44,469</b>	<b>92</b>	<b>199</b>	<b>2,483</b>	<b>16,967</b>	<b>0</b>	<b>64,209</b>
Internal Model Approach	31,439	0	199	1,339	8,625	0	41,602
Standardized Approach	13,029	92	0	1,144	8,342	0	22,607
<b>Operational Risk</b>	<b>31,512</b>	<b>9,605</b>	<b>1,321</b>	<b>6,368</b>	<b>18,275</b>	<b>0</b>	<b>67,082</b>
Advanced measurement approach	31,512	9,605	1,321	6,368	18,275	0	67,082
<b>Total</b>	<b>175,578</b>	<b>79,725</b>	<b>43,268</b>	<b>16,607</b>	<b>58,541</b>	<b>22,929</b>	<b>396,648</b>

	Dec 31, 2013						
	Basel 2.5						
in € m.	Corporate Banking & Securities <sup>1</sup>	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit <sup>1</sup>	Consolidation & Adjustments and Other	Total
<b>Credit Risk</b>	<b>61,599</b>	<b>65,909</b>	<b>35,417</b>	<b>5,809</b>	<b>22,632</b>	<b>10,818</b>	<b>202,184</b>
Segment reallocation	(658)	553	1,912	259	86	(2,152)	0
Advanced IRBA	56,974	46,066	26,159	3,029	14,852	3,237	150,317
Central Governments and Central Banks	2,927	90	896	5	253	181	4,353
Institutions	5,438	803	1,921	80	909	12	9,163
Corporates	43,075	5,638	22,378	2,398	7,301	620	81,409
Retail	124	35,844	33	106	1,027	0	37,134
Other	5,410	3,692	931	440	5,362	2,424	18,258
Foundation IRBA	1,367	10,568	67	0	266	0	12,268
Central Governments and Central Banks	0	0	0	0	2	0	2
Institutions	0	1,059	0	0	261	0	1,320
Corporates	1,367	9,509	67	0	3	0	10,946
Standardized Approach	3,916	8,722	7,279	2,521	7,428	9,733	39,599
Central Governments or Central Banks	61	0	39	0	40	0	141
Institutions	28	116	12	8	32	1	198
Corporates	2,929	2,004	6,107	942	2,905	470	15,357
Retail	10	4,423	915	44	1,164	0	6,557
Other	887	2,179	206	1,526	3,287	9,261	17,346
Risk exposure amount for default funds contributions	0	0	0	0	0	0	0
<b>Settlement Risk</b>	<b>19</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>15</b>	<b>34</b>
<b>Credit Valuation Adjustment (CVA)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Internal Model Approach	0	0	0	0	0	0	0
Standardized Approach	0	0	0	0	0	0	0
<b>Market Risk</b>	<b>34,473</b>	<b>128</b>	<b>562</b>	<b>2,085</b>	<b>10,011</b>	<b>0</b>	<b>47,259</b>
Internal Model Approach	29,156	0	562	1,102	8,892	0	39,712
Standardized Approach	5,317	128	0	983	1,120	0	7,547
<b>Operational Risk</b>	<b>22,598</b>	<b>6,964</b>	<b>832</b>	<b>4,659</b>	<b>15,839</b>	<b>0</b>	<b>50,891</b>
Advanced measurement approach	22,598	6,964	832	4,659	15,839	0	50,891
<b>Total</b>	<b>118,689</b>	<b>73,001</b>	<b>36,811</b>	<b>12,553</b>	<b>48,483</b>	<b>10,832</b>	<b>300,369</b>

<sup>1</sup> For the above shown numbers in December 2013 the restatement of the Special Commodities Group (SCG) had not been performed.

The overall movements of risk-weighted asset for the specific risk types are discussed in detail in the following sections starting with “Development of Risk-weighted Assets for Credit Risk”.

## Regulatory Capital Requirements and Risk-weighted Assets

in € m.	Dec 31, 2014		Dec 31, 2013	
	Capital requirements CRR/CRD 4	RWA CRR/CRD 4	Capital requirements Basel 2.5	RWA Basel 2.5
<b>Counterparty credit risk</b>				
<b>Advanced IRBA</b>				
Central governments and central banks	431	5,385	348	4,353
Institutions	1,109	13,869	734	9,175
Corporates	8,123	101,533	6,512	81,397
Retail	3,109	38,867	2,970	37,134
Equity	977	12,216	375	4,685
Securitization positions	1,064	13,296	627	7,834
Other non-credit obligation assets	1,141	14,258	459	5,739
<b>Total advanced IRBA</b>	<b>15,954</b>	<b>199,422</b>	<b>12,025</b>	<b>150,317</b>
<b>Foundation approach</b>				
Central governments and central banks	0	0	0	2
Institutions	0	0	106	1,320
Corporates	439	5,490	876	10,946
<b>Total foundation approach</b>	<b>439</b>	<b>5,491</b>	<b>981</b>	<b>12,268</b>
<b>Standardized approach</b>				
Central governments or central banks	0	0	2	28
Regional governments and local authorities	1	7	5	68
Public sector entities	9	107	9	118
Multilateral development banks	0	0	0	0
International organizations	0	0	0	0
Institutions	65	810	16	198
Corporates	941	11,759	1,219	15,235
Retail	456	5,697	479	5,982
Secured by mortgages on immovable property	108	1,345	182	2,275
Exposures in default	342	4,275	124	1,553
Items associated with particular high risk	18	229	0	0
Covered bonds	0	2	0	3
Claims on institutions and corporates with a short-term credit assessment	0	0	0	0
Collective investments undertakings (CIU)	724	9,046	54	670
Equity	217	2,707	242	3,023
Other items	28	350	738	9,223
Securitization positions	95	1,188	98	1,222
<b>Total standardized approach</b>	<b>3,002</b>	<b>37,522</b>	<b>3,168</b>	<b>39,598</b>
Risk exposure amount for default funds contributions	135	1,693	0	0
<b>Total counterparty credit risk</b>	<b>19,530</b>	<b>244,128</b>	<b>16,175</b>	<b>202,185</b>
<b>Settlement risk</b>	<b>2</b>	<b>27</b>	<b>3</b>	<b>34</b>
<b>Credit Valuation Adjustment (CVA)</b>				
Internal model approach	1,662	20,774	0	0
Standardized approach	34	428	0	0
<b>Total Credit Valuation Adjustment</b>	<b>1,696</b>	<b>21,203</b>	<b>0</b>	<b>0</b>
<b>Market risk in the trading book</b>				
Internal model approach	3,328	41,602	3,179	39,738
Value-at-Risk	613	7,662	674	8,427
Stressed Value-at-Risk	1,454	18,181	1,254	15,673
Incremental Risk Charge	1,038	12,972	996	12,446
Comprehensive Risk Measurement (Correlation Trading)	223	2,788	255	3,193
Standardized approach	1,809	22,607	602	7,521
Traded debt instruments	1,684	21,049	479	5,984
Equity risk	84	1,051	0	0
Foreign exchange risk	14	181	16	200
Commodity risk	0	0	0	0
Other market risk	26	326	107	1,338
<b>Total market risk in the trading book</b>	<b>5,137</b>	<b>64,209</b>	<b>3,781</b>	<b>47,259</b>
<b>Operational risk</b>				
Advanced measurement approach	5,367	67,082	4,071	50,891
<b>Total regulatory capital requirements and RWA</b>	<b>31,732</b>	<b>396,648</b>	<b>24,030</b>	<b>300,369</b>

The tables below provide an analysis of key drivers for RWA movements on a CRR/CRD 4 basis observed for credit, market and operational risk in the reporting period.

#### Development of Risk-weighted Assets for Credit Risk

in € m.	Dec 31, 2014		Dec 31, 2013	
	CRR/CRD 4	thereof: derivatives and repo-style transactions	Basel 2.5	thereof: derivatives and repo-style transactions
Credit risk RWA balance, beginning of year	<b>202,186<sup>1</sup></b>	<b>29,454<sup>1</sup></b>	228,952	35,274
Book size	(5,024)	(5,327)	4,272	621
Book quality	(2,348)	1,841	(18,522)	(5,036)
Model updates	11,676	11,676	(2,061)	0
Methodology and Policy	24,110	297	0	0
Acquisition and Disposals	(3,198)	(62)	(5,467)	(3)
Foreign exchange movements	11,752	3,237	(4,988)	(1,403)
Other	4,974	0	0	0
Credit risk RWA balance, end of year	<b>244,128</b>	<b>41,117</b>	202,186	29,454

<sup>1</sup> RWA balances beginning of the year 2014 are based on Basel 2.5.

The classifications of key drivers for the RWA credit risk development table are fully aligned with the recommendations of the Enhanced Disclosure Task Force (EDTF). The category “Book quality” mainly represents the effects from portfolio rating migrations, loss given default, model parameter re-calibrations as well as collateral coverage activities. Organic changes in our portfolio size and composition are considered in the category “Book size”. “Model updates” include model refinements and advanced model roll out. RWA movements resulting from externally, regulatory-driven changes, e.g. applying new regulations, are now considered in the “methodology and policy” section. “Acquisition and disposals” is reserved to show significant exposure movements which can be clearly assigned to new businesses or disposal-related activities.

The increase in RWA for counterparty credit risk by 20.7 % or € 41.9 billion since December 31, 2013 is primarily driven by the impact from foreign exchange movements mainly resulting from a strengthening US Dollar and by the introduction of the new CRR/CRD 4 regulatory framework, which is shown under “Methodology and Policy”. The increase in the category “model updates” represents the impact of a more restrictive application of the maturity capping which allows the bank to use a maturity of one year when calculating the credit risk RWA for derivatives depending on the market risk model applied for the Credit Valuation Adjustment (CVA) RWA, a model change for our Internal Model Method impacting derivatives RWA as well as a more restrictive application of a Security Financing Collateral haircut. The overall decrease in the category “Book size” is predominantly driven by derivatives and security financing transaction positions mainly in our Core Bank reflecting our de-risking activities. The decrease in the category “Acquisition and Disposals” shows the impact of the sale of BHF-BANK as well as the sale of The Cosmopolitan of Las Vegas. The increase in the category “Other” reflects the effects on RWA subsequent to our share capital increase in the second quarter 2014 (€ 4 billion) with the remaining resulting from movements applying the 10/15 % threshold rule.

#### Development of Risk-weighted Assets for Credit Valuation Adjustment

in € m.	Dec 31, 2014
	CRR/CRD 4
CVA RWA balance, beginning of year	<b>0</b>
Movement in risk levels	2,017
Market data changes and recalibrations	(1,914)
Model updates	7,400
Methodology and policy	12,330
Acquisitions and disposals	0
Foreign exchange movements	1,370
CVA RWA balance, end of year	<b>21,203</b>

Based on the new CRR/CRD 4 regulatory framework, we are required to calculate RWA using the CVA which takes into account the credit quality of our counterparties. RWA for CVA covers the risk of mark-to-market loss-



es on the expected counterparty risk in connection with OTC derivative exposures. We calculate the majority of the CVA based on our own internal model as approved by BaFin.

The development of CVA RWA is broken down into a number of categories: movement in risk levels, which includes changes to the portfolio size and composition; market data changes and calibrations, which includes changes in market data levels and volatilities as well as recalibrations; model updates refers to changes to either the IMM credit exposure models or the value-at-risk models that are used for CVA RWA; methodology and policy relates to changes to the regulation, for 2014 the first introduction of CVA RWA. Any significant business acquisitions or disposals would be highlighted on their own.

As of December 31, 2014, the RWA for CVA amounted to € 21.2 billion, representing an increase of € 8.9 billion (72 %) compared with our pro forma calculation of € 12.3 billion for December 31, 2013. The increase was driven by changes to the portfolio as part of regular business activities throughout the year, but also due to re-optimization of the CVA RWA hedging program and market volatility. During the fourth quarter we implemented a change to the value-at-risk model as per the EBA guidelines for CVA which increased the CVA RWA. This was partly offset by further de-risking efforts which reduced capital requirements in both core and non-core business units.

#### Development of Risk-weighted Assets for Market Risk

in € m.	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
<b>Market risk RWA balance, beginning of year</b>	<b>47,259<sup>1</sup></b>	<b>53,058</b>
Movement in risk levels	(10,161)	(8,598)
Market data changes and recalibrations	(730)	1,136
Model updates	5,101	542
Methodology and policy	20,089	1,200
Acquisitions and disposals	(81)	0
Foreign exchange movements	2,732	(79)
<b>Market risk RWA balance, end of year</b>	<b>64,209</b>	<b>47,259</b>

<sup>1</sup> RWA balance beginning of the year 2014 is based on Basel 2.5.

The analysis for market risk covers movements in our internal models for value-at-risk, stressed value-at-risk, incremental risk charge and comprehensive risk measure as well as results from the market risk standardized approach, e.g. for trading securitizations and nth-to-default derivatives or trading exposures for Postbank. The market risk RWA movements due to changes in market data levels, volatilities, correlations, liquidity and ratings are included under the market data changes and recalibrations category. Changes to our market risk RWA internal models, such as methodology enhancements or risk scope extensions, are included in the category of model updates. In the methodology and policy category we reflect regulatory driven changes to our market risk RWA models and calculations. Significant new businesses and disposals would be assigned to the line item acquisition and disposals.

The € 17.0 billion (36 %) RWA increase for market risk since December 31, 2013 was primarily driven by increases in the category methodology and policy as well as movement in risk levels. There is an € 20.1 billion RWA increase for methodology and policy primarily from the Market Risk Standardized Approach for securitizations due to the new regulatory CRR/CRD 4 framework, which became effective on January 1, 2014. In the new framework we assign all retained securitization positions that are unrated or rated below BB a risk weight of 1,250 % to the exposure and these are now included in RWA whereas these exposures were previously considered capital deduction items. Also, under the new framework there is some increase in the floor applied to the comprehensive risk measure for the correlation trading portfolio although this has now been offset by de-risking. The increase from model changes is driven by the Incremental Risk Charge with changes for the treatment of unrated and defaulted exposures as well as an increase of the liquidity horizons. There has been a reduction from movements in risk levels since December 31, 2013 particularly coming from the Incremental Risk Charge, Comprehensive Risk Measure and the Market Risk Standardized Approach for securitizations. There has also been an increase from Foreign exchange movements mainly during the second half of the year.

## Development of Risk-weighted Assets for Operational Risk

in € m.	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
<b>Operational risk RWA balance, beginning of year</b>	<b>50,891<sup>1</sup></b>	<b>51,595</b>
Loss profile changes (internal and external)	9,345	2,623
Expected loss development	37	(959)
Forward looking risk component	(734)	(515)
Model updates	7,652	1,885
Methodology and policy	0	0
Acquisitions and disposals	(109)	(3,738)
<b>Operational risk RWA balance, end of year</b>	<b>67,082</b>	<b>50,891</b>

<sup>1</sup> RWA balance beginning of the year 2014 is based on Basel 2.5.

The overall RWA increase of € 16.2 billion was mainly driven by our early recognition of enhancements to our Advanced Measurement Approach (AMA) model in the second quarter of this year, which led to additional RWA of € 7.7 billion. From the third quarter, further effects from the model change related to reasonably possible litigation losses are shown under the category “loss profile changes”.

The increase in “loss profile changes” resulted from large external market operational risk events which are reflected in our AMA model, such as settlements of regulatory matters by financial institutions.

Further embedded impacts from the AMA model enhancements on the other operational risk RWA components, specifically on the expected loss, are expected to materialize after the awaited model approval by the joint supervisory team, when the model changes have been implemented.

## Balance Sheet Management

We manage our balance sheet on a Group level and, where applicable, locally in each region. In the allocation of financial resources we favour business portfolios with the highest positive impact on our profitability and shareholder value. We monitor and analyze balance sheet developments and track certain market-observed balance sheet ratios. Based on this we trigger discussion and management action by the Capital and Risk Committee. Following the publication of the CRR/CRD 4 framework on June 27, 2013, we established a leverage ratio calculation according to that framework.

### Leverage Ratio according to revised CRR/CRD 4 framework (fully loaded) (unaudited)

The CRR/CRD 4 framework introduced a non-risk based leverage ratio that is intended to act as a supplementary measure to the risk based capital requirements. Its objectives are to constrain the build-up of leverage in the banking sector, helping avoid destabilizing deleveraging processes which can damage the broader financial system and the economy, and to reinforce the risk based requirements with a simple, non-risk based “backstop” measure.

On October 10, 2014, the European Commission adopted a delegated act published in the Official Journal of the European Union on January 17, 2015. The delegated act leads to substantial changes in the calculation of the leverage exposure measure for the leverage ratio under a revised CRR/CRD 4 framework:

- Written Credit Derivatives: The effective notional amount of written credit derivatives, i.e., the notional reduced by any negative fair value changes that have been incorporated in Tier 1 capital is now included in the leverage ratio exposure measure. The resulting exposure measure may be further reduced by the effective notional amount of a purchased credit derivative on the same reference name provided certain conditions are met.
- Variation Margin Netting: Variation margin received in cash from counterparties may now be deducted from the current replacement cost portion of the leverage ratio exposure measure and variation margin

paid to counterparties will be deducted from the leverage ratio exposure measure related to receivables recognized as an asset on the balance sheet, provided certain conditions are met.

- Securities financing transactions (SFT): Gross receivables for securities financing transactions (SFT) are permitted to be netted with SFT payables if specific conditions are met. In addition to the gross exposure an add-on for the net counterparty exposure is required to be included in the SFT exposure measure. In the transition from the Supervisory Volatility Adjustments Approach (SVAA) to the Net Exposure the haircuts are removed from the exposure measure.
- Off-balance sheet exposure: Off-balance sheet exposure follows the credit risk conversion factors (CCF) of the standardized approach for credit risk (0 %, 20 %, 50 %, or 100 %), which depend on the risk category subject to a floor of 10 %.
- Regulatory Adjustments: Modification of regulatory adjustments with respect to investments into financial sector entities not deducted from regulatory capital.

To harmonize the disclosure of the leverage ratio and its components, Article 451(2) of the CRR contains a mandate for the European Banking Authority (EBA) to develop draft implementing technical standards (ITS) based on the Basel Committee publication of the framework and disclosure requirements for the Basel 3 leverage ratio. Against this background, the draft ITS on disclosure of the leverage ratio published on June 5, 2014 contains uniform templates for the disclosure of the leverage ratio and its components. As described above a delegated act was finally adopted by the European Commission and we expect that the draft ITS on disclosure of the leverage ratio will be modified accordingly. Pending final ITS templates, we have adjusted the draft templates to reflect the changes under the delegated act in the meantime.

The following tables show leverage ratio exposures based on revised CRR/CRD 4 rules:

#### Summary reconciliation of accounting assets and leverage ratio exposures

in € bn. (unless stated otherwise)		Dec 31, 2014
<b>Total assets as per published financial statements</b>		<b>1,709</b>
Adjustment for entities which are consolidated for accounting purposes but are outside the scope of regulatory consolidation		(28)
Adjustments for derivative financial instruments		(276)
Adjustments for securities financing transactions		16
Adjustment for off-balance sheet items (i.e. conversion to credit equivalent amounts of off-balance sheet exposures)		127
Other adjustments		(103)
<b>Leverage ratio exposure</b>		<b>1,445</b>

### Leverage ratio common disclosure

in € bn. (unless stated otherwise)		Dec 31, 2014
<b>Derivative exposures:</b>		
Replacement cost associated with derivatives transactions after netting of cash variation margin received		72
Add-on amounts for PFE associated with derivatives transactions		221
Credit default swaps notional		65
<b>Total derivative exposures</b>		<b>358</b>
<b>Securities financing transaction exposures:</b>		
SFT Gross		138
SFT Add-on for counterparty credit risk		14
<b>Total securities financing transaction exposures</b>		<b>152</b>
<b>Off-balance sheet exposures:</b>		
Off-balance sheet items with a 10 % CCF		4
Off-balance sheet items with a 20 % CCF		10
Off-balance sheet items with a 50 % CCF		69
Off-balance sheet items with a 100 % CCF		44
<b>Total off-balance sheet exposures</b>		<b>127</b>
<b>Other Assets</b>		<b>827</b>
<b>Asset amounts deducted in determining Tier 1 capital fully loaded</b>		<b>(19)</b>
<b>Capital and Total Exposures:</b>		
Tier 1 capital fully loaded		50.7
<b>Total Exposures</b>		<b>1,445</b>
Leverage Ratio – using a fully loaded definition of Tier 1 capital (in %)		3.5

### Breakdown of on-balance sheet exposures (excluding derivatives and SFTs)

in € bn. (unless stated otherwise)		Dec 31, 2014
<b>Total on-balance sheet exposures (excluding derivatives and SFTs)</b>		
thereof:		
Trading book exposures		245
Banking book exposures		582
thereof:		
Covered bonds		5
Exposures treated as sovereigns		147
Exposures to regional governments, MDB, international organisations and PSE not treated as sovereigns		2
Institutions		19
Secured by mortgages of immovable properties		159
Retail exposures		35
Corporate exposures		170
Exposures in default		11
Other exposures (e.g. equity, securitisations, and other non-credit obligation assets) after netting of cash variation margin paid		33

### Description of the process used to manage the risk of excessive leverage (unaudited)

As described in the section “Risk Management Principles” of this report, the Capital and Risk Committee (CaR) is mandated to oversee and control integrated planning and to monitor our risk profile and capital capacity. We actively manage our limits

- to allocate the leverage exposure capacity,
- to support business achievement of strategic performance plans,
- to provide a firm basis for achieving the target leverage ratio,
- to incentivize businesses to make appropriate choices at the margin based on a group-wide benchmark, and
- to maintain risk discipline.

In the case of limit excess the respective division is charged. The limit excess charges are calculated in accordance with the Group-wide limit-setting framework for leverage.

### Description of the factors that had an impact on the leverage ratio in 2014 (unaudited)

As of December 31, 2014, our fully loaded CRR/CRD 4 leverage ratio under revised rules, which is a non-GAAP financial measure, was 3.5 % compared to our pro forma CRR/CRD 4 leverage ratio (not taking into account recent revisions to the leverage ratio rules) of 2.4 % as of December 31, 2013, taking into account as of December 31, 2014 a fully loaded Tier 1 capital of € 50.7 billion over an applicable exposure measure of € 1,445 billion (€ 34.0 billion and € 1,445 billion as of December 31, 2013, respectively).

Over the year 2014 the active management of our leverage exposure resulted in a decrease of the leverage ratio exposure amounting to € 177 billion, though this decrease was offset by currency impacts and the effect of rule changes introduced by the revised CRR/CRD 4 which we applied in the second half of 2014.

In the first six months of the year we reduced our leverage ratio exposure under previous rules by € 7 billion offset by currency effects of € 10 billion. The decrease mainly reflects exposure reductions in derivatives and securities financing transaction of € 31 billion and de-leveraging of € 24 billion in our NCOU which were partly offset by increases of € 44 billion in remaining assets, cash and deposits with banks and loans.

With the introduction of the revised CRR/CRD 4 rules in the second half of 2014, the leverage ratio exposure increased by € 85 billion due to the aforementioned substantial changes in the calculation rules as well as foreign exchange impacts of € 83 billion mainly caused by a weakening of the euro against the US dollar. These effects were offset by a decrease of our leverage ratio exposure of € 170 billion, mainly driven by reductions in our derivatives portfolio and securities financing activities of € 98 billion, non-derivative trading assets of € 27 billion, off-balance sheet and other items of € 25 billion – and € 20 billion de-risking within NCOU, which demonstrates our strong commitment to reduce our risk appetite.

For main drivers of the Tier 1 capital development please refer to section Liquidity and Capital Resources in this report.

## Overall Risk Position

### Economic Capital

To determine our overall (nonregulatory) risk position, we generally consider diversification benefits across risk types.

#### Overall risk position as measured by economic capital usage

in € m. (unless stated otherwise)	Dec 31, 2014	Dec 31, 2013	2014 increase (decrease) from 2013	
			in € m.	in %
Credit risk	12,885	12,013	872	7
Market Risk	14,852	12,738	2,114	17
Trading market risk	4,955	4,197	757	18
Nontrading market risk	9,898	8,541	1,357	16
Operational risk	7,598	5,253	2,345	45
Business risk	3,084	1,682	1,403	83
Diversification benefit <sup>1</sup>	(6,554)	(4,515) <sup>2</sup>	(2,039)	45
<b>Total economic capital usage</b>	<b>31,866</b>	<b>27,171</b>	<b>4,695</b>	<b>17</b>

<sup>1</sup> Diversification benefit across credit, market, operational and strategic risk (largest part of business risk)

<sup>2</sup> Excluding strategic risk (not included in the diversification calculation for 2013)

As of December 31, 2014, our economic capital usage amounted to € 31.9 billion, which was € 4.7 billion, or 17 %, above the € 27.2 billion economic capital usage as of December 31, 2013. The higher overall risk position is driven by an increase in risk taking across all risk types and risk methodology enhancements.

The economic capital usage for credit risk increased to € 12.9 billion as of December 31, 2014, € 872 million or 7 % higher compared to year-end 2013. This increase is driven by higher exposures in CB&S and GTB, partly offset by lower exposures in NCOU.

The economic capital usage for trading market risk increased to € 5.0 billion as of December 31, 2014, compared with € 4.2 billion at year-end 2013. This was mainly driven by increased exposures in the fair value banking book. The nontrading market risk economic capital usage increased by € 1.4 billion or 16 %, mainly driven by higher structural foreign exchange risk exposure, methodology enhancements for pension risk and increased guaranteed funds risk, partly offset by de-risking activities in NCOU.

The economic capital usage for operational risk increased to € 7.6 billion as of December 31, 2014, compared with € 5.3 billion at year-end 2013. The increase was mainly driven by an early recognition of the impact of model enhancements to our Advanced Measurement Approach (AMA) model that were implemented in the second quarter 2014, which led to additional economic capital of € 1.1 billion. An additional driver was the increased operational risk loss profile of Deutsche Bank as well as of the industry as a whole. The related operational risk losses that have materialized and given rise to the increased economic capital usage are largely due to the outflows related to litigation, investigations and enforcement actions.

Our business risk economic capital methodology captures strategic risk, which also implicitly includes elements of non standard risks including refinancing and reputational risk, and a tax risk component. The business risk economic capital usage totaled € 3.1 billion as of December 31, 2014, which is € 1.4 billion or 83 % higher than the € 1.7 billion economic capital usage as of December 31, 2013. The increase mainly reflected a higher economic capital usage for the strategic risk component driven by adjustments to the strategic plan for 2015 compared to the business plan for 2014.

The inter-risk diversification effect of the economic capital usage across credit, market, operational and strategic risk increased by € 2.0 billion, or 45 %, as of December 31, 2014, mainly reflecting the increase in economic capital usage before diversification and a methodology update in the first quarter 2014, which relates, among other things, to the incorporation of strategic risk into the diversification calculation.

### Internal Capital Adequacy Assessment Process

The Internal Capital Adequacy Assessment Process (“ICAAP”) requires banks to identify and assess risks, maintain sufficient capital to face these risks and apply appropriate risk-management techniques to maintain adequate capitalization on an ongoing and forward looking basis, i.e., internal capital supply to exceed internal capital demand (figures are described in more detail in the section “Internal Capital Adequacy”).

We, at a Group level, maintain compliance with the ICAAP as required under Pillar 2 of Basel 2 and its local implementation in Germany, the Minimum Requirements for Risk Management (MaRisk), through a Group-wide risk management and governance framework, methodologies, processes and infrastructure.

In line with MaRisk and Basel requirements, the key instruments to help us maintain our adequate capitalization on an ongoing and forward looking basis are:

- A strategic planning process which aligns risk strategy and appetite with commercial objectives;
- A continuous monitoring process against approved risk and capital targets set;
- Frequent risk and capital reporting to management; and
- An economic capital and stress testing framework which also includes specific stress tests to underpin our recovery monitoring processes.

More information on risk management organized by major risk category can be found in section “Risk Management Principles – Risk Governance”.

## Internal Capital Adequacy

As the primary measure of our Internal Capital Adequacy Assessment Process (ICAAP) we assess our internal capital adequacy based on our “gone concern approach” as the ratio of our total capital supply divided by our total capital demand as shown in the table below. In 2014 we included defined benefit pension fund assets in our capital supply definition to reflect the CRR/CRD 4 capital framework. The prior year information has been revised accordingly.

### Internal Capital Adequacy

in € m. (unless stated otherwise)	Dec 31, 2014	Dec 31, 2013
<b>Capital supply</b>		
Shareholders' equity	68,351	54,719
Fair value gains on own debt and debt valuation adjustments, subject to own credit risk <sup>1</sup>	(544)	(537)
Defined benefit pension fund assets <sup>2</sup>	(961)	(639)
Deferred tax assets	(6,865)	(7,071)
Fair Value adjustments for financial assets reclassified to loans <sup>3</sup>	0	(363)
Noncontrolling Interests <sup>4</sup>	0	0
Hybrid Tier 1 capital instruments	16,158	12,182
Tier 2 capital instruments	6,620	9,689
<b>Capital supply</b>	<b>82,759</b>	<b>67,980</b>
<b>Capital demand</b>		
Economic capital requirement	31,866	27,171
Intangible assets	14,951	13,932
<b>Capital demand</b>	<b>46,817</b>	<b>41,103</b>
<b>Internal capital adequacy ratio</b>	<b>177 %</b>	<b>165 %</b>

<sup>1</sup> Includes deduction of fair value gains on own credit-effect relating to own liabilities designated under the fair value option as well as the debt valuation adjustments.

<sup>2</sup> Reported as net assets (assets minus liabilities) of a defined pension fund, i.e. applicable for overfunded pension plans.

<sup>3</sup> Includes fair value adjustments for assets reclassified in accordance with IAS 39 and for banking book assets where no matched funding is available. A positive adjustment is not considered.

<sup>4</sup> Includes noncontrolling interest up to the economic capital requirement for each subsidiary.

A ratio of more than 100 % signifies that the total capital supply is sufficient to cover the capital demand determined by the risk positions. This ratio was 177 % as of December 31, 2014, compared with 165 % as of December 31, 2013. The change of the ratio was driven by an increase in capital supply. Shareholders' equity increased by € 13.6 billion mainly driven by the capital increase on June 25, 2014. Hybrid Tier 1 capital instruments increased by € 4.0 billion mainly driven by the completed issuances of Additional Tier 1 Notes on May 20, 2014 and November 19, 2014. Tier 2 capital instruments decreased by € 3.1 billion mainly due to called capital instruments. Further details are explained in the section “Capital Management”. The increase in capital demand was driven by higher economic capital requirement as explained in the section “Overall Risk Position” and an increase in intangible assets by € 1.0 billion.

The above capital adequacy measures apply to the consolidated Group as a whole (including Postbank) and form an integral part of our Risk and Capital Management framework, further described in the respective sections of this report (please refer in particular to sections “Credit Risk Tools – Economic Capital for Credit Risk”, “Economic Capital for Market Risk”, “Economic Capital Usage for Our Nontrading Market Risk Portfolios per Business Area”, “Carrying Value and Economic Capital Usage for Nontrading Market Risk Portfolios”, “Measuring Our Operational Risks” and “Economic Capital usage for Operational Risk”).

# Compensation Report

## Introduction

The 2014 Compensation Report provides detailed qualitative and quantitative compensation information with regards to the overall Deutsche Bank Group (except for Postbank, who provides disclosures separately). Furthermore, it contains disclosures specific to the Management Board members and employees identified pursuant to the German regulation on the supervisory requirements for compensation systems of banks (Institutsvergütungsverordnung, "InstitutsVergV").

The report comprises the following sections:

- Group compensation overview and disclosure
- Material Risk Takers
- Management Board report and disclosure
- Supervisory Board report and disclosure

The report complies with the requirements of Section 314 (1) No. 6 of the German Commercial Code (Handelsgesetzbuch, "HGB"), the German Accounting Standard No. 17 "Reporting on Executive Body Remuneration", the InstitutsVergV and the recommendations of the German Corporate Governance Code.

## Group Compensation Overview and Disclosure

### Executive Summary

2014 was a defining year for the Bank. 2013 saw the introduction of significant external regulations and the launch of internal cultural projects to effect change within the organization. This year, the focus has been to build on the foundations laid in 2013 and to execute and implement change. Most significantly, new regulatory requirements have necessitated amendments to compensation structures. These changes offer an opportunity to embed the renewed values and beliefs in the organization.

Our Group variable compensation ("VC") pool in respect of financial year 2014 was € 2.7 billion. In keeping with our historic approach, 45 % of the pool was deferred over three to five years and made subject to a combination of behavioral and performance based forfeiture provisions. The scope of the forfeiture provisions was significantly extended in 2013, and the Bank has maintained these provisions for performance year 2014.

### Cultural Developments and Compensation Strategy

Deutsche Bank recognizes the need for cultural change in the banking sector and aspires to be at the forefront of change. The Bank firmly believes that corporate culture is one of the key factors to its long-term success. That is why developing a culture that sustainably rewards performance in line with societal values is a core component of Strategy 2015+.

In 2013, we laid the foundations for cultural change and launched the renewed values and beliefs. The six core values of Integrity, Sustainable Performance, Client Centricity, Innovation, Discipline and Partnership, are supported by 18 beliefs. In 2014, the focus has been on engaging employees and embedding the values and beliefs within each division, function and region. The Bank has approached this challenge with three distinct strategies:



- Tone from the top and active engagement of employees, through communication measures, transparency and running involvement workshops throughout the Bank, with a focus on the implications and the need for change in the respective businesses
- Implementing culture-embedding mechanisms, adjusting HR processes and systems, and overhauling compensation practices
- Reflecting cultural change through changes in business practices

The values and beliefs will continue to be embedded throughout 2015.

Aligned to the Bank's values, our compensation strategy is predicated on supporting a diversified universal banking model with safe compensation practices. The compensation strategy is vital to delivering all five levers of the Bank's Strategy 2015+:

- Clients: Placing a strategic emphasis on the Bank's client franchises by ensuring franchise competitiveness and client centricity
- Competencies: Ensuring the Bank can attract and retain the right talent across the breadth of products and control function/infrastructure areas
- Capital: Promoting organic capital growth, the reduction of risk-weighted assets and a compensation system that supports the Group's capital plan
- Costs: Incentivizing actions that deliver long term cost targets and ongoing cost discipline
- Culture: Linking incentives to behaviors that underpin sustainable performance, financial discipline and an appropriate risk culture. In particular, compensation outcomes have been more closely linked to disciplinary action through improved forfeiture provisions.

## Regulatory Developments

The Bank has strived to be at the forefront of compensation regulatory changes and will work with our new prudential supervisor, the European Central Bank ("ECB"), to be in compliance with all of the new requirements.

### Capital Requirements Directive ("CRD 4")

CRD 4 requirements came into effect on January 1, 2014, and are applicable to EU-headquartered institutions globally. The headline measure, limiting fixed to variable compensation ratios, is applicable to compensation in respect of performance year 2014. While CRD 4 applies the maximum ratio to 'material risk takers' only, the InstitutsVergV and the German Banking Act extend the applicability of this to all employees globally. The Bank is fully cognizant of the regulatory changes and is compliant with the new requirements.

Pursuant to CRD 4 and the requirements subsequently adopted in the InstitutsVergV, the Bank is subject to a fixed to variable compensation ratio of 1:1 (1:2 with shareholder approval). At the Bank's Annual General Meeting on May 22, 2014, shareholder approval was granted to increase the ratio to 1:2. Based on external regulatory requirements which explicitly address the maximum ratio for control function personnel, the Management Board has determined that individuals within the control functions (Audit, Compliance, Finance, Human Resources, Legal, Risk, CISO and CSBC) will be subject to a 1:1 ratio.

In implementing this resolution, steps were taken which have had an impact on the remuneration structure. A number of employees were identified as requiring a 'rebalancing' of compensation and received fixed pay increases in August 2014. See the section "CRD 4 Implementation" for more detail.

### Material Risk Takers ("MRTs")

The European Banking Authority's ("EBA") Regulatory Technical Standards ("RTS"), which came into effect in June 2014, outline prescriptive quantitative and qualitative criteria for identifying Material Risk Takers ("MRTs"). The EBA RTS have been adopted by the InstitutsVergV and, in accordance with this, the Bank has identified 2,903 MRTs in respect of 2014, representing a 124 % increase from 2013.

Approximately 44 % of the MRT group are based in the European Union (EU). From the MRT population, we again identified a core senior management group consisting of 139 employees. As the leaders and stewards of the Bank, it is prudent that the majority of their compensation should be linked to the long-term success of the Group. As such, their deferred equity awards are subject to a combined deferral and retention period of five years and the average deferral rate of variable compensation across this group was 99 %.

### Alternative Investments Fund Managers Directive (“AIFMD”) and Markets in Financial Instruments Directive (“MiFID”)

The Bank also is required to comply with other EU Directives: AIFMD and MiFID. AIFMD is an EU Directive that contains provisions on remuneration which outline the rules that Alternative Investment Fund Managers (“AIFMs”) have to comply with when establishing and applying the remuneration policies for certain categories of their employees. AIFMD Risk Takers are to be identified at the AIFM level. As the AIFMD is largely inspired by CRD 3, many remuneration aspects have already been incorporated by the Bank. One notable difference is that AIFMD MRTs are not subject to the fixed to variable compensation ratio stipulated in CRD 4.

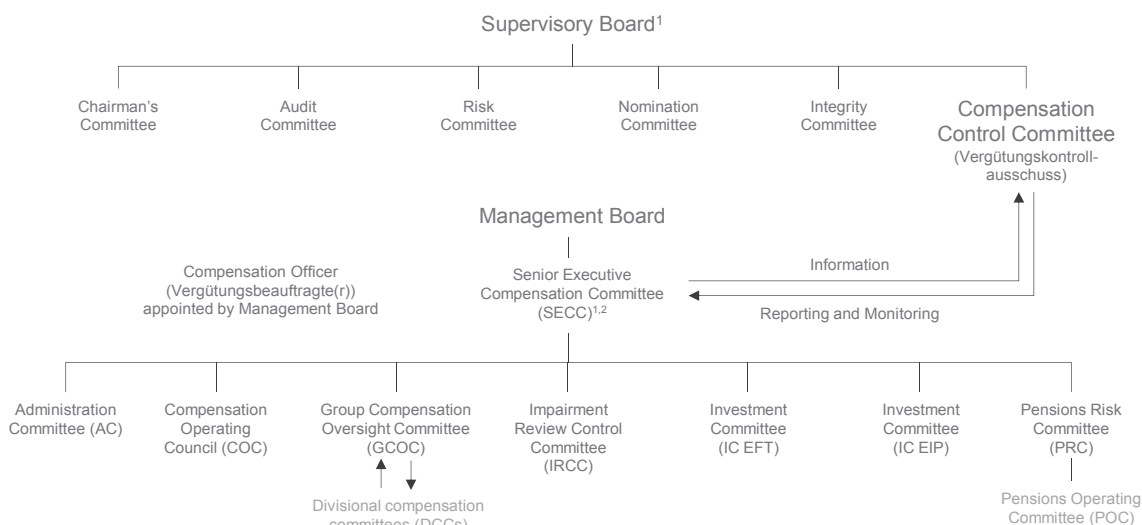
MiFID includes compensation requirements seeking to prohibit remuneration structures and practices that could create inducements for employees to act against the client's best interests. The MaComp Circular published by BaFin implements compensation aspects of MiFID. MaComp requires implementation of a specific compensation policy addressing general requirements, a review of compensation plans and identification of populations of employees deemed to be “Relevant Persons” (“RPs”). All InstitutsVergV requirements apply to this population to the same extent.

### Compensation Governance

Our robust governance structure enables us to operate within the clear parameters of our compensation strategy and policy. All compensation matters, and overall compliance with regulatory requirements, are overseen by the key committees that form the Global Reward Governance Structure.

#### Compensation governance structure

(based on §25d (12) KWG and InstitutsVergV Regulations)



<sup>1</sup> Optional: Independent external consultants

<sup>2</sup> The relevant tasks are performed by the SECC on behalf of the Management Board

In accordance with the German two-tier board structure, the Supervisory Board governs the compensation of the Management Board members, while the Management Board, supported by the Senior Executive Compensation Committee (“SECC”), oversees compensation matters for all other employees in the Group. The SECC meets at least every two months (24 meetings in performance year 2014), and is co-chaired by Stefan Krause (CFO) and Stephan Leithner (for 2014: CEO Europe ex Germany and UK, Human Resources, Legal & Compliance, Government and Regulatory Affairs), both of whom are members of the Management Board. The remaining membership is comprised of Stuart Lewis (CRO and member of the Management Board) and senior employees from Finance and Human Resources. In order to maintain its independence, no employees aligned to any of our business divisions are members of the SECC. The SECC prepares and recommends to the Management Board key Group level decisions on compensation strategy and structures, as well as overseeing the overall compensation process through its sub-committee structure.

The Management Board has approved a Group Compensation Strategy, which ensures that compensation practices are fully linked to the Group’s business and risk strategies. The Bank also has a Group Compensation Policy, an internal document focused on informing and educating employees with regards to the Bank’s compensation strategy, governance processes and structures. These documents provide a clear and demonstrable link between compensation practices and the wider Group strategy and, in compliance with § 13 InstitutsVergV, these documents have been published on the Bank’s intranet site and are therefore available to all employees.

In accordance with the InstitutsVergV, the SECC works in co-operation with the Compensation Control Committee (“CCC”) in relation to Group matters. The CCC is comprised of Supervisory Board members and establishes a closer link to, and focus on, Group compensation matters by the Supervisory Board by monitoring the structure of remuneration systems for senior management and employees. The CCC also supports the Supervisory Board in monitoring whether the relevant internal control functions are adequately involved in the structuring of remuneration systems, as well as ensuring that the long-term interests of shareholders, investors and other stakeholders are taken into account. In addition, and according to §§ 23 to 26 of the InstVV, the Management Board, in cooperation with the CCC, has appointed a Compensation Officer, who cooperates closely with the chair of the CCC and is responsible for continuously monitoring the adequacy of the compensation systems. A Deputy Compensation Officer has also been appointed to assist the Compensation Officer in the fulfilment of his duties. The CCC had seven meetings in performance year 2014.

### Compensation Governance Enhancements

Building on the improvements made in 2013, a number of additional governance enhancements were introduced during 2014 with particular focus on the remit and work of the Group Compensation Oversight Committee (“GCOC”) and the direct reporting of subcommittees to the SECC (including those sub-committees that previously reported to the Group Compensation Review Committee, which has been removed from the governance structure).

#### GCOC

As a delegated body of the SECC, the GCOC is responsible for the oversight of the governance of divisions’ year-end compensation processes. This includes demonstrably reviewing that the Divisional Compensation Committees (“DCC”) (i) meet the established governance requirements and (ii) ensure that sound compensation parameters (financial and nonfinancial) are taken into account when allocating variable compensation (“VC”) pools within their division, and by decision-making managers when making individual VC allocation decisions. The GCOC committed to delivering a strengthened and more streamlined governance process for performance-year 2014.

The GCOC monitored the DCCs' progress in relation to the established compensation governance requirements throughout the Group's annual year-end compensation process and provided ongoing updates to the SECC, including a summary of its final findings and recommendations prior to the conclusion of the process.

The GCOC made a number of key enhancements to the compensation governance process for 2014. These enhancements included, but were not limited to:

- a review and refinement of all existing compensation governance requirements
- further integration of the Group's values and beliefs into the compensation governance requirements
- increased engagement with the DCCs on the compensation governance requirements to ensure full understanding of expectations
- introduction of significantly enhanced requirements for the documentation of individual VC decisions
- strengthening of the impact of non-compliance with compensation governance requirements

As a result of these enhancements, the Bank achieved a more robust, focused and better documented GCOC process for 2014.

### Compensation Structure

The Bank employs a total compensation philosophy, which comprises fixed pay and variable compensation ("VC").

Fixed pay is used to compensate employees for their skills, experience and competencies, commensurate with the requirements, size and scope of their role. For the majority of Deutsche Bank employees, fixed pay is the primary compensation component, and the share of fixed compensation within total compensation is far greater than 50 %. This is appropriate to many businesses and will continue to be a significant feature of total compensation going forward.

VC is predicated on the industry objective of retaining cost flexibility whilst attracting and retaining the right talent. VC also has the advantage of being able to differentiate performance outcomes and drive behaviours through appropriate incentive systems that can also positively influence culture. As a result, VC is a key feature of market practice compensation in many business lines in the banking environment globally. Combined with fixed pay, this drives total compensation outcomes that are both cost effective and flexible.

### CRD 4 Implementation

As previously stated, pursuant to § 25a (5) German Banking Act (KWG) and § 6 (2) InstitutsVergV, the Bank is subject to a maximum fixed to variable compensation ratio. In implementation of this, the Bank has taken a number of steps which impact the remuneration structure. Implementing the regulatory requirements of 1:1 and 1:2 will not in itself cause individual employee total compensation to rise. Total compensation will continue to be performance and market driven. To ensure that total compensation levels remain competitive, the application of a 1:1 and 1:2 ratio has required an adjustment to the compensation structure of a number of employees.

A number of employees globally were identified as requiring a 'rebalancing' of compensation and received fixed pay increases. The appropriate level of fixed pay for each role is determined with reference to the prevailing market value of the role and the regulatory requirements of total compensation structures. Fixed pay levels allow for headroom, which is important to ensure sufficient potential competitive upside and compensation development prospects for high performing employees. In order to support attracting and retaining the right people in the various country locations and business models, market competitive fixed pay levels have an important part to play in ensuring the Bank has the critical competence required to meet its strategic objectives.

Of those employees who received a fixed pay adjustment, certain employees received an Additional Fixed Pay Supplement (“AFPS”). The Management Board approved the introduction of the AFPS, primarily for benefits and pensions cost management purposes. Together, monthly fixed pay and the Additional Fixed Pay Supplement form ‘total fixed pay’. All things being equal, employees who received a fixed pay increase will see a reduction in their VC.

At the time of adjustment in July 2014, approximately 1,100 employees, or about 1 % of the Bank’s global employee population, were identified as being eligible to receive fixed pay increases, at a 2014 fiscal year cost impact of € 0.3 billion.

### Determining Group-wide Variable Compensation

The Bank uses a formalized and transparent process to derive recommended VC pools across the Group. For business divisions, VC pool recommendations are calculated by applying divisional payout rates to divisional risk-adjusted, bonus-eligible performance. Divisional payout rates are calibrated to both historical mid-points and competitive benchmarks to promote transparency of initial pool recommendations. Infrastructure pool recommendations are determined separately and are not dependent on the performance of the divisions they oversee, in accordance with § 5 (4) InstitutsVergV.

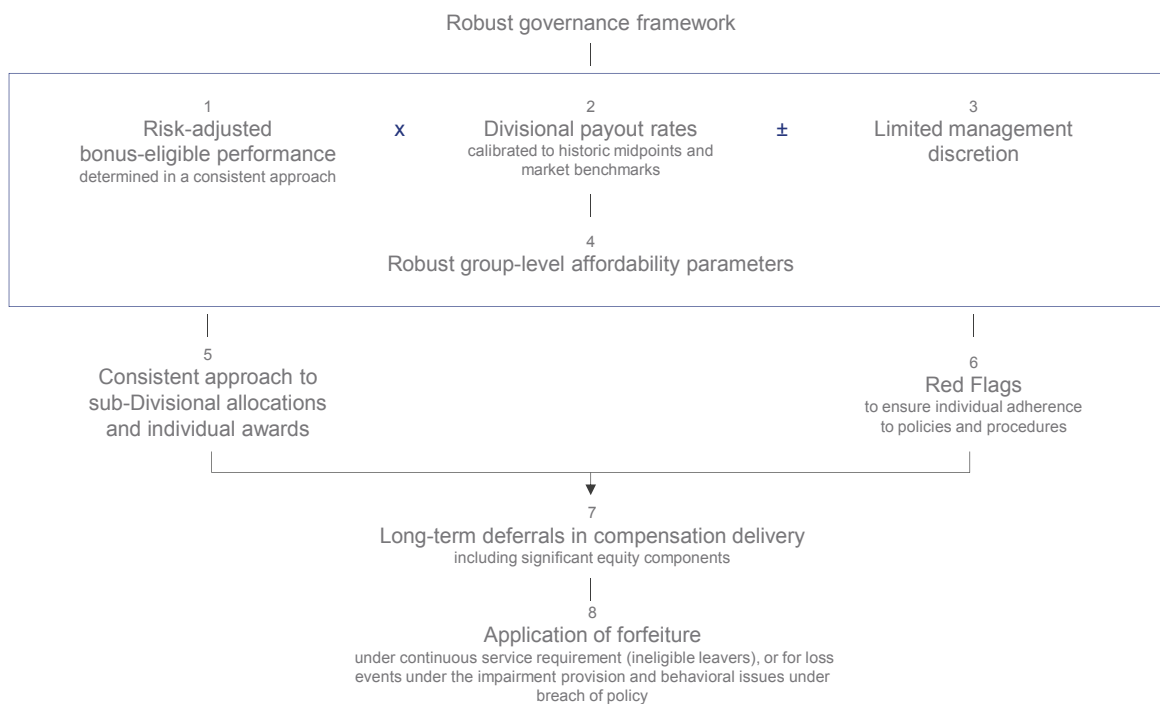
The resulting pool recommendations are then considered and reviewed taking into account other strategic qualitative factors and external benchmarks. In accordance with the InstitutsVergV, the emphasis of remuneration for the majority of infrastructure employees, particularly in key control functions, is on fixed compensation.

When making VC pool decisions, the overriding consideration is balancing Group affordability with competitiveness; ensuring the Bank is able to meet externally published targets, liquidity and capital requirements, in accordance with the specifications of § 7 and § 19 InstitutsVergV. Group-level affordability tests are conducted to determine the recommended VC pool sizes are appropriate; supporting long-term profitability and the sustainable development of the Bank, in line with the Group Compensation Strategy and with the Bank’s values and beliefs. The metrics used by the SECC to assess Group affordability include, but are not limited to:

- Pro forma CRR/CRD 4 Common Equity Tier 1 Capital Ratio
- Liquidity
- Risk Bearing Capacity
- Cost Income Ratio
- Compensation Ratio
- Income before Income Taxes (IBIT)
- Net Income
- Other relevant financial metrics requested by the SECC

The Group VC pool is considered affordable if aligned with these key financial metrics and if consistent with the projected fulfillment of future regulatory and strategic goals.

Summary of the VC pool determination process and the overarching governance framework:



**Variable Compensation Structure and Vehicles**

VC has been used by the Bank for many years to incentivize, reward and retain strong performing employees and thereby differentiate total compensation outcomes. All individual VC decisions must be performance-based and linked to a combination of risk-adjusted Group, divisional and individual performance. Managers, when exercising discretion, must fully understand both the absolute and relative risk-taking activities of individuals to ensure that VC allocations are balanced and risk-taking is not inappropriately incentivized.

At a senior level, we are committed to ensuring that a large portion of any VC award is linked to the long-term development and performance of the Bank through the structured deferral of awards over a minimum three year period, with appropriate performance conditions and forfeiture provisions.

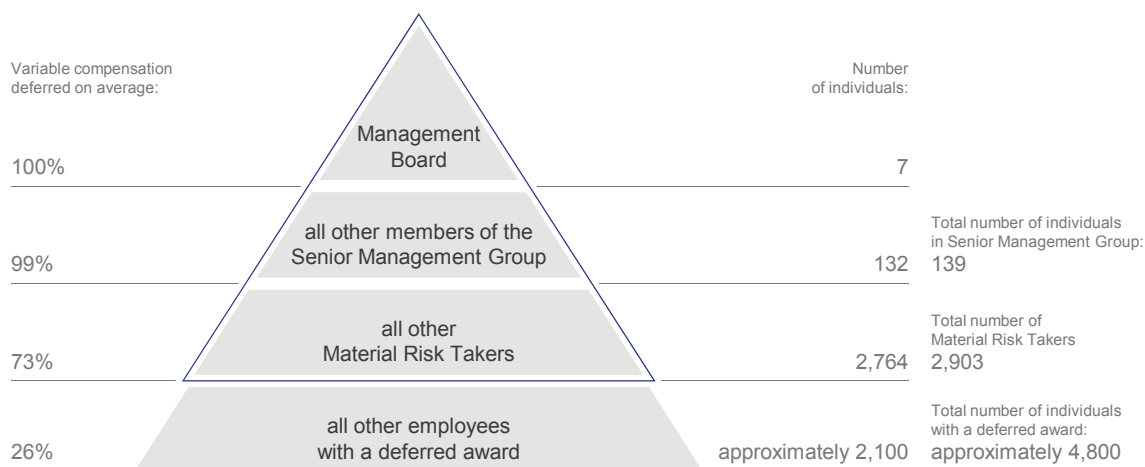
The overall benefits of deferred awards and the positive aspects from a retention and risk management perspective must also be carefully balanced with the management of compensation costs for future years and the implications of increasing levels of deferral. To strike the right balance, it was determined that 45 % (not including Equity Upfront Awards) of the overall group bonus pool for 2014 would be in the form of deferred compensation.

For 2014, following CRD 4 implementation, the Bank has considered the impact of CRD 4's effect of both reducing the VC pool and restricting the population whose deferral level can be varied, whilst giving due consideration to market deferral levels and regulatory requirements.

The 2014 deferral matrix delivers similar employee deferral levels on a total compensation basis to that in 2013. The key change is the introduction of a new threshold, whereby employees with fixed pay of greater than € 500,000 are subject to 100 % VC deferral. Introducing 100 % deferral for employees with significant levels of fixed pay reinforces Deutsche Bank's publicly stated goal of being at the forefront of compensation change.

Employees with fixed pay less than or equal to € 500,000 will be subject to the Bank's VC deferral matrix. For these individuals, the deferral threshold was set at € 100,000, above which at least 50 % of any VC was deferred. The deferral matrix is fully aligned with regulatory requirements and it continues to be geared towards protecting lower earners, whilst ensuring an appropriate amount of deferral for higher earners. As such, 100 % of any VC above € 500,000 was fully deferred.

#### Senior Employee Population Groups and Average Deferral Rates of Variable Compensation



△ Full population identified as Material Risk Takers, pursuant to InstitutsVergV

Employees with a 2014 deferred VC award received 50 % of the award in the form of deferred equity and 50 % in deferred cash. Note: a limited number of senior employees in our Deutsche AWM division received a portion of their deferred award in the form of an Employee Investment Plan (EIP) Award. These are cash settled awards based on the value of funds managed by the business. Deferral and forfeiture provisions under the EIP remain the same as all other awards.

The following instruments were utilized to achieve this:

#### Restricted Equity Awards

The deferred equity portion is delivered as a Restricted Equity Award ("REA") which vests on a pro rata basis over three years (or 4.5 years for the Senior Management Group). Employees in the Private Client Services ("PCS") business of Deutsche AWM receive a PCS award instead of REA. The value of the REA is linked to the Bank's share price over the vesting (and, where applicable, retention) period and is therefore tied to the long-term sustained performance of the Bank. Specific forfeiture provisions apply during the deferral period and, where applicable, retention periods.

#### Restricted Incentive Awards

The non-equity based portion is granted as deferred cash compensation (Restricted Incentive Award, "RIA") which vests on a pro rata basis over three years (a longer deferral period applies to Management Board members). Specific forfeiture provisions apply during the deferral period.

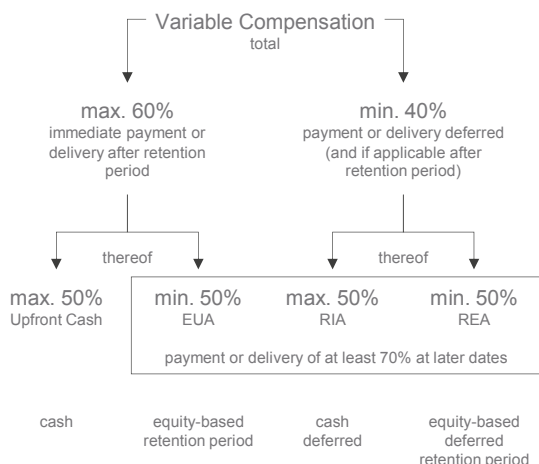
#### Equity Upfront Awards

In addition to the above deferred awards, all Material Risk Takers receive 50 % of their upfront (non-deferred) award in the form of an Equity Upfront Award ("EUA").

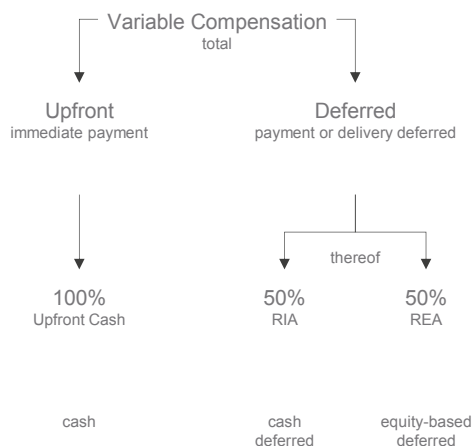
The EUA is vested at grant but it is subject to a 6 month retention period. The value of the EUA is linked to the Bank's share price during the retention period and is therefore tied to the sustained performance of the Bank. Specific forfeiture provisions apply during the retention period in addition to a service requirement.

The following diagram summarizes the above compensation vehicles utilized for Material Risk Takers and all other employees with a deferred award.

**Compensation structure for Material Risk Takers**



**Compensation structure for all other employees with a deferred award**



EUA = Equity Upfront Awards  
RIA = Restricted Incentive Awards  
REA = Restricted Equity Awards

**Deferral Schedule**

Regulatory requirements dictate that deferral periods for Material Risk Takers should be a minimum of three years. As in previous years, we have chosen to apply these minimum requirements to all employees with deferred awards. We have also once more identified a subset of our most senior MRTs. This Senior Management Group (consisting of 139 employees) are subject to a 4.5 year (cliff vest) deferral period in respect of their REA. This is intended to ensure more than any other employees they have a vested interest in the long-term, sustained performance of the Bank.




A six month retention period also applies following the vesting of each REA tranche for MRTs. For the Senior Management Group, the six month retention period follows the 4.5 year vesting period. As such, they will not realise any of the value of their 2015 REA until at least February 2020 (five years following grant).

All MRTs also receive 50 % of their upfront award in the form of an EUA. The EUA is vested at grant, however it is subject to a six month retention period during which time forfeiture provisions are applicable (this goes beyond regulatory requirements).

Below is a summary of the vesting structure for each population of employees with a deferred award (excluding the Management Board).



## Structure for 2014 deferred compensation

Employee population	Upfront		Deferred	
	Cash Bonus (50% of Upfront Award)	Equity Upfront Award (EUA) (50% of Upfront Award)	Restricted Incentive Award (RIA) (deferred cash) (50% of Deferred Award)	Restricted Equity Award (REA) (deferred equity) (50% of Deferred Award)
<b>Senior Management Group<sup>1</sup></b>  	Vesting schedule (Grant date February 2015)	Fully vested at grant (Feb 2015)	3-year equal vesting tranches (February 2016, 2017, 2018)	4.5-year cliff vesting (August 2019)
	Retention period (post vesting period)	Retention period ends August 2015		Retention period ends February 2020
<b>Remainder of Material Risk Takers</b>  	Vesting schedule (Grant date February 2015)	Fully vested at grant (Feb 2015)	3-year equal vesting tranches (February 2016, 2017, 2018)	3-year equal vesting tranches (February 2016, 2017, 2018)
	Retention period (post vesting period)	Retention period ends August 2015		Retention periods end August 2016, 2017, 2018
<b>All other employees with deferred awards</b>  	Vesting schedule (Grant date February 2015)		3-year equal vesting tranches (February 2016, 2017, 2018)	3-year equal vesting tranches (February 2016, 2017, 2018)
	Retention period (post vesting period)			

<sup>1</sup> Excluding Management Board.

## Risk Adjustment of Variable Compensation

A series of measures are intended to facilitate effective risk management processes are embedded into compensation systems addressing both ex ante and ex post adjustments.

### Ex-Ante Risk Adjustment

To establish appropriate ex-ante risk adjustments, we use a consistent, bank-wide standardised methodology to measure risk-adjusted bonus-eligible (“RA BE”) performance (RA BE Net Income before Bonus and Tax (“NIBBT”)) by business. All performance for VC calculation purposes is appropriately risk-adjusted based on economic capital utilisation in accordance with the requirements of § 19 InstitutsVergV.

The Bank’s economic capital model was developed within the Risk function and is the Bank’s primary method for calculating the degree of future potential risk to which the Bank may be exposed. The model measures the amount of capital that the Bank would need in order to absorb very severe unexpected losses arising from the Bank’s exposures.

Economic capital was verified as being the Bank’s best estimate for future but not materialized losses from its current portfolio and therefore the best metric to adjust VC pools. The SECC reviewed the appropriateness of the risk-adjustment methodology and does so on an annual basis.

The Bank’s economic capital model captures inputs from four risk areas:

- Credit risk
- Market risk
- Operational risk
- Business risk

These risks are modelled independently and with the consideration of the different components that constitute each risk area.

### **Credit Risk**

Credit risk arises from all transactions where actual, contingent or potential claims against any counterparty, borrower or obligor (referred to collectively as 'counterparties') exist, including those claims that the Bank plans to distribute. Credit risk includes 'default risk', 'country risk' and 'settlement risk'.

### **Market Risk**

Market risk arises from the uncertainty concerning changes in market prices and rates (including interest rates, equity prices, foreign exchange rates and commodity prices), the correlations among them and their levels of volatility. Market risk includes 'trading market risk', 'non-trading market risk' and 'traded default risk'.

### **Operational Risk**

Operational risk means the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It includes infrastructure risk and other non-financial risk, such as regulatory and legal risk. It also includes model risk, which comprises the Bank's risk of suffering losses or taking wrong strategic decisions due to malfunctioning of models used in asset or liability pricing, risk measurement or other areas (e.g., to implement trading strategies, forecast economic developments, analyse investments or optimise performance).

### **Business Risk**

Business risk describes the risk we assume due to potential changes in general business conditions, such as our market environment, client behaviour and technological progress, as these can affect DB's results if we fail to adjust quickly to these changing conditions. The most material aspect of business risk is 'strategic risk', which represents the risk of suffering unexpected operating losses due to decreases in operating revenues which cannot be compensated by cost reductions within the respective time horizon. Strategic risk only covers revenue or cost volatility which are not attributable to position taking (market risk), credit losses (credit risk) and operational events (operational risk).

As a general rule, the Bank captures all material risks within the four prime risk types of the Bank's economic capital framework described above. Other risks are hereby mapped into the appropriate overarching risk type.

As a result of the above methodology, as the risk profile of the organisation increases, the economic capital charge also increases, thereby reducing Bank-wide economic profitability and, by extension, the amount of variable compensation awarded. The Bank considers that the utilisation of risk adjusted P&Ls is an extremely effective and robust ex-ante adjustment methodology and serves as a deterrent for taking substantial risk because this model correlates variable compensation payouts to the amount of risk taken.

The economic capital risk adjustment is not the sole risk adjustment. Credit, market and operational losses booked in the P&L are reflected in NIBBT and, additionally, sub-divisional allocation considers other appropriate risk metrics and 'Red Flag' data. Divisional VC pools also include the impact of liquidity costs through Funds Transfer Pricing, which provides appropriate incentives to liquidity users and providers. Liquidity costs are fully allocated to businesses and reported as part of business performance. The rationale and magnitude of the pricing components are continually monitored by Treasury.

### **Ex post risk adjustment**

Performance conditions and forfeiture provisions are a key element of our deferred compensation structures and ensure that awards are aligned to future conduct and performance. As illustrated by the statistics in this report, the percentage of VC awards subject to deferral, and therefore performance and forfeiture conditions, increases in line with earnings. In conjunction with the scope of the risk adjustment measures, the duration for

which they are applicable is equally as important and is reflected in the application of such conditions up to the settlement of awards.

The following performance and forfeiture provisions have been applied to 2014 deferred VC awards (awarded in February 2015).

#### **Group's Common Equity Tier 1 capital ratio performance condition**

This performance condition is applicable to all employees with deferred equity awards. If at any quarter end during the vesting period and prior to settlement the Group's Common Equity Tier 1 capital ratio is below the applicable regulatory minimum capital level, inclusive of an additional risk buffer of 200 basis points, as determined by the Management Board, the full undelivered REA will be forfeited by all employees with deferred equity awards.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if the CET 1 provision is triggered at any time, the full undelivered REA will be forfeited.

#### **Group IBIT performance condition**

This performance condition is triggered if Group Income before Income Taxes (IBIT) is negative. It is applicable to all employees with deferred equity awards. If the Management Board determines, prior to settlement, that Group IBIT is negative for the year prior to vesting, the performance condition will not be met and 100 % of the REA tranche due to settle in respect of that year will be forfeited by all employees.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if for any year during this period the Group IBIT is negative (but the CET 1 provision is not triggered), 20 % of the award will be forfeited in respect of that year.

For Material Risk Takers, the tranche aspect of the Group IBIT provision also applies to their RIA so that if the Management Board determines, prior to settlement, that Group IBIT is negative for the year prior to vesting, the performance condition will not be met and 100 % of the RIA tranche due to settle in respect of that year will be forfeited.

#### **Divisional IBIT performance condition**

This performance condition is applicable to MRTs only and is triggered if an employee's respective division's IBIT is negative. If IBIT is negative for any division for the year prior to vesting, 100 % of the REA and RIA tranches due to settle in respect of that year will be forfeited (as determined by the Management Board, prior to settlement) by all MRTs in the applicable division even if Group performance remains positive.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if for any year during this period the divisional IBIT is negative, 20 % of the award will be forfeited in respect of that year.

The divisional forfeiture measure does not apply to the Management Board or employees working in Regional Management or Infrastructure divisions. Only the Group forfeiture provision applies.

#### **Revenue Impairment provision**

This forfeiture provision applies to RIA and REA and allows the Bank to determine whether adjustments may be necessary based on actual outcomes following award. Up to 100 % of undelivered awards can be forfeited in the event that it is discovered that the original award value (or the grant, vesting or settlement of any other award made to the participant) was inappropriate because a performance measure is later deemed to be materially inaccurate or if a deal, trade or transaction considered to be attributable to an employee has a significant adverse effect on any Group entity, division or the Group as a whole.

This provision also includes EUA for MRTs, ensuring that a greater percentage of awards for MRTs are subject to potential performance based forfeiture. Furthermore, it is also applicable during the retention period following REA vesting therefore ensuring performance forfeiture measures stretch over a minimum 3.5 year period for equity awards to MRTs (five years for the Senior Management Group).

### Policy/Regulatory Breach provision

This behavioural based forfeiture provision is applicable to both REA and RIA and provides for the forfeiture of up to 100 % of undelivered deferred compensation for an internal policy or procedure breach, or breach of any applicable laws or regulations imposed externally.

For MRTs, this provision also applies to EUAs and the six months retention period following REA vesting therefore ensuring behavioural forfeiture measures remain applicable for a minimum of 3.5 years for equity awards granted to Material Risk Takers (five years for the Senior Management Group).

A summary of the above provisions is set out below.

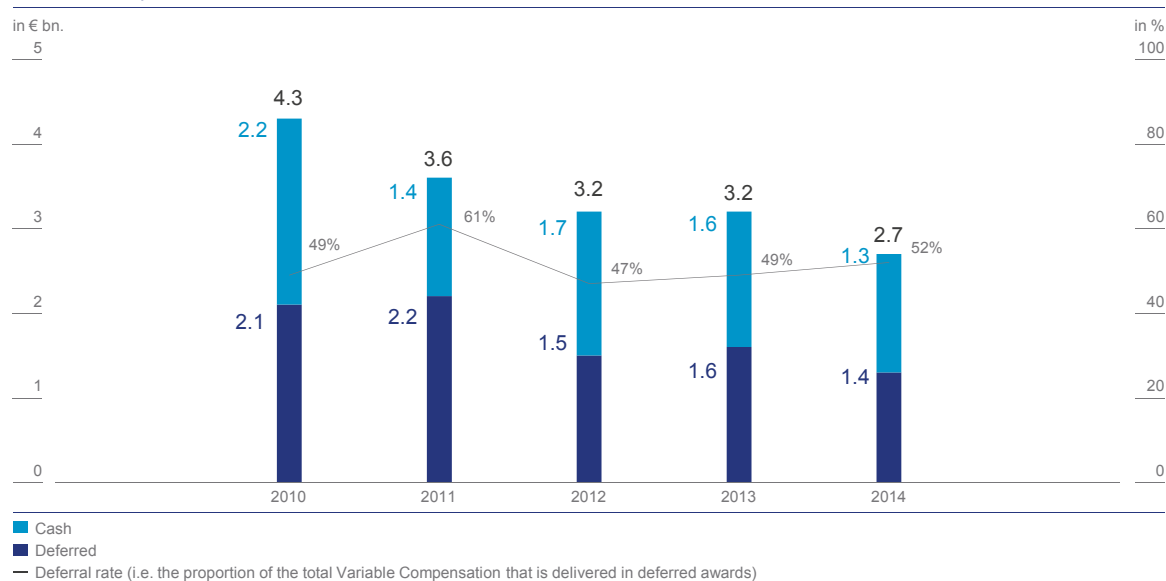
#### 2014 deferred compensation awards: forfeiture provisions

Performance Conditions & Forfeiture provisions	Senior Management Group & other Material Risk Takers	All other staff with Deferred Awards
<b>Group Performance Provision (REA) – Applicable to REA tranches prior to settlement</b>	yes	yes
— In the event of negative Group IBIT, the next vesting tranche of REAs will be forfeited		
— In the event that the CET1 Capital Ratio is less than 200 basis points over the Group's applicable regulatory minimum capital level according to Article 92(1)(a) of the CRR as a result of the Group incurring a negative net income or for any other reason, 100% of undelivered 2014 REAs will be forfeited		
<b>Group Performance Provision (RIA) – Applicable to RIA tranches prior to settlement for MRTs</b>	yes	
— In the event of negative Group IBIT, the next vesting tranche of RIAs will be forfeited		
<b>Divisional Performance Provision – Applicable to REA and RIA tranches prior to settlement for MRTs</b>	yes	
— In the event of negative Divisional IBIT, the next vesting tranche of REAs/RIAs will be forfeited		
— Provision is not applicable for Infrastructure, Regional Management or NCOU employees		
<b>Revenue Impairment Forfeiture – Applicable to undelivered RIA and REA</b>	yes	yes
<b>Revenue Impairment Forfeiture – Applicable to EUA and retention periods following vesting of REA tranches for MRTs</b>	yes	
<b>Breach of Policy – Applicable to undelivered RIA and REA</b>	yes	yes
<b>Breach of Policy – Applicable to EUA and retention periods following vesting of REA tranches for MRTs</b>	yes	

### 2014 Variable Compensation Awards

2014 Variable Compensation awards (which exclude charges for prior year deferrals but include current year awards amortized in the future) were € 2.7 billion in total. The Group-wide deferral ratio (including EUAs) was 52 %.

### Variable Compensation and deferral rates



						2014	2013
in € m. (unless stated otherwise)	CB&S	GTB	Deutsche AWM	PBC	NCOU	Group Total	Group Total
<b>Total Compensation<sup>1</sup></b>	<b>4,472</b>	<b>998</b>	<b>1,502</b>	<b>2,830</b>	<b>218</b>	<b>10,020</b>	<b>9,871</b>
thereof:							
Fixed Pay	2,771	756	1,037	2,580	169	7,313	6,707
Variable Compensation	1,701	242	465	250	49	2,707	3,164
<b># of employees (full-time equivalent) at period end</b>	<b>25,843</b>	<b>11,284</b>	<b>11,635</b>	<b>47,619</b>	<b>1,757</b>	<b>98,138</b>	<b>98,254</b>

<sup>1</sup> Total Compensation defined as fixed pay (base salary + AFPS + relevant local allowances) plus VC

All figures in the table include the allocation of Infrastructure related compensation and number of employees according to our established cost allocation key. The table may contain marginal rounding differences.

Variable compensation has been used in the above table. The Group total of € 2.7 billion aligns to the VC pool as signed off by the Management Board. Please note that for fixed to variable ratio calculation purposes, 'variable pay' has been used, which comprises variable compensation as well as other discretionary remuneration payments.

As detailed in the section "CRD 4 Implementation", the application of a 1:1 and 1:2 ratio has required a 're-balancing' from variable to fixed compensation for a number of employees. The proportion of fixed and variable compensation within "total compensation" in the above table is reflective of the measures taken to adhere to the mandated ratios.

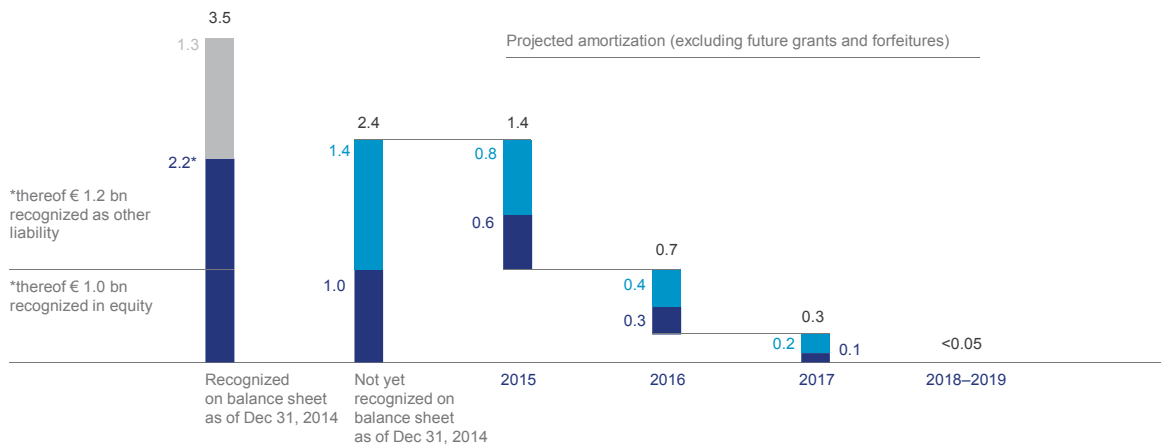
### Recognition and Amortization of Variable Compensation Granted

As of December 31, 2014, including awards granted in early February 2015, unamortized deferred variable compensation costs amount to approximately € 2.4 billion.

### Variable compensation

Recognition as of December 31, 2014 and projected amortization of deferred compensation granted

in € bn



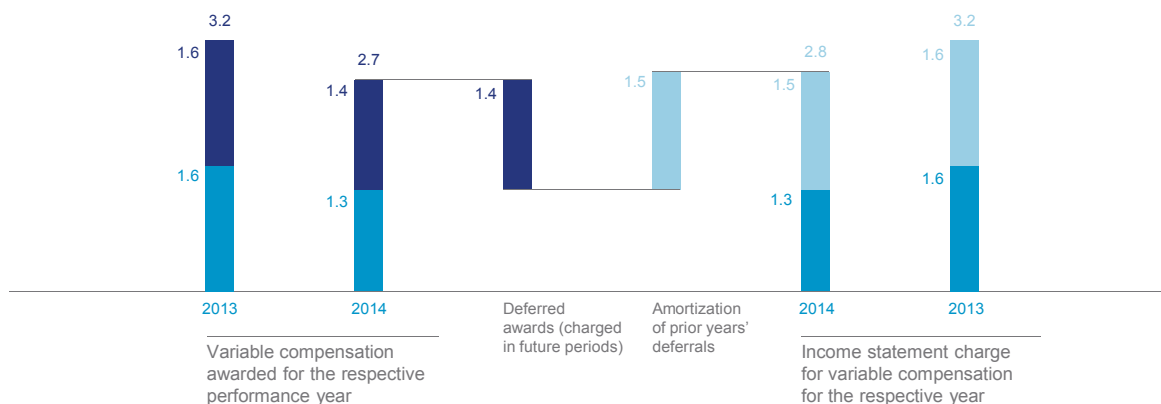
■ Cash portion of variable compensation granted for performance year 2014 recognized as part of other liabilities.

■ Deferred variable compensation granted for performance years earlier than 2014.

■ Deferred variable compensation granted for performance year 2014.

### Reconciliation between Variable Compensation and P&L charge

in EUR bn



■ Deferred awards (charged in future periods)

■ Cash bonus (charged in respective period)

■ Amortization of prior years' deferrals

## Material Risk Takers

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In accordance with the InstitutsVergV we are required to identify all employees whose work is deemed to have a major influence on the overall risk profile of the Group. Appropriately identifying Material Risk Takers (“MRTs”), and subsequently designing suitable compensation structures for them, is essential in order not to incentivize inappropriate risk-taking. The European Banking Authority’s Regulatory Technical Standards (“EBA RTS”), which have been adopted by the InstitutsVergV, came into effect in June 2014. The RTS outline prescriptive quantitative and qualitative criteria for identifying MRTs.

To promote alignment with new regulatory requirements, the 2014 MRT identification process is based on a combination of qualitative and quantitative criteria as set out in the EBA RTS, and internal criteria developed by the Bank to identify additional categories of employees whose professional activities have a material impact on the Bank’s risk profile.

On a global basis, 2,903 employees were identified as MRTs for performance-year 2014, spanning 47 countries. This represents an increase of 124 % compared to 2013, when 1,295 were identified. In prior years, the number of our MRTs has been significantly higher than many of our principal competitors, both from an absolute level and as a percentage of total employee population. However, and as intended, it is expected that the application of the EBA RTS will result in a much more level playing field.

### Compensation Structures for Material Risk Takers

Material Risk Takers are subject to the same deferral matrix as the general employee population, save for the requirement that at least 40 % – 60 % of VC must be deferred. If a MRT’s VC does not trigger a deferral of at least 40 % under the Group’s global deferral matrix then (providing their VC is in excess of € 50,000) the matrix is overridden to ensure that regulatory obligations are met. On average, however, MRTs are subject to deferral rates in excess of the minimum 40 % – 60 % regulatory requirements.

All MRTs receive 50 % of their deferred VC in the form of a Restricted Equity Award (“REA”) and typically the remaining 50 % as a Restricted Incentive Award (“RIA”). A limited number of MRTs in Deutsche AWM received a portion of their RIA in the form of an Employee Investment Plan (“EIP”) Award. These are cash settled awards based on the value of funds managed by the business, and deferral and forfeiture provisions under the EIP remain the same as the RIA. These employees still received 50 % of their deferred award in equity (as a REA) as required by regulation.

Upon the vesting of each REA tranche (or at the end of the 4.5 year vesting period for the Senior Management Group), a further minimum six-month retention period applies during which time employees are not permitted to sell their shares. Employees can still forfeit their REA under the Policy/Regulatory Breach and Revenue Impairment forfeiture provisions or if they are subject to termination for Cause during the retention period.

In addition to the deferred award, 50 % of the upfront award (the remaining portion after the deferred element is calculated) is also awarded in equity in the form of an Equity Upfront Award (“EUA”). At award, the equity is subject to a minimum six-month retention period during which time the shares cannot be sold. Adding the EUA to the deferred portion of the award means that, on average, MRTs receive less than 15 % of their 2014 VC as an immediate cash payment (i.e., average deferral rates in excess of 85 %). EUAs are subject to the Policy/Regulatory Breach and Revenue Impairment forfeiture provisions during the retention period and will also be forfeited if the employee leaves the Group either voluntarily or for cause.

All deferred awards and the EUA are subject to forfeiture following a Policy/Regulatory Breach or Revenue Impairment event. In addition, all deferred awards are subject to forfeiture provisions linked to the performance of the respective division and/or the Group as a whole.

See “Ex-post risk adjustment” in the section “Group Compensation Overview and Disclosure” for a full summary of the performance and forfeiture provisions.

### Compensation Disclosure pursuant to Section 16 InstitutsVergV

Section 16 InstitutsVergV provides that the duties of disclosure for institutions are determined solely by Article 450 of Regulation (EU) No. 575/2013 (the Capital Requirements Regulation, “CRR”). Article 450 CRR introduces new disclosure requirements and the tables below have been created in accordance with this.

### Aggregate remuneration

As described above, we have developed, refined and implemented a structured and comprehensive approach in order to identify Material Risk Takers in accordance with the InstitutsVergV requirements. The collective remuneration elements for this population of employees are detailed in the table below. Please note that ‘variable pay’ is reported in the table, which includes variable compensation as well as other discretionary remuneration elements. Variable pay has been used for fixed to variable remuneration ratio purposes.

All Management Board members and Board members of other significant Group Subsidiaries per Section 1 and 17 InstitutsVergV are included in the Geschäftsleiter column. Non-executive Board members and Supervisory Board members are included in the adjacent column. Compensation information is not reported for Non-executive Board members and Supervisory Board members. Their compensation (limited to a fixed fee/expenses) is not part of the SECC’s remit or governance.



	2014							
in € m. (unless stated otherwise) <sup>1</sup>	CB&S	PBC	GTB	Deutsche AWM	Geschäftsleiter (Significant Institutions)	Non-executive & Supervisory Board (Significant Institutions)	NCOU	Group Total
<b>Number of employees</b>	2,057	108	141	388	76	67	67	2,903
thereof:								
Senior Management Group	58	15	13	21	25	0	7	139
Other material risk takers	1,998	93	128	367	51	67	60	2,764
<b>Total Pay</b>	<b>2,072</b>	<b>98</b>	<b>120</b>	<b>381</b>	<b>109</b>	<b>N/M</b>	<b>74</b>	<b>2,854</b>
thereof:								
Fixed Pay <sup>2</sup>	980	50	55	169	54	N/M	38	1,347
Variable Pay <sup>3</sup>	1,092	48	65	212	55	N/M	36	1,508
<b>Variable Pay</b>	<b>1,092</b>	<b>48</b>	<b>65</b>	<b>212</b>	<b>55</b>	<b>N/M</b>	<b>36</b>	<b>1,508</b>
thereof:								
Variable in cash	553	24	32	108	25	N/M	19	761
Variable in shares	539	24	32	102	30	N/M	17	745
Variable in share-linked instruments	0	0	0	0	0	N/M	0	0
Variable in other types of instruments	0	0	0	2	0	N/M	0	2
<b>Outstanding deferred Variable Pay</b>	<b>2,049</b>	<b>81</b>	<b>94</b>	<b>296</b>	<b>167</b>	<b>N/M</b>	<b>73</b>	<b>2,760</b>
thereof:								
Vested awards	12	0	0	0	12	N/M	0	25
Unvested awards	2,037	81	94	296	154	N/M	73	2,735
Termination payments <sup>4</sup>	N/M	N/M	N/M	N/M	N/M	N/M	N/M	4
Number of beneficiaries	N/M	N/M	N/M	N/M	N/M	N/M	N/M	6

N/M – Not meaningful

<sup>1</sup> Excluding Postbank

<sup>2</sup> Fixed pay defined as: base salary + Additional Fixed Pay Supplement + relevant local allowances

<sup>3</sup> Variable pay defined as: VC + other discretionary remuneration payments

<sup>4</sup> Termination payments have been disclosed collectively for the Group in order to safeguard employee confidentiality due to the low number of recipients

All figures in the table include the allocation of Infrastructure related compensation and number of employees according to our established cost allocation key. The table may contain marginal rounding differences.

Sign-on awards are intended to be a one-off premium to exceptional new hires and are included as variable pay in the year of joining for the purposes of the maximum fixed to variable ratio. As such, Sign-on awards are included in 'variable pay' in the above table. For 2014, € 6.09 million Sign-on awards were granted to a total number of 15 MRTs.

We are conscious that any discretionary termination payments made must be determined based on the sustained commitment of the individual and their personal contribution to the success of the Bank during the course of their employment. The largest single award made in 2014 was € 3.01 million.

During the course of 2014, seven MRTs had awards subject to forfeiture as a result of being terminated for cause or as a result of a finding of a Policy/Regulatory Breach or Revenue Impairment. The total amount forfeited (based on the value of the awards at grant) was € 2.75 million. As at the end of 2014, one individual was also under review by the Bank's committees and subject to suspended vesting or delivery of deferred awards due to ongoing investigations.

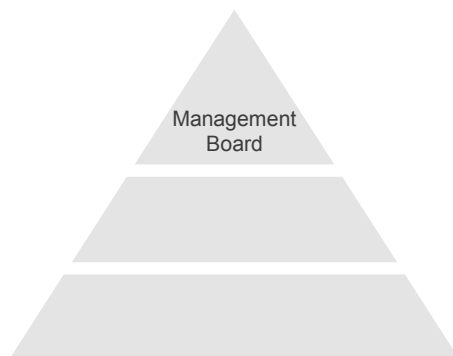
## Remuneration of high earners

Per Article 450 CRR, the Bank is also required to disclose the number of individuals remunerated € 1 million or more. This information is provided below:

Total Pay <sup>1</sup>	2014
	Number of employees
1,000,000 to 1,499,999	391
1,500,000 to 1,999,999	168
2,000,000 to 2,499,999	85
2,500,000 to 2,999,999	56
3,000,000 to 3,499,999	35
3,500,000 to 3,999,999	25
4,000,000 to 4,499,999	19
4,500,000 to 4,999,999	8
5,000,000 to 5,999,999	15
6,000,000 to 6,999,999	7
7,000,000 to 7,999,999	5
8,000,000 to 8,999,999	2

<sup>1</sup> Total Pay defined as fixed pay (base salary + AFPS + relevant local allowances) plus variable pay (VC plus other discretionary remuneration payments)

## Management Board Report and Disclosure



## Compensation System for Management Board Members

### Responsibility

The Supervisory Board as a plenary body is responsible for the structuring of the compensation system for the members of the Management Board as well as for determining their individual compensation. As of the 2014 financial year, the Supervisory Board is supported by the Compensation Control Committee. The requirement to establish this additional Committee from Supervisory Board members is a result of the regulatory approaches under CRD 4. This Directive has been refined and transposed into German law by the CRD 4 Implementation Act by way of amendments to the German Banking Act (*Kreditwesengesetz* – KWG) and revised versions of the *InstitutsVergV* at the national level.

As required by law, the Compensation Control Committee comprises four members, of which at least one must have sufficient expertise and professional experience in the area of risk management and risk controlling and at least one other must be an employee representative. With regard to the Management Board, the Compensation Control Committee has assumed the essential functions, previously carried out by the Chairman's Committee, in particular, supporting and monitoring the Supervisory Board in the appropriate structuring of the compensation system, as well as preparing the resolutions of the Supervisory Board regarding individual compensation.

### Approval of the compensation system by the General Meeting

The Supervisory Board regularly reviews the compensation system for the members of the Management Board. In the case of a change or restructuring of the compensation framework, the Supervisory Board uses the possibility provided in the German Act on the Appropriateness of Management Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung – VorstAG*) for the General Meeting to approve the system of compensation for Management Board members. Most recently, in May 2013, the General Meeting approved a new compensation system for the members of the Management Board by a large majority of 88.71 % retroactive to January 1, 2013.

### New regulatory and statutory requirements

The regulatory approaches under CRD 4 also create new challenges for the design of compensation systems. The requirements apply for the first time to the Management Board compensation that is determined for the 2014 financial year. A material element of the regulatory provisions is the limit on the ratio of fixed to variable compensation of 1:1 (cap regulation), i.e. the amount of variable compensation must not exceed that of fixed compensation. The thought behind this is that excessively high variable compensation could create an increased incentive to enter into inappropriately high risks.

Retaining the approved system under the new statutory requirements would make it necessary to increase the fixed compensation and thus to significantly raise the directly payable cash component. However, lawmakers have also stipulated that shareholders can resolve to soften the requirement by setting the ratio of fixed to variable compensation to 1:2.

In May 2014, the General Meeting made use of this statutory possibility and approved the before-mentioned setting to 1:2 with a large majority of 90.84 %. As a result, the increase in fixed costs will be minimized and greater flexibility will be preserved in the composition of total compensation within the present system. In addition, the contributions to the company pension plan have been modified to be able to include them in the calculation of the 1:2 ratio (which further reduces the need to increase fixed compensation) and thus to avoid undesirable cost increases relating to pension benefits.

### Principles of the compensation system

The structuring of the compensation system for members of the Management Board takes place in consideration of and within the framework of the statutory and regulatory requirements. The widely varying requirements applicable worldwide present the Supervisory Board with the challenge of being able to offer, within the regulatory requirements, overall compensation packages that continue to be in line with customary market practices and therefore competitive.

When designing the specific structure of the compensation system, determining individual compensation amounts, and structuring its delivery and allocation, the focus is on ensuring a close link between the interest of both the Management Board members and shareholders. While defining the variable compensation, this is achieved through the utilization of clearly defined key financial figures which are directly linked to the performance of Deutsche Bank and granting equity-based compensation components amounting to at least 50 % of the total Variable Compensation. When determining the variable compensation, the equity-based compensation components are directly linked to the performance of the Deutsche Bank share price, and only become eligible for payment after a period of several years.

Through the structure of the compensation system the members of the Management Board are motivated to avoid unreasonably high risks, to achieve the objectives set out in the Bank's strategies and to work continuously towards the positive development of the Group.

In the context of its review of the compensation system and the determination of the Variable Compensation the Supervisory Board uses the expertise of independent external compensation consultants and, if necessary, legal consultants.

### Compensation Structure

With effect from January 1, 2013, the compensation system for Management Board members was fundamentally changed by the Supervisory Board, and in 2014 it was adapted to the new regulatory requirements. The compensation system approved by the Supervisory Board and the compensation structures it encompasses are reflected in the individual Management Board members' contracts.

At the beginning of the financial year, the Supervisory Board reviews the fixed compensation and the target figures for the Variable Compensation components. Furthermore, it defines the general Group-wide and individual objectives for the Management Board members and verifies that the standardized target objectives set for the Long-Term Performance Award are still aligned to the Bank's long-term strategy. The performance of individual Management Board members is evaluated by the Supervisory Board and discussed with the Management Board members throughout and at the end of the year.

The total compensation resulting from the new compensation system is divided into both non-performance-related and performance-related components.

### Non-Performance-Related Components (fixed compensation)

The fixed compensation is not linked to performance.

The fixed compensation primarily consists of a base salary. The base salary is disbursed as a base salary in twelve equal monthly payments. In light of the new regulatory requirements, the base salary was reviewed in the course of the year 2014 and determined as follows:

in €	2014	2013
<b>Base salary</b>		
Co-Chairmen	3,800,000	2,300,000
Ordinary Board member	2,400,000	1,150,000

The InstitutsVergV provides for the possibility to define contributions to the company pension plan as fixed compensation and thus to include these in the basis for calculating the ratio between fixed and variable compensation components. The aforementioned base salary amounts have therefore been determined taking into account the contributions to the company pension plan.

Since the 2014 financial year, the contributions to the company pension plan amount to:

in €	2014
<b>Contributions to the company pension plan</b>	
Co-Chairmen	650,000
Ordinary Board member	400,000

Additional non-performance-related components include "other benefits". The "other benefits" comprise the monetary value of non-cash benefits such as company cars and driver services, insurance premiums, expenses for company-related social functions and security measures including payments, if applicable, of taxes on these benefits as well as taxable reimbursements of expenses.

## Performance-Related Components (Variable Compensation)

The Variable Compensation is performance-related and consists of two components:

- the Annual Performance Award and
- the Long-Term Performance Award.

### Annual Performance Award (APA)

The APA rewards the achievement of the Bank's short and medium-term business policy and corporate objectives that were set as part of the objective setting agreement for the respective financial year's performance evaluation. Not only is financial success taken into account in the process, but also the conduct towards staff members and clients as part of carrying out business activities.

The total amount of the APA is determined on the basis of several components:

- 60 % of the Award amount depends on general Group-wide objectives that are identical for all Management Board members;
- The remaining 40 % of the Award amount is based on individual performance and individual objectives that are set by the Supervisory Board for each member of the Management Board separately on the basis of the member's function.

With regard to the Strategy 2015+, the objectives are generally aligned with the categories "capital", "costs", "competencies", "clients" and "culture" and thus not only reflect quantitative objectives, but also address qualitative aspects of the performance delivered.

### Objectives for the 2014 Financial Year

The following Group-wide key financial figures were agreed to as metrics for the 2014 financial year and apply equally to all Management Board members. The targets to be achieved may also generally include other aspects, such as return-on-investment targets, derived from the five identified categories:

- Category Capital: Common Equity Tier 1 Ratio (CET 1) and Leverage Ratio;
- Category Costs: Cost-Income-Ratio (CIR);
- Category Competencies: Value added reported; and
- Categories Culture/Clients: Employee Commitment, Behaviour and Reputation.

Each category of these objectives is weighted at 15 % in the determination of the Award amount. Thus, the proportion of these categories as part of the overall APA is equal to 60 %.

In assessing the individual performance component, the Supervisory Board agrees with each Board member separately on

- a quantitative objective from the categories **Capital/Costs/Competencies** and
- a qualitative objective from the categories **Culture/Clients**.

Each of these two objectives is also weighted at 15 % in the determination of the Award amount. Thus, the proportion of these objectives as part of the overall APA is 30 %.

Altogether, the sum of Group-wide and individually agreed objectives amounts to 90 % of the overall APA. An additional maximum of 10 % remain for the Supervisory Board to reward outstanding contributions, including project-specific contributions over the course of the financial year as an exercise of its wide discretionary authority.

As part of the annual objective setting process, corresponding factors are set for all objectives that the Supervisory Board will use as the basis for evaluating achievement at the end of the year. The level of the respective target achievement and the final amount of the APA is no longer defined on the basis of a formula, but is determined on a discretionary basis by the Supervisory Board as part of an informed judgment based on the pre-defined factors. The following factors are considered: the actual value delivered, plan values and externally announced target values, comparable figures of the Bank's peers, the prior-year values in terms of a multi-year review of development as well as a qualitative analysis of the achievement level and also the overall risk orientation of the Bank.

If the objectives were not achieved during the period being evaluated, the Supervisory Board may determine that an APA will not be granted.

Taking into account the adjustments of the compensation system to the CRD 4 requirements, the target and maximum values applicable to the APA for the year 2014 for an ordinary Management Board member and for the Co-Chairmen of the Management Board are as follows:

in €	2014			2013
	Minimum	Target	Maximum	Target
<b>Co-Chairmen</b>				
Amount per 15 % objective	0	225,000	450,000	345,000
<b>APA total</b>	<b>0</b>	<b>1,500,000</b>	<b>3,000,000</b>	<b>2,300,000</b>
<b>Ordinary Board member</b>				
Amount per 15 % objective	0	150,000	300,000	225,000
<b>APA total</b>	<b>0</b>	<b>1,000,000</b>	<b>2,000,000</b>	<b>1,500,000</b>

### Long-Term Performance Award (LTPA)

The level of the Long-Term Performance Award is no longer determined solely on the basis of the relative performance of the Deutsche Bank share in comparison to selected peer institutions. Rather, through the additional inclusion of non-financial parameters, it is also oriented towards how the targets are achieved. This will further promote sustainable performance development.

Accordingly, the level of the LTPA continues to be linked to the Relative Total Shareholder Return and will additionally be based on a Culture & Client Factor. The level of the LTPA will in general continue to be formula-based and calculated on the basis of pre-defined target figures. The long-term nature of this compensation component will also be maintained by the continued determination of the Relative Total Shareholder Return on the basis of a three-year assessment.

### Relative Total Shareholder Return of Deutsche Bank

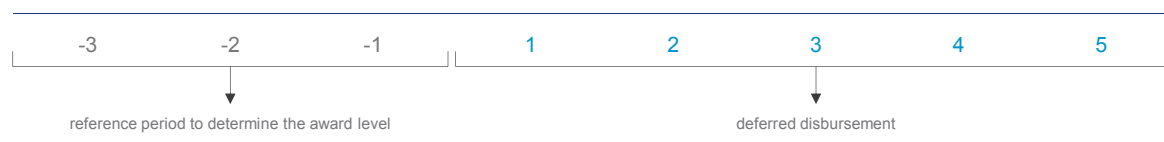
The Relative Total Shareholder Return (RTSR) of Deutsche Bank is derived from the Total Shareholder Return of Deutsche Bank in relation to the average total shareholder returns of a select peer group (calculated in Euro). The level of the Award portion will continue to be calculated from the average of the annual RTSR for the last three financial years (compensation year and the two preceding years).

If the three-year average of the relative total shareholder return of Deutsche Bank is greater than 100 %, then the value of the RTSR portion increases proportionately to an upper limit of 150 % of the target figure, i.e. the value increases by 1 % for each percentage point above 100 %. As in the past, if the three-year average of the relative total shareholder return is lower than 100 %, the value generally declines disproportionately; however, the discount provision has been modified. If the relative total shareholder return is calculated to be in the range of smaller than 100 % to 80 %, the value of the Award portion is reduced for each lower percentage point by 2 percentage points. In the range between 80 % and 60 %, the value of the Award portion is reduced for each lower percentage point by 3 percentage points. As before, if the three-year average of the RTSR does not exceed 60 %, the value of the Award portion is set to zero.

As part of the revision of the compensation system and the intended stronger alignment to Deutsche Bank's strategy, the peer group used for the calculation of the relative total shareholder return was adjusted. The peer group now comprises the following banks:

- BNP Paribas and Société Générale (both from the eurozone),
- Barclays, Credit Suisse and UBS (from Europe outside the eurozone), as well as
- Bank of America, Citigroup, Goldman Sachs, JP Morgan Chase and Morgan Stanley (all from the USA).

The criteria used to select the peer group are: generally comparable business activities, comparable size and international presence. The selection shall continue to be reviewed regularly over the years to come.



### Culture & Client Factor

Through the Culture & Client Factor, client satisfaction and dealings with clients will be measured to foster a sustainable development of the relationships to clients. In the future, this factor will be determined based on a formulaic approach. Efforts are currently underway to implement a corresponding system.

For a transitional phase, and until the final development and calibration of this system, the Supervisory Board will assess the status of the Bank's development in these aspects at its discretion based on divisionally specific survey results as well as other market analyses along the four categories "below average", "average", "good" and "excellent". For a classification in the "excellent" category, 150 % of the Culture & Client Factor target figure is assigned, 100 % for "good", and 50 % for "average". For "below average", the value of the Award portion is set to zero.

Taking into account the adjustments of the compensation system to the CRD 4 requirements, the LTPA will be calculated based on the modified target figures in conjunction with the achieved RTSR as well as the Culture & Client Factor. The LTPA can be a maximum of 150 % of the respective target figures.

The weighting of these two performance metrics is two-thirds for the RTSR value and one-third for the Culture & Client value.

in €	2014			2013
	Minimum	Target	Maximum	Target
<b>Co-Chairmen</b>				
RTSR component	0	2,533,333	3,800,000	3,066,667
Culture & Client component	0	1,266,667	1,900,000	1,533,333
<b>LTPA total</b>	<b>0</b>	<b>3,800,000</b>	<b>5,700,000</b>	<b>4,600,000</b>
<b>Ordinary Board member</b>				
RTSR component	0	1,600,000	2,400,000	2,000,000
Culture & Client component	0	800,000	1,200,000	1,000,000
<b>LTPA total</b>	<b>0</b>	<b>2,400,000</b>	<b>3,600,000</b>	<b>3,000,000</b>

## Maximum Compensation

Following the implementation of the regulatory requirements and based on the before-stated individual compensation components, the maximum amounts are as follows.

in €				2014	2013
	Base salary	APA	LTPA	Total compensation	Total compensation
<b>Co-Chairmen</b>					
New structure					
Target	3,800,000	1,500,000	3,800,000	9,100,000	9,200,000
Maximum	3,800,000	3,000,000	5,700,000	12,500,000	12,650,000
<b>Ordinary Board member</b>					
New structure					
Target	2,400,000	1,000,000	2,400,000	5,800,000	5,650,000
Maximum	2,400,000	2,000,000	3,600,000	8,000,000	7,900,000

Even after the implementation of the regulatory requirements, the total compensation of a Management Board member is subject to a separate cap of € 9.85 million which voluntarily has been set by the Supervisory Board for the overall total compensation for the 2014 financial year. Accordingly, the calculated maximum of the total compensation of € 12.5 million for the Co-Chairmen cannot take effect and therefore, the potential maximum Variable Compensation for each Co-Chairman is limited to € 6.05 million.

## Long-Term Incentive/Sustainability

According to the requirements of the InstitutsVergV at least 60 % of the total Variable Compensation must be granted on a deferred basis. Not less than half of this deferred portion may comprise equity-based compensation components, while the remaining portion must be granted as deferred cash compensation. Both compensation components must be deferred over a multi-year period which, for the equity-based compensation components, must be followed by a retention period. During the period until payment or delivery, the compensation portions awarded on a deferred basis may be forfeited. A maximum of 40 % of the total Variable Compensation may be granted on a non-deferred basis. However, at least half of this must consist of equity-based compensation components and only the remaining portion may be paid out directly in cash. Of the total Variable Compensation, no more than a maximum of 20 % may be paid out in cash immediately, while at least 80 % must be paid or delivered at a later date.

Up to and including 2013, the APA was granted, to some extent, as a non-deferred variable component (“Upfront Award”). The respective Upfront Awards amounted to a maximum of 40 % of the total Variable Compensation. In accordance with regulatory requirements, at least half of the Upfront Award amount was granted in equity-based compensation components (“Equity Upfront Award”). The Equity Upfront Awards were subject to a retention period of three years. Only after this retention period has ended may the awards be sold. The remaining portion was paid out in cash immediately (“Cash Upfront”). If regulatory requirements or bank-specific rules made it necessary, parts of the APA were granted on a deferred basis, whereby this was generally carried out in the form of deferred cash compensation components (“Restricted Incentive Awards”). The Restricted Incentive Awards vested in four equal tranches. The first tranche vested approximately one and a half years after it was granted. The remaining tranches each subsequently vested in intervals of one year. Payment took place upon vesting. The deferred cash compensation was thus disbursed over a period of approximately four and a half years.

With the implementation of the regulatory requirements in 2014 and the related increase in fixed salaries, the APA will only be granted on a deferred basis from now on, although it is in principle granted in the form of deferred cash compensation components (“Restricted Incentive Awards”) with a deferral over at least four years. Therewith, non-deferred Upfront Awards are no longer granted.

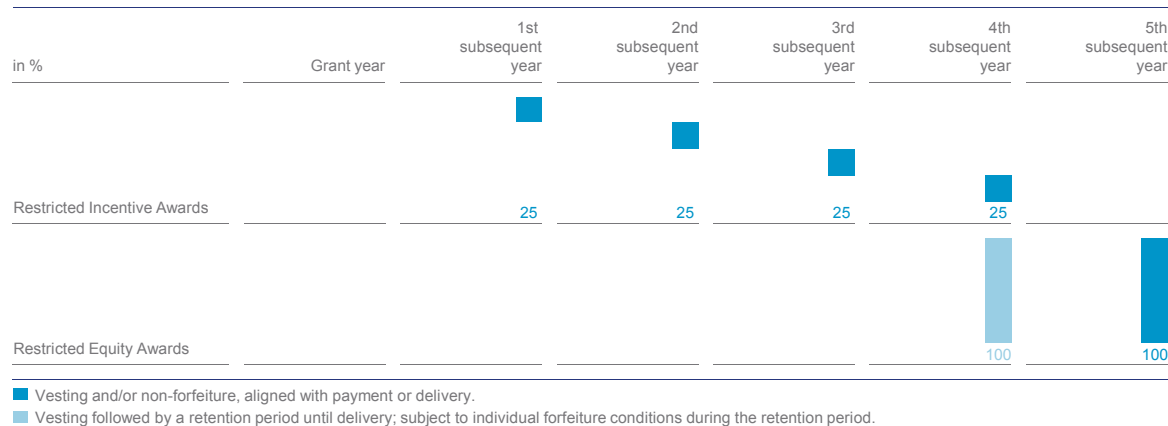
The LTPA is granted 100 % on a deferred basis and only in the form of equity-based compensation components (“Restricted Equity Award”). The Restricted Equity Awards vest after four and a half years in one tranche (“cliff vesting”) and have an additional retention period of six months. Accordingly, Management Board mem-



bers are first permitted to dispose of the equities after approximately five years if the entitlement has not been forfeited due to infringements of forfeiture conditions during this period.

The following chart shows the payment date for the immediate cash compensation and specifically the time period for the payment or the delivery of the other Variable Compensation components in the five consecutive years following the grant year.

Timeframe for payment or delivery and non-forfeiture for the Management Board (from 2014)



As Restricted Incentive Awards do not bear interest prior to payment, a one-time premium in the amount of 2 % is added upon grant.

Equity-based awards granted are entitled to a dividend equivalent to align the award with the actually paid dividend and thus with the return for the shareholder. The dividend equivalent is determined according to the following formula:

$$\frac{\text{Actual dividend} \times \text{Number of share awards}}{\text{Deutsche Bank share price on date dividend is paid}}$$

### Forfeiture Conditions

Because some of the compensation components are deferred or spread out over several years (Restricted Equity Awards, Restricted Incentive Awards and Equity Upfront Awards) certain forfeiture conditions are applicable until vesting or the end of the retention periods, in order to create a long-term incentive. Awards may be fully or partially forfeited, for example, due to individual misconduct (including a breach of regulations) or termination for cause, and – with regard to Restricted Equity Awards and Restricted Incentive Awards – also due to a negative Group result or individual negative contributions to results. In addition, the LTPA will be forfeited completely if the statutory or regulatory minimum requirements for the core capital ratio are not met during this period.

### Limitations in the Event of Exceptional Developments

In the event of exceptional developments (for example, the sale of large investments), the total compensation for each Management Board member is limited to a maximum amount. A payment of Variable Compensation elements will not take place if the payment of Variable Compensation components is prohibited or restricted by the German Federal Financial Supervisory Authority in accordance with existing statutory requirements.

## Shareholding Guidelines

To foster the identification with Deutsche Bank and its shareholders, the Management Board members will be required to invest a portion of their private funds in Deutsche Bank shares. For this purpose, the Management Board members will continuously hold a number of Deutsche Bank shares in their securities accounts. Deferred, equity-based compensation may be taken into account at 75 % of its value towards fulfillment of the obligation.

In 2013, the number of shares to be held amounted to three times the annual base salary for the Co-Chairmen and two times the annual base salary for ordinary Management Board members. The adjustment to fixed compensation made in 2014 and the related reduction in variable compensation elements require an adjustment to the shareholding guidelines for the members of the Management Board. Since 2014, the number of shares to be held amounts to two times the annual base salary for the Co-Chairmen and one time the annual base salary for ordinary Management Board members.

There is a waiting period of 36 months for the Co-Chairmen and 24 months for ordinary Management Board members until which this requirement must be fulfilled. The retention obligations for shares will only become effective as from 2016 for the Co-Chairmen and as from 2015 for the ordinary Management Board members; however, all Management Board members fulfilled the requirement in 2014. Observance of the requirement is reviewed semi-annually as of June 30 and December 31. If the required number of shares is not met, the Management Board members must correct any deficiencies by the next review.

As compensation components are deferred or spread out over several years, another link to the performance of the Deutsche Bank share is established that should generally continue to exist even for the period after leaving the Management Board.

## Management Board Compensation

### Principles

At the end of January 2015, the Compensation Control Committee discussed in detail and prepared for the Supervisory Board as a plenary the resolution of the Supervisory Board on the determination of the Variable Compensation for Management Board members. Particular focus was placed on reviewing the appropriateness of the compensation in a horizontal analysis vis-à-vis the Bank's competitors, as well as in vertical analysis per the German Corporate Governance Codex requirements. In the context of this comparative review, the appropriateness of the compensation was reviewed with respect to:

- the ratio of fixed to variable compensation;
- the ratio of short-term to long-term compensation elements;
- the ratio of immediately due to deferred compensation elements; and
- the ratio of immediately vested compensation elements to compensation elements subject to forfeiture conditions.

In addition, the appropriateness of the total amount of compensation in relation to the average income of the employees was considered.

### Base Salary

In the 2014 financial year, the annual base salary of the Management Board Co-Chairmen was € 3,800,000 each and for an ordinary Management Board member € 2,400,000.

### Variable Compensation

The Supervisory Board, based on the proposal of the Compensation Control Committee, determined the Variable Compensation for the Management Board members for the 2014 financial year. When calculating and

determining the amount of the APA and the LTPA, the Supervisory Board, above all, adequately considered individual Management Board members' contributions to the Bank's revenue, in addition to the Group's overall results. For this purpose, the individual contribution to the Bank's revenue was determined on the basis of the achievement of agreed objectives and was assessed separately for each member of the Management Board.

### Total Compensation

The members of the Management Board collectively received in/for the 2014 financial year compensation (without fringe benefits and pension service costs) totalling € 35,277,666 (2013: € 38,496,509) for their service on the Management Board. Of that, € 19,600,000 (2013: € 10,350,000) was for base salaries, € 15,677,666 (2013: € 27,096,509) for performance-related components with long-term incentives and € 0 (2013: € 1,050,000) for performance-related components without long-term incentives.

The Supervisory Board determined the aforementioned compensation on an individual basis for 2014 as follows:

in €				2014	2013
	Base salary	APA <sup>1</sup>	LTPA <sup>2</sup>	Total compensation	Total compensation
Jürgen Fitschen	3,800,000	860,625	2,001,333	6,661,958	7,474,597
Anshuman Jain	3,800,000	860,625	2,001,333	6,661,958	7,474,597
Stefan Krause	2,400,000	688,500	1,264,000	4,352,500	4,676,415
Dr. Stephan Leithner	2,400,000	803,250	1,264,000	4,467,250	4,706,250
Stuart Lewis	2,400,000	765,000	1,264,000	4,429,000	4,671,825
Rainer Neske	2,400,000	688,500	1,264,000	4,352,500	4,821,000
Henry Ritchotte	2,400,000	688,500	1,264,000	4,352,500	4,671,825
<b>Total</b>	<b>19,600,000</b>	<b>5,355,000</b>	<b>10,322,666</b>	<b>35,277,666</b>	<b>38,496,509</b>

<sup>1</sup> APA = Annual Performance Award/value including premium of 2 %.

<sup>2</sup> LTPA = Long-Term Performance Award.

### Compensation in accordance with the German Corporate Governance Codex (GCGC)

The compensation for the members of the Management Board in accordance with the requirements of section 4.2.5 paragraph 3 of the GCGC is provided below. This comprises the benefits granted for the year under review including the fringe benefits, and including the maximum and minimum achievable compensation for variable compensation components. In addition, the disbursements of fixed compensation, short-term variable compensation and long-term variable compensation in/for the year under review, broken down into the relevant reference years are reported.

The following table provides the compensation granted for the 2014 financial year:

#### Compensation granted in 2014 (2013) according to GCGC

in €					Jürgen Fitschen Co-Chairman	
	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	3,800,000	3,800,000	3,800,000	3,800,000	2,300,000	2,300,000
Fringe benefits	118,852	118,852	118,852	118,852	236,590	236,590
<b>Total</b>	<b>3,918,852</b>	<b>3,918,852</b>	<b>3,918,852</b>	<b>3,918,852</b>	<b>2,536,590</b>	<b>2,536,590</b>
One-year variable compensation	0	0	0	0	150,000	150,000
thereof:						
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation	2,861,958	5,300,000	0	8,700,000	5,024,597	6,750,000
thereof:						
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	860,625	1,500,000	0	3,000,000	1,347,930	2,000,000
Restricted Equity Awards (LTPA)	2,001,333	3,800,000	0	5,700,000	3,526,667	4,600,000
<b>Total</b>	<b>2,861,958</b>	<b>5,300,000</b>	<b>0</b>	<b>8,700,000</b>	<b>5,174,597</b>	<b>6,900,000</b>
Pension service costs	648,216	648,216	648,216	648,216	290,457	290,457
<b>Total compensation (GCGC)</b>	<b>7,429,026</b>	<b>9,867,068</b>	<b>4,567,068</b>	<b>13,267,068</b>	<b>8,001,644</b>	<b>9,727,047</b>
<b>Total compensation<sup>1</sup></b>	<b>6,661,958</b>	<b>9,100,000</b>	<b>3,800,000</b>	<b>12,500,000</b>	<b>7,474,597</b>	<b>9,200,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

	Anshuman Jain Co-Chairman					
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	3,800,000	3,800,000	3,800,000	3,800,000	2,300,000	2,300,000
Fringe benefits	718,914	718,914	718,914	718,914	804,032	804,032
<b>Total</b>	<b>4,518,914</b>	<b>4,518,914</b>	<b>4,518,914</b>	<b>4,518,914</b>	<b>3,104,032</b>	<b>3,104,032</b>
One-year variable compensation thereof:	0	0	0	0	150,000	150,000
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation thereof:	2,861,958	5,300,000	0	8,700,000	5,024,597	6,750,000
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	860,625	1,500,000	0	3,000,000	1,347,930	2,000,000
Restricted Equity Awards (LTPA)	2,001,333	3,800,000	0	5,700,000	3,526,667	4,600,000
<b>Total</b>	<b>2,861,958</b>	<b>5,300,000</b>	<b>0</b>	<b>8,700,000</b>	<b>5,174,597</b>	<b>6,900,000</b>
Pension service costs	857,192	857,192	857,192	857,192	692,433	692,433
<b>Total compensation (GCGC)</b>	<b>8,238,064</b>	<b>10,676,106</b>	<b>5,376,106</b>	<b>14,076,106</b>	<b>8,971,062</b>	<b>10,696,465</b>
<b>Total compensation<sup>1</sup></b>	<b>6,661,958</b>	<b>9,100,000</b>	<b>3,800,000</b>	<b>12,500,000</b>	<b>7,474,597</b>	<b>9,200,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

	Stefan Krause					
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000
Fringe benefits	124,753	124,753	124,753	124,753	105,609	105,609
<b>Total</b>	<b>2,524,753</b>	<b>2,524,753</b>	<b>2,524,753</b>	<b>2,524,753</b>	<b>1,255,609</b>	<b>1,255,609</b>
One-year variable compensation thereof:	0	0	0	0	150,000	150,000
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation thereof:	1,952,500	3,400,000	0	5,600,000	3,376,415	4,350,000
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	688,500	1,000,000	0	2,000,000	926,415	1,200,000
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000
<b>Total</b>	<b>1,952,500</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,526,415</b>	<b>4,500,000</b>
Pension service costs	521,887	521,887	521,887	521,887	340,985	340,985
<b>Total compensation (GCGC)</b>	<b>4,999,140</b>	<b>6,446,640</b>	<b>3,046,640</b>	<b>8,646,640</b>	<b>5,123,009</b>	<b>6,096,594</b>
<b>Total compensation<sup>1</sup></b>	<b>4,352,500</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,676,415</b>	<b>5,650,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

	Dr. Stephan Leithner					
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000
Fringe benefits	353,552	353,552	353,552	353,552	119,905	119,905
<b>Total</b>	<b>2,753,552</b>	<b>2,753,552</b>	<b>2,753,552</b>	<b>2,753,552</b>	<b>1,269,905</b>	<b>1,269,905</b>
One-year variable compensation thereof:	0	0	0	0	150,000	150,000
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation thereof:	2,067,250	3,400,000	0	5,600,000	3,406,250	4,350,000
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	803,250	1,000,000	0	2,000,000	956,250	1,200,000
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000
<b>Total</b>	<b>2,067,250</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,556,250</b>	<b>4,500,000</b>
Pension service costs	561,694	561,694	561,694	561,694	360,800	360,800
<b>Total compensation (GCGC)</b>	<b>5,382,496</b>	<b>6,715,246</b>	<b>3,315,246</b>	<b>8,915,246</b>	<b>5,186,955</b>	<b>6,130,705</b>
<b>Total compensation<sup>1</sup></b>	<b>4,467,250</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,706,250</b>	<b>5,650,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

						Stuart Lewis	
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)	
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000	
Fringe benefits	84,937	84,937	84,937	84,937	89,844	89,844	
<b>Total</b>	<b>2,484,937</b>	<b>2,484,937</b>	<b>2,484,937</b>	<b>2,484,937</b>	<b>1,239,844</b>	<b>1,239,844</b>	
One-year variable compensation	0	0	0	0	150,000	150,000	
thereof:							
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000	
Multi-year variable compensation	2,029,000	3,400,000	0	5,600,000	3,371,825	4,350,000	
thereof:							
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000	
Restricted Incentive Awards (APA)	765,000	1,000,000	0	2,000,000	921,825	1,200,000	
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000	
<b>Total</b>	<b>2,029,000</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,521,825</b>	<b>4,500,000</b>	
Pension service costs	551,095	551,095	551,095	551,095	351,335	351,335	
<b>Total compensation (GCGC)</b>	<b>5,065,032</b>	<b>6,436,032</b>	<b>3,036,032</b>	<b>8,636,032</b>	<b>5,113,004</b>	<b>6,091,179</b>	
<b>Total compensation<sup>1</sup></b>	<b>4,429,000</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,671,825</b>	<b>5,650,000</b>	

<sup>1</sup> Without fringe benefits and pension service costs.

						Rainer Neske	
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)	
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000	
Fringe benefits	96,155	96,155	96,155	96,155	104,900	104,900	
<b>Total</b>	<b>2,496,155</b>	<b>2,496,155</b>	<b>2,496,155</b>	<b>2,496,155</b>	<b>1,254,900</b>	<b>1,254,900</b>	
One-year variable compensation	0	0	0	0	150,000	150,000	
thereof:							
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000	
Multi-year variable compensation	1,952,500	3,400,000	0	5,600,000	3,521,000	4,350,000	
thereof:							
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000	
Restricted Incentive Awards (APA)	688,500	1,000,000	0	2,000,000	1,071,000	1,200,000	
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000	
<b>Total</b>	<b>1,952,500</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,671,000</b>	<b>4,500,000</b>	
Pension service costs	539,553	539,553	539,553	539,553	348,352	348,352	
<b>Total compensation (GCGC)</b>	<b>4,988,208</b>	<b>6,435,708</b>	<b>3,035,708</b>	<b>8,635,708</b>	<b>5,274,252</b>	<b>6,103,252</b>	
<b>Total compensation<sup>1</sup></b>	<b>4,352,500</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,821,000</b>	<b>5,650,000</b>	

<sup>1</sup> Without fringe benefits and pension service costs.

						Henry Ritchoffe	
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)	
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000	
Fringe benefits	289,842	289,842	289,842	289,842	132,370	132,370	
<b>Total</b>	<b>2,689,842</b>	<b>2,689,842</b>	<b>2,689,842</b>	<b>2,689,842</b>	<b>1,282,370</b>	<b>1,282,370</b>	
One-year variable compensation	0	0	0	0	150,000	150,000	
thereof:							
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000	
Multi-year variable compensation	1,952,500	3,400,000	0	5,600,000	3,371,825	4,350,000	
thereof:							
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000	
Restricted Incentive Awards (APA)	688,500	1,000,000	0	2,000,000	921,825	1,200,000	
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000	
<b>Total</b>	<b>1,952,500</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,521,825</b>	<b>4,500,000</b>	
Pension service costs	530,086	530,086	530,086	530,086	344,689	344,689	
<b>Total compensation (GCGC)</b>	<b>5,172,428</b>	<b>6,619,928</b>	<b>3,219,928</b>	<b>8,819,928</b>	<b>5,148,884</b>	<b>6,127,059</b>	
<b>Total compensation<sup>1</sup></b>	<b>4,352,500</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,671,825</b>	<b>5,650,000</b>	

<sup>1</sup> Without fringe benefits and pension service costs.

The following table provides the disbursements in/for the 2014 financial year:

### Disbursements paid out in 2014 (2013) according to GCGC

in €	Jürgen Fitschen Co-Chairman		Anshuman Jain Co-Chairman		Stefan Krause		Dr. Stephan Leithner	
	2014	2013	2014	2013	2014	2013	2014	2013
Fixed compensation	3,800,000	2,300,000	3,800,000	2,300,000	2,400,000	1,150,000	2,400,000	1,150,000
Fringe benefits	118,852	236,590	718,914	804,032	124,753	105,609	353,552	119,905
<b>Total</b>	<b>3,918,852</b>	<b>2,536,590</b>	<b>4,518,914</b>	<b>3,104,032</b>	<b>2,524,753</b>	<b>1,255,609</b>	<b>2,753,552</b>	<b>1,269,905</b>
One-year variable compensation	0	150,000	0	150,000	0	150,000	0	150,000
thereof immediately paid out	0	150,000	0	150,000	0	150,000	0	150,000
Multi-year variable compensation	420,542	1,642,906	829,761	4,425,616	446,444	2,017,466	0	0
thereof Equity Upfront Awards:								
EUA for 2010 (until 2014)	420,542	0	829,761	0	446,444	0	0	0
thereof Restricted Incentive Awards:								
RIA for 2011 (until 2016)	0	356,221	0	1,051,846	0	356,221	0	0
RIA for 2010 (until 2015)	0	199,943	0	1,091,853	0	212,257	0	0
RIA for 2009 (until 2013)	0	68,480	0	234,988	0	91,306	0	0
thereof Restricted Equity Awards:								
REA for 2009 (until 2013)	0	1,018,262	0	2,046,929	0	1,357,682	0	0
<b>Total</b>	<b>420,542</b>	<b>1,792,906</b>	<b>829,761</b>	<b>4,575,616</b>	<b>446,444</b>	<b>2,167,466</b>	<b>0</b>	<b>150,000</b>
Pension service costs	648,216	290,457	857,192	692,433	521,887	340,985	561,694	360,800
<b>Total compensation (GCGC)</b>	<b>4,987,610</b>	<b>4,619,953</b>	<b>6,205,867</b>	<b>8,372,081</b>	<b>3,493,084</b>	<b>3,764,060</b>	<b>3,315,246</b>	<b>1,780,705</b>

in €	Stuart Lewis		Rainer Neske		Henry Ritchoffe	
	2014	2013	2014	2013	2014	2013
Fixed compensation	2,400,000	1,150,000	2,400,000	1,150,000	2,400,000	1,150,000
Fringe benefits	84,937	89,844	96,155	104,900	289,842	132,370
<b>Total</b>	<b>2,484,937</b>	<b>1,239,844</b>	<b>2,496,155</b>	<b>1,254,900</b>	<b>2,689,842</b>	<b>1,282,370</b>
One-year variable compensation	0	150,000	0	150,000	0	150,000
thereof immediately paid out	0	150,000	0	150,000	0	150,000
Multi-year variable compensation	0	0	433,493	1,649,063	0	0
thereof Equity Upfront Awards:						
EUA for 2010 (until 2014)	0	0	433,493	0	0	0
thereof Restricted Incentive Awards:						
RIA for 2011 (until 2016)	0	0	0	356,221	0	0
RIA for 2010 (until 2015)	0	0	0	206,100	0	0
RIA for 2009 (until 2013)	0	0	0	68,480	0	0
thereof Restricted Equity Awards:						
REA for 2009 (until 2013)	0	0	0	1,018,262	0	0
<b>Total</b>	<b>0</b>	<b>150,000</b>	<b>433,493</b>	<b>1,799,063</b>	<b>0</b>	<b>150,000</b>
Pension service costs	551,095	351,335	539,553	348,352	530,086	344,689
<b>Total compensation (GCGC)</b>	<b>3,036,032</b>	<b>1,741,179</b>	<b>3,469,201</b>	<b>3,402,315</b>	<b>3,219,928</b>	<b>1,777,059</b>

In 2014, the Supervisory Board decided to suspend for all Management Board members the tranches of deferred compensation elements which were subject to non-forfeiture and/or disbursement in August 2014. Accordingly, the above table does not contain the respective compensation elements which were not disbursed (or delivered – in case of share based elements) in August 2014.

### Compensation in accordance with the German Accounting Standard No. 17 (GAS 17)

In accordance with the requirements of the GAS 17, the members of the Management Board collectively received in the 2014 financial year compensation totalling € 31,709,671 (2013: € 36,890,500) for their service on the Management Board. Of that, € 19,600,000 (2013: € 10,350,000) was for base salaries, € 1,787,005 (2013: € 1,593,250) for fringe benefits, € 10,322,666 (2013: € 23,897,250) for performance-related components with long-term incentives and € 0 (2013: € 1,050,000) for performance-related components without long-term incentives.

In accordance with German Accounting Standard No. 17, the Restricted Incentive Awards, as a deferred, non-equity-based compensation component subject to certain (forfeiture) conditions, must be recognized in the total compensation for the year of their payment (i.e. in the financial year in which the unconditional payment takes place) and not in the year they are originally granted. Based on this the Management Board members

individually received the following compensation components for their service on the Management Board for or in the years 2014 and 2013, including the non-performance-related fringe benefits and the service costs for pension benefits.

Compensation according to GAS 17

in €	Jürgen Fitschen Co-Chairman		Anshuman Jain Co-Chairman		Stefan Krause		Dr. Stephan Leithner	
	2014	2013	2014	2013	2014	2013	2014	2013
Compensation								
Performance-related components								
Without long-term incentives								
Immediately paid out	0	150,000	0	150,000	0	150,000	0	150,000
With long-term incentives								
Cash-based								
Restricted Incentive Award(s) paid	0	624,644	0	2,378,687	0	659,784	0	0
Share-based								
Equity Upfront Award(s)	0	150,000	0	150,000	0	150,000	0	150,000
Restricted Equity Award(s)	2,001,333	3,526,667	2,001,333	3,526,667	1,264,000	2,300,000	1,264,000	2,300,000
Non-performance-related components								
Base salary	3,800,000	2,300,000	3,800,000	2,300,000	2,400,000	1,150,000	2,400,000	1,150,000
Benefits								
Non-performance-related components								
Fringe benefits	118,852	236,590	718,914	804,032	124,753	105,609	353,552	119,905
Pension service costs	648,216	290,457	857,192	692,433	521,887	340,985	561,694	360,800
<b>Total (excl. Service costs)</b>	<b>5,920,185</b>	<b>6,987,901</b>	<b>6,520,247</b>	<b>9,309,386</b>	<b>3,788,753</b>	<b>4,515,393</b>	<b>4,017,552</b>	<b>3,869,905</b>
<b>Total (incl. Service costs)</b>	<b>6,568,401</b>	<b>7,278,358</b>	<b>7,377,439</b>	<b>10,001,819</b>	<b>4,310,640</b>	<b>4,856,378</b>	<b>4,579,246</b>	<b>4,230,705</b>

in €	Stuart Lewis		Rainer Neske		Henry Ritchotte		Total 2013
	2014	2013	2014	2013	2014	2013	
Compensation							
Performance-related components							
Without long-term incentives							
Immediately paid out	0	150,000	0	150,000	0	150,000	1,050,000
With long-term incentives							
Cash-based							
Restricted Incentive Award(s) paid	0	0	0	630,801	0	0	4,293,916
Share-based							
Equity Upfront Award(s)	0	150,000	0	150,000	0	150,000	1,050,000
Restricted Equity Award(s)	1,264,000	2,300,000	1,264,000	2,300,000	1,264,000	2,300,000	10,322,666
Non-performance-related components							
Base salary	2,400,000	1,150,000	2,400,000	1,150,000	2,400,000	1,150,000	19,600,000
Benefits							
Non-performance-related components							
Fringe benefits	84,937	89,844	96,155	104,900	289,842	132,370	1,787,005
Pension service costs	551,095	351,335	539,553	348,352	530,086	344,689	4,209,723
<b>Total (excl. Service costs)</b>	<b>3,748,937</b>	<b>3,839,844</b>	<b>3,760,155</b>	<b>4,485,701</b>	<b>3,953,842</b>	<b>3,882,370</b>	<b>31,709,671</b>
<b>Total (incl. Service costs)</b>	<b>4,300,032</b>	<b>4,191,179</b>	<b>4,299,708</b>	<b>4,834,053</b>	<b>4,483,928</b>	<b>4,227,059</b>	<b>39,619,551</b>

In 2014, the Supervisory Board decided to suspend for all Management Board members the tranches of deferred compensation elements which were subject to non-forfeiture or due to vest in August 2014. Accordingly, the table above does not contain the Restricted Incentive Awards which were not disbursed in August 2014.

With respect to 2013, the total compensation amounts presented include the third tranche of the Restricted Incentive Awards granted in 2010 for the financial year 2009, totalling € 463,254; the second tranche of the Restricted Incentive Awards granted in 2011 for the financial year 2010, totalling € 1,710,153; and the first tranche of the Restricted Incentive Awards granted in 2012 for the financial year 2011, totalling € 2,120,509.

## Share awards

The number of share awards in the form of Restricted Equity Awards (REA) granted in 2015 for the year 2014 to each member of the Management Board was determined by dividing the respective euro amounts by € 27.108 the average Deutsche Bank AG XETRA share closing prices on the first ten trading days in February 2015 (prior year: € 35.4385 = average of the XETRA closing prices of a Deutsche Bank AG share on the first ten trading days in February 2014).

As a result, the number of share awards granted was as follows (rounded):

Members of the Management Board

Units	Year	Equity Upfront Award(s) (with retention period)	Restricted Equity Award(s) (deferred with additional retention period)
Jürgen Fitschen	2014	0	73,828
	2013	4,233	99,515
Anshuman Jain	2014	0	73,828
	2013	4,233	99,515
Stefan Krause	2014	0	46,628
	2013	4,233	64,901
Dr. Stephan Leithner	2014	0	46,628
	2013	4,233	64,901
Stuart Lewis	2014	0	46,628
	2013	4,233	64,901
Rainer Neske	2014	0	46,628
	2013	4,233	64,901
Henry Ritchotte	2014	0	46,628
	2013	4,233	64,901

Management Board members do not receive any compensation for mandates on boards of Deutsche Bank subsidiaries.

## Pension and Transitional Benefits

The Supervisory Board allocates an entitlement to pension plan benefits to the Management Board members. These entitlements involve a defined contribution pension plan. Under this pension plan, a personal pension account has been set up for each participating member of the Management Board after appointment to the Management Board. A contribution is made annually into this pension account.

Up to and including 2013, this annual contribution was calculated using an individual contribution rate on the basis of each member's base salary and total bonus up to a defined ceiling, and accrues interest credited in advance, determined by means of an age-related factor, at an average rate of 6 % per year up to the age of 60. From the age of 61 onwards, the part of the pension account which consists of contributions made up to and including contribution year 2013 is credited with an annual interest payment of 6 % up to the date of retirement.

As part of the redesign of the compensation system, the pension commitment was modified with effect from January 1, 2014. Management Board members now receive a contribution in the form of a contractually agreed fixed annual amount in Euro. The contribution accrues interest credited in advance, determined by means of an age-related factor, at an average rate of 4 % per year up to the age of 60. From the age of 61 onwards, the part of the pension account which consists of contributions made as of 2014 is credited with an annual interest payment of 4 % up to the date of retirement.



The annual contributions, taken together, form the pension amount available to pay the future pension benefit. Under defined conditions, the pension may also become due for payment before a regular pension event (age limit, disability or death) has occurred. The pension right is vested from the start.

In connection with his exit from the Bank, Dr. Ackermann was entitled to a transition payment in 2014. The contractually agreed transition payment in form of a one-time payment was € 2,750,000.

The following table shows the annual contributions, the interest credits, the account balances and the annual service costs for the years 2014 and 2013 as well as the corresponding defined benefit obligations for each current member of the Management Board as of December 31, 2014 and December 31, 2013. The different balances are attributable to the different lengths of service on the Management Board, the respective age-related factors, and the different contribution rates, as well as the individual pensionable compensation amounts and the previously mentioned additional individual entitlements.

Members of the Management Board in €	Annual contribution, <sup>1</sup> in the year <sup>1</sup>		Interest credit, in the year		Account balance, end of year		Service cost, in the year		Present value of the defined benefit obligation, end of year	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Jürgen Fitschen	650,000	230,000	65,351	48,633	1,804,524	1,089,173	648,216	290,457	1,935,819	1,442,337
Anshuman Jain	903,500	690,000	0	0	2,016,125	1,112,625	857,192	692,433	1,884,104	1,129,633
Stefan Krause	536,000	327,750	0	0	3,522,137	2,986,137	521,887	340,985	3,336,863	3,036,880
Dr. Stephan Leithner	620,000	396,750	0	0	1,258,250	638,250	561,694	360,800	1,128,360	586,293
Stuart Lewis	600,000	379,500	0	0	1,210,938	610,938	551,095	351,335	1,103,545	571,042
Rainer Neske	576,000	362,250	0	0	3,372,865	2,796,865	539,553	348,352	3,068,819	2,628,520
Henry Ritchoffe	556,000	345,000	0	0	1,112,313	556,313	530,086	344,689	1,053,970	561,276

<sup>1</sup> Including age-related factor.

## Other Benefits upon Premature Termination

The Management Board members are in principle entitled to receive a severance payment upon early termination of their appointment at the Bank's initiative, provided the Bank is not entitled to revoke the appointment or give notice under the contractual agreement for cause. The severance payment, as a rule, will not exceed the lesser of two annual compensation amounts and the claims to compensation for the remaining term of the contract. The calculation of the compensation is based on the annual compensation for the previous financial year.

If a Management Board member leaves office in connection with a change of control, he is also, under certain conditions, entitled in principle to a severance payment. The severance payment, as a rule, will not exceed the lesser of three annual compensation amounts and the claims to compensation for the remaining term of the contract. The calculation of the compensation is again based on the annual compensation for the previous financial year.

The severance payment mentioned above is determined by the Supervisory Board and within its sole discretion. In principle, the disbursement of the severance payment takes place in two installments; the second installment is subject to certain forfeiture conditions until vesting.

## Expense for Long-Term Incentive Components

The following table presents the compensation expense recognized in the respective years for long-term incentive components of compensation granted for service on the Management Board.

Members of the Management Board	Amount expensed for			
	share-based compensation components		cash-based compensation components	
	2014	2013	2014	2013
in €				
Jürgen Fitschen	734,201	1,196,942	1,278,486	1,117,213
Anshuman Jain	707,318	3,152,852	2,140,366	2,693,501
Stefan Krause	464,263	1,107,799	946,856	919,828
Dr. Stephan Leithner	496,929	103,399	500,137	172,939
Stuart Lewis	447,126	103,399	487,735	172,939
Rainer Neske	487,657	1,103,157	996,551	916,694
Henry Ritchotte	484,343	103,399	487,735	172,939

## Management Board Share Ownership

As of February 21, 2015 and February 21, 2014, respectively, the current members of the Management Board held Deutsche Bank shares as presented below:

Members of the Management Board	Number of shares	
	2015	2014
Jürgen Fitschen	262,166	205,173
Anshuman Jain	786,188	615,276
Stefan Krause	35,065	27,442
Dr. Stephan Leithner	85,736	57,488
Stuart Lewis	51,347	32,530
Rainer Neske	100,777	95,533
Henry Ritchotte	234,996	166,526
Christian Sewing	30,488	
<b>Total</b>	<b>1,586,763</b>	<b>1,199,968</b>

The current members of the Management Board held an aggregate of 1,586,763 Deutsche Bank shares on February 21, 2015, amounting to approximately 0.12 % of Deutsche Bank shares issued on that date.

The following table shows the number of share awards held by the Management Board members as of February 21, 2014 and February 21, 2015 as well as the number of share awards newly granted, delivered or forfeited in this period.

Members of the Management Board	Balance as of Feb 21, 2014	Granted	Delivered	Forfeited	Balance as of Feb 21, 2015
Jürgen Fitschen	206,872	87,642	0	0	294,514
Anshuman Jain	368,930	95,502	0	0	464,432
Stefan Krause	158,565	56,801	0	0	215,366
Dr. Stephan Leithner	187,181	59,914	50,888	0	196,207
Stuart Lewis	125,128	55,688	18,506	0	162,310
Rainer Neske	158,010	56,774	0	0	214,784
Henry Ritchotte	158,960	58,709	33,706	0	183,963

## Compensation System for Supervisory Board Members

The compensation principles for Supervisory Board members are set forth in our Articles of Association, which our shareholders amend from time to time at the Annual General Meeting. Such compensation provisions were last amended by resolution of the Annual General Meeting on May 22, 2014 which became effective on July 17, 2014. Accordingly, the following provisions apply:

The members of the Supervisory Board receive fixed annual compensation (“Supervisory Board Compensation”). The annual base compensation amounts to € 100,000 for each Supervisory Board member. The Supervisory Board Chairman receives twice that amount and the Deputy Chairperson one and a half times that amount.

Members and chairs of the committees of the Supervisory Board are paid additional fixed annual compensation as follows:

in € Committee <sup>1</sup>	Dec 31, 2014	
	Chairperson	Member
Audit Committee	200,000	100,000
Risk Committee	200,000	100,000
Nomination Committee <sup>2</sup>	100,000	50,000
Mediation Committee	0	0
Integrity Committee <sup>3</sup>	200,000	100,000
Chairman’s Committee	100,000	50,000
Compensation Control Committee	100,000	50,000

<sup>1</sup> Members of the committees are listed under Supplementary Information of the Financial Report.

<sup>2</sup> Until July 16, 2014 for Nomination Committee work no additional compensation was paid.

<sup>3</sup> Until July 16, 2014 for Integrity Committee work additional fixed annual compensation was paid as follows: Chair: € 100,000, members: € 50,000.

75 % of the compensation determined is disbursed to each Supervisory Board member after submitting invoices in February of the following year. The other 25 % is converted by the company at the same time into company shares based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of the preceding January, calculated to three digits after the decimal point. The share value of this number of shares is paid to the respective Supervisory Board member in February of the year following his departure from the Supervisory Board or the expiration of his term of office, based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of the preceding January, provided that the member does not leave the Supervisory Board due to important cause which would have justified dismissal.

In case of a change in Supervisory Board membership during the year, compensation for the financial year will be paid on a pro rata basis, rounded up/down to full months. For the year of departure, the entire compensation is paid in cash; a forfeiture regulation applies to 25 % of the compensation for that financial year.

The company reimburses the Supervisory Board members for the cash expenses they incur in the performance of their office, including any value added tax (VAT) on their compensation and reimbursements of expenses. Furthermore, any employer contributions to social security schemes that may be applicable under foreign law to the performance of their Supervisory Board work shall be paid for each Supervisory Board member affected. Finally, the Supervisory Board Chairman will be appropriately reimbursed for travel expenses incurred in performing representative tasks that his function requires and for the costs of security measures required on account of his function.

In the interest of the company, the members of the Supervisory Board will be included in an appropriate amount, with a deductible, in any financial liability insurance policy held by the company. The premiums for this are paid by the company.

### Supervisory Board Compensation for the 2014 Financial Year

Individual members of the Supervisory Board received the following compensation for the 2014 financial year (excluding value added tax).

Members of the Supervisory Board in €	Compensation for fiscal year 2014		Compensation for fiscal year 2013	
	Fixed	Paid out in February 2015	Fixed	Paid out in February 2014
Dr. Paul Achleitner	818,548	613,911	645,833	484,374
Karin Ruck <sup>1</sup>	0	0	125,000	125,000
Alfred Herling	272,849	204,637	187,500	140,625
Wolfgang Böhr <sup>1</sup>	0	0	41,667	41,667
Frank Bsirske	222,849	167,137	95,833	71,874
John Cryan	400,000	300,000	233,333	174,999
Dina Dublon	200,000	150,000	33,333	24,999
Dr. Karl-Gerhard Eick <sup>1</sup>	0	0	125,000	125,000
Katherine Garrett-Cox	100,000	75,000	100,000	75,000
Timo Heider	172,849	129,637	87,500	65,625
Sabine Irrgang	172,849	129,637	87,500	65,625
Prof. Dr. Henning Kagermann	222,849	167,137	200,000	150,000
Martina Klee	172,849	129,637	129,167	96,875
Suzanne Labarge <sup>2</sup>	100,000	100,000	200,000	150,000
Peter Löscher	172,849	129,637	129,167	96,875
Henriette Mark	200,000	150,000	200,000	150,000
Louise Parent <sup>3</sup>	91,667	68,750	0	0
Gabriele Platscher	200,000	150,000	158,333	118,749
Bernd Rose	200,000	150,000	116,667	87,500
Rudolf Stockem	200,000	150,000	158,333	118,749
Stephan Szukalski	100,000	75,000	58,333	43,749
Dr. Johannes Teysen	122,849	92,137	100,000	75,000
Marlehn Thieme <sup>1</sup>	0	0	83,333	83,333
Georg Thoma	245,699	184,274	116,667	87,500
Tilman Todenhöfer <sup>4</sup>	0	0	125,000	125,000
Prof. Dr. Klaus Rüdiger Trützschler	200,000	150,000	200,000	150,000
Stefan Viertel <sup>1</sup>	0	0	41,667	41,667
Renate Voigt <sup>1</sup>	0	0	41,667	41,667
Werner Wenning <sup>1</sup>	0	0	41,667	41,667
<b>Total</b>	<b>4,588,710</b>	<b>3,466,532</b>	<b>3,862,500</b>	<b>3,053,119</b>

<sup>1</sup> Member until May 23, 2013.

<sup>2</sup> Member until June 30, 2014.

<sup>3</sup> Member since July 1, 2014.

<sup>4</sup> Member until October 31, 2013.

Following the submission of invoices in February 2015, 25 % of the compensation determined for each Supervisory Board member for the 2014 financial year was converted into notional shares of the company on the basis of a share price of € 25.676 (average closing price on the Frankfurt Stock Exchange (Xetra) during the last ten trading days of January 2015, calculated to three digits after the decimal point). Members who left the Supervisory Board in 2014 were paid the entire amount of compensation in cash.

The following table shows the number of notional shares to three decimal places that were converted in February 2015 (2014) for members of the Supervisory Board as part of their 2014 (2013) compensation as well as the number of notional shares accumulated during the respective membership to the Supervisory Board:

Members of the Supervisory Board	number of notional shares			Paid out in February 2015 <sup>2</sup> in €
	converted in February 2015 as part of the compensation 2014	converted in February 2014 as part of the compensation 2013	Total (cumulative)	
Dr. Paul Achleitner	7,969.976	4,370.945	12,340.921	0
Alfred Herling	2,656.659	1,268.948	3,925.607	0
Frank Bsirske	2,169.823	648.592	2,818.415	0
John Cryan	3,894.688	1,579.180	5,473.868	0
Dina Dublon	1,947.344	225.597	2,172.941	0
Katherine Garrett-Cox	973.672	676.791	1,650.463	0
Timo Heider	1,682.987	592.193	2,275.180	0
Sabine Irrgang	1,682.987	592.193	2,275.180	0
Prof. Dr. Henning Kagermann	2,169.823	1,353.583	3,523.406	0
Martina Klee	1,682.987	874.189	2,557.176	0
Suzanne Labarge <sup>1</sup>	0	1,353.583	1,353.583	34,755
Peter Löscher	1,682.987	874.189	2,557.176	0
Henriette Mark	1,947.344	1,353.583	3,300.927	0
Louise Parent	892.533	0	892.533	0
Gabriele Platscher	1,947.344	1,071.586	3,018.930	0
Bernd Rose	1,947.344	789.590	2,736.934	0
Rudolf Stockem	1,947.344	1,071.586	3,018.930	0
Stephan Szukalski	973.672	394.795	1,368.467	0
Dr. Johannes Teysen	1,196.151	676.791	1,872.942	0
Georg Thoma	2,392.301	789.590	3,181.891	0
Prof. Dr. Klaus Rüdiger Trützscher	1,947.344	1,353.583	3,300.927	0
<b>Total</b>	<b>43,705.305</b>	<b>21,911.123</b>	<b>65,616.428</b>	<b>34,755</b>

<sup>1</sup> Member of the Supervisory Board until June 30, 2014.

<sup>2</sup> At a value of € 25.676 based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of January 2015.

All employee representatives on the Supervisory Board, with the exception of Mr. Bsirske and Mr. Stockem, are employed by us. In the 2014 financial year, we paid such members a total amount of € 1.10 million in the form of salary, retirement and pension compensation in addition to their Supervisory Board compensation.

We do not provide members of the Supervisory Board with any benefits after they have left the Supervisory Board, though members who are or were employed by us are entitled to the benefits associated with the termination of such employment. During 2014, we set aside € 0.08 million for pension, retirement or similar benefits for the members of the Supervisory Board who are or were employed by us.

With the agreement of the Bank's Management Board, Dr. Achleitner performs representative functions in various ways on an unpaid basis for the Bank and participates in opportunities for referrals of business for the Bank. These tasks are related to the functional responsibilities of the Chairman of the Supervisory Board of Deutsche Bank AG. In this respect, the reimbursement of costs is regulated in the Articles of Association. On the basis of a separate contractual agreement, the Bank provides Dr. Achleitner with infrastructure and support services free of charge for his services in the interest of the Bank. He is therefore entitled to avail himself of internal resources for preparing and carrying out his activities. The Bank's security and car services are available for Dr. Achleitner to use free of charge for these tasks. The Bank also reimburses travel expenses and participation fees and covers the taxes for any non-cash benefits provided. On September 24, 2012, the Chairman's Committee approved the conclusion of this agreement. The provisions apply for the duration of Dr. Achleitner's tenure as Chairman of the Supervisory Board and are reviewed on an annual basis for appropriateness. Under this agreement between Deutsche Bank and Dr. Achleitner, support services equivalent to € 206,000 (2013: € 185,000) were provided and reimbursements for expenses amounting to € 196,271 (2013: € 137,502) were paid during the 2014 financial year.

The Chairman's Committee of the Supervisory Board of Deutsche Bank approved all existing mandates between Shearman & Sterling LLP and Deutsche Bank AG (and its affiliated companies) at the point in time when Mr Thoma was appointed to the Supervisory Board as well as all new mandates in which Deutsche Bank AG (or its affiliated companies) were service recipients. Under these mandates, payments of approximately € 5.0 million were made by companies of Deutsche Bank Group to Shearman & Sterling LLP in the reporting period January 1, 2014 to December 31, 2014 (2013 since Mr. Thoma's appointment: € 2.3 million). This does not include significant amounts that were invoiced via lead book runners and consequently not booked, either by Shearman & Sterling LLP or by the Bank, as payments from the Bank to Shearman & Sterling LLP. Mr. Thoma had no involvement in any of the mandates. He participates in the economic success of Shearman & Sterling LLP merely through his capacity as one of 157 equity partners (as of December 31, 2014). Upon termination of December 31, 2014, he retired as equity partner of Shearman & Sterling LLP.

## Corporate Responsibility

Strengthening governance and controls, increasing operational excellence and meeting new regulatory standards have continued to be priorities for Deutsche Bank in 2014. In addition to these challenges, we strive to earn trust by demonstrating the Bank's value to society, which includes our involvement in global issues such as promoting access to education, social inclusion or climate change.

Our revised Code of Business Conduct and Ethics defines our commitment to Sustainability, which is at the heart of our Corporate Responsibility principles. We believe that being economically successful and internationally competitive generates value for our stakeholders. We consider the environmental and social impact of our actions and apply high environmental and social standards to our business to support a sustainable future.

This commitment is in line with Strategy 2015+ and reflects our Values and Beliefs. We consider these obligations with respect to the diverse perspectives and changing needs of all our stakeholders.

In this complex environment, we have continued to intensify our efforts to steer the Bank's core business with sustainability in mind. Our approach is built around increasing transparency, exploring opportunities arising from global trends, and managing potential environmental and social risks.

Our commitment extends well beyond our core business. As a corporate citizen, Deutsche Bank is uniquely positioned to bring to scale new ideas that address acute global challenges.

## Environmental and social risks

Due diligence on environmental and social (ES) risk is required by our ES Risk Framework as an integral part of the approval process for all transactions, especially for business activities in sensitive sectors. We provided practical guidance to our banking teams, including on how to engage with clients around their business practices. We also established a position on activities in or near World Heritage Sites and reconfirmed our commitment to halt deforestation. Together with other banks and investors, we engaged on developing an approach toward managing carbon asset risk. We implemented a major IT project to improve the transaction review process and enlarge its coverage.

The number of transactions reviewed under the ES Risk Framework grew again in 2014 to 1,250 (2013: 721), demonstrating the banking teams' increased awareness of these risks.

Training is a powerful tool to help the Bank's businesses apply the guidelines and strengthen our ES risk management process. We developed a training concept, which adds to initiatives such as Sustainability Days, Earth Week and presentations at business events to increase awareness and understanding of sustainability risks further. The training will be rolled out globally in 2015.

## ESG factors in Asset Management

We continued to develop our efforts to integrating environmental, social and governance (ESG) issues in the investment process. To push these efforts Deutsche Asset & Wealth Management implemented a central team in 2014, which is responsible for realizing the ESG-strategy and its coordination cross-departmentally, as well as the development and improvement of capacities and competencies in the field of sustainable investing. We believe this is a precondition for achieving the best possible long term performance for our clients and see it as a part of our fiduciary duty.

In 2014, we developed a proprietary research tool that uses data supplied by five leading external data providers, maximizing objectivity and reliability. Using this new "ESG Engine", we can screen for up to 1,500 subsets of corporate ESG behaviours for more than 5,000 companies. Besides the ability to develop any active/passive product and an ESG overlay to any existing product, this gives us the opportunity to design products tailored to the specific ESG standards of individual investors.

At the end of 2014, the Bank managed assets of approximately € 5.4 billion invested on the basis of ESG criteria (2013: € 5.1 billion).

## Raising capital for environmental and social investment

Deutsche Bank is one of the leading private sector financier in clean energy. In 2014, Deutsche Bank allocated more than € 978 million (2013: € 782,9 million) to clients' renewable energy projects. We advised and provided financing to projects with a total capacity of 1,793 MW, worth € 4.3 billion.

Green bonds offer a novel way to unlock the capital for projects that benefit the environment and society, using the debt capital markets to raise funds for developments such as renewable energy, energy efficiency and clean water. Deutsche Bank joined 12 other major financial institutions in publishing the Green Bond Principles at the beginning of 2014, which provide a framework for integrity and transparency of this product. They set out requirements for designating, disclosing, managing and reporting on capital raised from a Green Bond to ensure that the funds will make a difference for people and the environment.

The clarity provided by the Principles has helped the market grow four-fold last year. Deutsche Bank was the lead manager for several major issues, including a € 1.5 billion bond for KfW and the first green bond raising £ 250 million for Unilever.

## Carbon neutral operations

The Bank operated in 2014 once again on a carbon neutral basis by investing in energy efficiency projects, using renewable electricity, and offsetting remaining emissions by purchasing and retiring high-grade offset certificates.

## Tackling social challenges

As a global universal bank, Deutsche Bank is uniquely positioned to help enable communities and economies to prosper. With a total investment of € 80.5 million in 2014 (2013: € 78.2 million), Deutsche Bank and its foundations continue to be among the world's most active corporate citizens. More than 5.8 million people benefited from our programs last year.

We rolled out the *Born to Be* Youth Engagement Programme across Europe, Asia, South Africa and the Americas. It focuses on removing barriers to education and personal development, encourages young people to develop the skills to pursue their aspirations and prepares them for the world of work. In 2014, *Born to Be* has reached more than one million young people around the globe.

Our social investment programs have touched the lives of 1.6 million people in 2014. They range from microfinance and impact investing via community development and building enterprise initiatives to support for the disadvantaged. As a pioneer and thought-leader in microfinance, we have lent approximately US \$ 330 million to over 130 microfinance institutions in 51 different countries and have seeded an estimated 3.9 million microloans worth US \$ 1.8 billion since 1997. And more and more of our employees make their professional skills available to support social enterprises.

Forward-thinking and innovation are required to meet the challenges of the future. The Alfred Herrhausen Society's *Urban Age* conferences, which tackle the problems of the world's megacities, are now in their 10th year and have reached more than 5,000 attendees. And the *Landmarks in the Land of Ideas* competition has championed more than 2,700 innovative concepts that promote urban and rural development in Germany since its start in 2006.

Our strategic partnerships with renowned cultural institutions make art and music accessible to wider audiences and provide a platform for young talent. The 25-year partnership with the Berliner Philharmoniker which we celebrated in 2014, has brought forth not only the unique *Digital Concert Hall*, but also influenced more than 37,000 young people who have taken part in the *Education Programme* since 2002. And for more than 35 years, we have provided access to contemporary art at more than 900 locations around the world – through exhibitions, targeted educational programs and partnerships. In total, our art and music programs reached more than three million people in 2014.

Last but not least, about 17,000 colleagues (21 % of global staff) volunteered more than 190,000 hours of their time, skills, and expertise in 2014, maximising the impact of our initiatives and tangibly demonstrating how the Bank and its employees combine a culture of performance with a culture of responsibility.



# Employees

## Group Headcount

As of December 31, 2014 we employed a total of 98,138 staff members as compared to 98,254 as of December 31, 2013. We calculate our employee figures on a full-time equivalent basis, meaning we include proportionate numbers of part-time employees.

The following table shows our numbers of full-time equivalent employees as of December 31, 2014, 2013 and 2012.

Employees <sup>1</sup>	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012
Germany	45,392	46,377	46,308
Europe (outside Germany), Middle East and Africa	23,063	23,186	23,755
Asia/Pacific	19,023	18,361	17,827
North America <sup>2,3</sup>	10,054	9,752	9,787
Latin America	606	578	542
<b>Total employees<sup>3</sup></b>	<b>98,138</b>	<b>98,254</b>	<b>98,219</b>

<sup>1</sup> Full-time equivalent employees; in 2014, the employees of Mauritius previously shown in Europe (outside Germany), Middle East and Africa were assigned to Asia/Pacific; numbers for 2013 (186 employees) and 2012 (197 employees) have been reclassified to reflect this. In 2013, the employees of Pakistan previously shown in Asia/Pacific were assigned to Middle East; numbers for 2012 (79 employees) have been reclassified to reflect this.

<sup>2</sup> Primarily the United States.

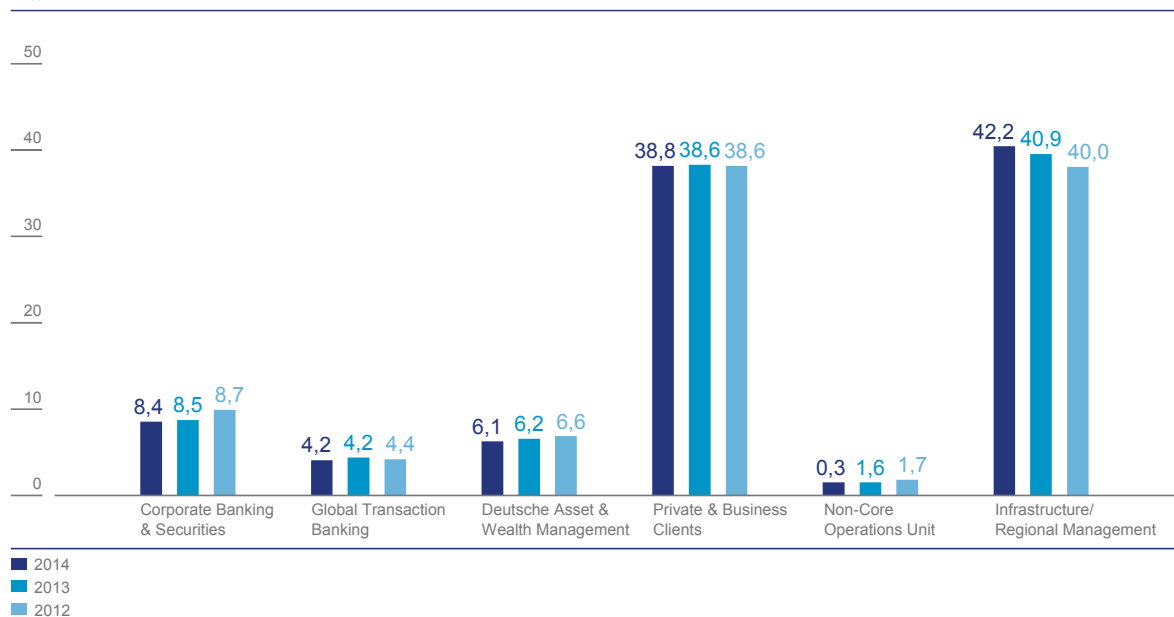
<sup>3</sup> The Cosmopolitan of Las Vegas has been sold in 2014. The nominal headcount of The Cosmopolitan of Las Vegas is 4,393 as of December 31, 2013 compared to 4,371 as of December 31, 2012. The headcount number is composed of full time and part time employees and is not part of the full time equivalent employees figures.

The number of our employees decreased in 2014 by 117 or 0.1 % due to the following factors:

- In Corporate Banking & Securities (CB&S), the number of staff went down by 150 primarily due to adjustments related to the market development.
- In Global Transaction Banking (GTB), the number of employees increased by 52 mostly driven by the development in Trade Finance.
- The number of staff in Deutsche Asset & Wealth Management (Deutsche AWM) decreased by 136. This was particularly a result of the divestment of Tilney in the UK and adjustments related to Sal. Oppenheim entities in Germany.
- Total staff in Private & Business Clients (PBC) increased by 165 driven by the set up of a joint Banking Services Platform in Germany.
- In the Non-Core Operations Unit (NCOU), the number of employees decreased by 1,291 primarily as a result of the divestment of BHF-BANK in Germany.
- In our Infrastructure functions, staff numbers increased by 1,243, mainly due to further build out of our operative platform and due to strengthening of control functions, e.g. Compliance, Risk and Audit.

## Employees

in %



## Labor Relations

In Germany, labor unions and employers' associations generally negotiate collective bargaining agreements on salaries and benefits for employees below the management level. Many companies in Germany, including ourselves and our material German subsidiaries, are members of employers' associations and are bound by collective bargaining agreements.

Each year, our employers' association, the Arbeitgeberverband des privaten Bankgewerbes e.V., ordinarily renegotiates the collective bargaining agreements that cover many of our employees. The current agreement reached in June 2014 includes a pay raise of 2.4 % from July 2014 and a second pay rise of 2.1 % from July 2015 on, plus a single payment of € 150 in January 2015. The existing collective bargaining agreement regarding early retirement has not been extended and ends April 2016.

Our employers' association negotiates with the following unions:

- ver.di (Vereinigte Dienstleistungsgewerkschaft), a union formed in July 2001 resulting from the merger of five unions, including the former bank unions Deutsche Angestellten Gewerkschaft and Gewerkschaft Handel, Banken und Versicherungen;
- Deutscher Bankangestellten Verband (DBV – Gewerkschaft der Finanzdienstleister);
- Deutscher Handels- und Industrieangestellten Verband (DHV – Die Berufsgewerkschaft);
- Komba Gewerkschaft (public service union, only relevant for Postbank);
- DPVKom – Die Kommunikationsgewerkschaft (only relevant for Postbank).

German law prohibits us from asking our employees whether they are members of labor unions. Therefore, we do not know how many of our employees are union members. Approximately 15 % of the employees in the German banking industry are unionized. We estimate that less than 15 % of our employees in Germany are unionized (excluding Postbank, which itself has traditionally had a significantly higher unionization rate of approximately 60 %). On a worldwide basis, we estimate that approximately 15 % of our employees are members of labor unions (including Postbank, less than 25 %).

As of December 31, 2014, 34 % of Postbank staff members in Germany are civil servants (full-time equivalent basis), compared to 38 % as of December 31, 2013.

## Post-Employment Benefit Plans

We sponsor a number of post-employment benefit plans on behalf of our employees, both defined contribution plans and defined benefit plans.

In our globally coordinated accounting process covering defined benefit plans with a defined benefit obligation exceeding € 2 million our global actuary reviews the valuations provided by locally appointed actuaries in each country.

By applying our global principles for determining the financial and demographic assumptions we ensure that the assumptions are best-estimate, unbiased and mutually compatible, and that they are globally consistent.

For a further discussion on our employee benefit plans see Note 35 “Employee Benefits” to our consolidated financial statements.

## The strategic Human Resources agenda

### HR priorities strongly support the Bank's strategy

People are our most valuable asset. With more than 98,000 FTE from 145 nations working for Deutsche Bank, Human Resources play a vital role in fulfilling the vision to be the leading client-centric global Universal Bank. With increasingly fierce competition worldwide, attracting and retaining the best talent has never been more important to Deutsche Bank. The Bank aims to be an attractive global employer in the financial sector, and is pursuing this goal through the strategic Human Resources (HR) agenda by driving cultural transformation, making a real difference in diversity and inclusion, redesigning reward structures and fostering strong leadership and talent management.

## Culture transformation

### Engaging employees and embedding culture in key processes

By making culture one of the five levers of Strategy 2015+, Deutsche Bank sent a clear message to its stakeholders: a strong corporate culture, built on shared values and beliefs, is essential to the Bank's long-term success. Culture guides behavior and decision making in a changing regulatory and economic environment. It helps the Bank choose the right course of action to the benefit of our clients and society at large. Deutsche Bank has embedded the values and beliefs in recruiting, interviewing, and onboarding processes as well as all development activities throughout the employee's career lifecycle at Deutsche Bank.

In 2014 we changed our performance management process. Now, adherence to the values and beliefs determines 50 % of individual performance ratings, and is a determining factor in promotion decisions. Also some elements of compensation were aligned to encourage, reward and support the right behaviors and sanction wrong behaviors. This includes adding key metrics related to Deutsche Bank's values in the year-end compensation process for members of the Management Board and employees in all divisions, developing a global approach to disciplinary practice as well as aligning the suspension, red flag and performance management processes to the disciplinary process and the year-end review.

To recognize employees who achieved exceptional business outcomes while demonstrating the Bank's values, Deutsche Bank launched the Co-CEO sponsored 'Living the Values' Awards in 2014. Nearly 100 nominations were made by senior managers globally and 10 winning teams were announced.

## People Survey

### The findings will continue to directly influence our actions in 2015

Since 1999, Deutsche Bank has conducted regular employee surveys to assess opinions and commitment to our corporate culture as well as with other key indicators. In 2014, the Bank updated the People Survey to reflect our values and beliefs and to gauge adoption of OpEx.

In 2014, over 60,000 employees – 58 % of total workforce – responded to the survey, with Postbank participating for the first time. Since the last survey two years prior, the employees have experienced the challenges of difficult market conditions and a fluctuating share price. Against this backdrop, the employees reported in the last survey, we are making progress in building and strengthening a shared culture, much remains to be done.

While 82 % of the respondents were familiar with the values and beliefs, just under 50 % believed that living our values will have a positive impact on achieving Strategy 2015+. Meanwhile, 35 % have experienced changes in behavior.

Commitment levels (66 %, down from 73 % in 2012) as explained above remain in line with the financial services benchmark and employees said they felt more able to use their skills and abilities (68 %, up from 64 % in 2012). However, employees were less willing to recommend Deutsche Bank to others, indicating reduced pride in the organization.

Including questions about the values and how employees experience them yielded valuable insights. While the employees appreciate some of the changes they have seen, such as balancing risk, valuing entrepreneurship, identifying risks, earning clients' trust, valuing diversity and improving processes, there is still work to be done. The survey revealed that we need to continue creating links between performance and consequences that are visible to employees and allowing for more time to think creatively. Many employees also perceive it as challenging to secure adequate resources to do their job. The Bank interprets this as a need to further transform and adapt our business and people practices where necessary as part of the Bank's culture change.

The results of the survey were communicated in June 2014. The feedback was clear: The Bank needs to turn words into action and reignite employee pride. Since then all divisions have prioritized and are taking follow-up action. For example, Deutsche Asset & Wealth Management (Deutsche AWM) has enhanced its cross-divisional collaboration procedures, Global Transaction Banking (GTB) conducted regular reviews of its business offering, regional footprint and client portfolio to ensure long-term sustainable performance and Group Technology & Operations established Innovation Labs in Silicon Valley, London and Berlin.

## Making a real difference in diversity and inclusion

### Female representation in leadership positions has increased

Deutsche Bank recognizes the value of a diverse and inclusive organization. The Bank embraces the opportunities and challenges represented by demographic changes. However, diverse teams can only fully perform to their potential in a work environment that is built on trust, respect and openness. Therefore we are building awareness of the positive impact of inclusive leadership among our managers. To this end Diversity objectives for managers were formulated to ensure investment in diverse talent and to foster diversity awareness and inclusive leadership.

In 2014, the Bank extended the workshop 'Managing Unconscious Bias' in more regions of Germany, so that senior leaders have more possibilities to take part. Deutsche Bank renewed focus on our global e-learning program, 'Great Minds Don't Think Alike – The power of different perspectives'. More than 6,000 employees have already participated in the e-learning program.

The percentage of women in leadership positions (2014: 19.4 %, 2013: 18.7 %) and the share of female officers (2014: 31.7 %, 2013: 31.1 %) has increased. In 2014, the Bank was pleased to recruit two female execu-

tives to the GEC, both of whom bring a wealth of experience to their new roles and consequently complement the Senior Management with diverse perspectives.

Furthermore the programs to support women in leadership positions continue to be successful. Since its launch in 2009, 42 women have participated in the award-winning Accomplished Top Leaders Advancement Strategy program (ATLAS) for female Managing Directors: 56 % of the active alumni have been promoted at least once and 13 participants are now members of global or regional business Executive Committees. In June 2014, 37 female Directors participated in the 5th Deutsche Bank Women Global Leaders program for female Directors at the INSEAD Business School.

Deutsche Bank, along with the other DAX (German share index) companies, signed a declaration in 2011, undertaking to increase the proportion of female senior managers to 25 % (Managing Director and Director level) and for all officer titles to 35 % by the end of 2018, subject to applicable laws worldwide. In line with the overall diversity and inclusion strategy and supported by this commitment the Bank is recruiting more female managers at Supervisory Boards and senior management levels. Since 2010, the number of female Managing Directors and Directors has increased by ~260 (+17 %) and the number of female officers has gone up by ~2,200 (+18 %). The 'Women on Boards' Initiative was created to increase the number of women on our Tier 1-3 subsidiaries' Supervisory Boards and on the Regional Advisory Boards. In 2014, proportion of female membership on Regional Advisory Boards increased to 8.5 % and has therefore doubled since the launch of the initiative in 2011, although there has been no increase on Supervisory Boards.

The Bank celebrates a Global Diversity Week every year – the focus in 2014 was about creating 'A Culture of Inclusion'. Participation in 2014 increased considerably with 20,000 employees taking part in 250 events around the world over the week, up from just 6,000 employees in 2011.

## Foster strong leadership and talent management

### Improved people processes engage and support employees throughout their career

The role of leaders inspiring and engaging their employees has never been more important. In 2014 the Bank developed a new framework for senior leadership development to strengthen its leadership capabilities and support career mobility, succession planning and development activity. In 2014, 69 senior leaders took part in the process. We prioritized key risk-takers for the exercise as the sustainability of current and future employees in what regulators consider to be key risk positions is of increasing importance.

Senior appointments are centrally coordinated. This process is closely linked to the succession planning approach, and supports cross-divisional mobility, career development, retention of key talent and greater progress for women in leadership. To this end, 50 % of internal appointments were cross-divisional moves and approximately 63 % of internal candidates were sourced from the Bank's succession plans. Furthermore, 25 % of the senior leadership group appointments were female Managing Directors, positively impacting the gender diversity of our most senior management positions.

## The right talent at the right place

### Attracting and retaining employees who live the culture of Deutsche Bank

In 2014, to meet the Bank's junior talent needs, we began to apply a more consistent approach to the hiring, training and management of graduates across different divisions and locations. This will improve efficiency while positioning the Bank's graduates as an available talent pool for the future. In July 2014, 751 graduates joined the Bank across all businesses and infrastructure functions - representing a 19 % increase compared to 2013. Almost a quarter were hired into near-shore locations, a result of the Bank's location strategy and evolving footprint in locations such as Jacksonville, Cary, Moscow and Birmingham. This has enabled Deutsche Bank to invest in a diversity of universities in a variety of growing locations, thereby broadening our reach and brand among our target audience. A further 522 interns joined Deutsche Bank's summer internship programs.

# Internal Control over Financial Reporting

## General

Management of Deutsche Bank and its consolidated subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting (“ICOFR”). Our internal control over financial reporting is a process designed under the supervision of our Co-Chief Executive Officers and our Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the firm’s consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes our disclosure controls and procedures designed to prevent misstatements.

## Risks in Financial Reporting

The main risks in financial reporting are that either financial statements do not present a true and fair view due to inadvertent or intentional errors (fraud) or the publication of financial statements is not done on a timely basis. These risks may reduce investor confidence or cause reputational damage and may have legal consequences including banking regulatory interventions. A lack of fair presentation arises when one or more financial statement amounts or disclosures contain misstatements (or omissions) that are material. Misstatements are deemed material if they could individually or collectively, influence economic decisions that users make on the basis of the financial statements.

To confine those risks of financial reporting, management of the Group has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements and conducted an assessment of the effectiveness of the Group’s internal control over financial reporting based on the framework established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system. As a result in establishing ICOFR, management has adopted the following financial statement objectives:

- **Existence** – assets and liabilities exist and transactions have occurred.
- **Completeness** – all transactions are recorded, account balances are included in the financial statements.
- **Valuation** – assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts.
- **Rights and Obligations and ownership** – rights and obligations are appropriately recorded as assets and liabilities.
- **Presentation and disclosures** – classification, disclosure and presentation of financial reporting is appropriate.
- **Safeguarding of assets** – unauthorized acquisitions, use or disposition of assets is prevented or detected in a timely manner.

However, any internal control system, including ICOFR, no matter how well conceived and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

## Organization of the Internal Control System

### Functions Involved in the System of Internal Control over Financial Reporting

Controls within the system of ICOFR are performed by all business functions and infrastructure functions with an involvement in reviewing the reliability of the books and records that underlie the financial statements. As a result, the operation of ICOFR involves staff based mainly in the following functions: Finance, Group Technology and Operations, Risk, and Group Tax.

Finance is responsible for the periodic preparation of the financial statements and operates independently from the Group's businesses. Within Finance, different departments have control responsibilities which contribute to the overall preparation process:

- **Finance specialists for businesses or entities** – responsible for reviewing the quality of financial data by performing validation and control. They are in close contact with business, infrastructure and legal entity management and employ their specific knowledge to address financial reporting issues arising on products and transactions, as well as validating reserving and other adjustments based on judgment. Entity and business related specialists add the perspective of legal entities to the business view and sign-off on the financial reporting of their entities.
- **Finance-Group Reporting** – responsible for Group-wide activities which include the preparation of Group financial and management information, forecasting and planning, and risk reporting. Finance-Group Reporting sets the reporting timetables, performs the consolidation and aggregation processes, effects the elimination entries for inter and intra group activities, controls the period end and adjustment processes, compiles the Group financial statements, and considers and incorporates comments as to content and presentation made by senior and external advisors.
- **Accounting Policy and Advisory Group (“APAG”)** – responsible for developing the Group's interpretation of International Financial Reporting Standards and their consistent application within the Group. APAG provides accounting advice and consulting services to Finance and the wider business, and is responsible for the timely resolution of corporate and transaction-specific accounting issues.
- **Group Valuations** and business aligned valuation specialists – responsible for developing policies and minimum standards for valuation, providing related implementation guidance when undertaking valuation control work, and challenging and validating valuation control results. They act as the single point of contact on valuation topics for external parties (such as regulators and external auditors).

The operation of ICOFR is also importantly supported by Group Technology & Operations, Risk and Group Tax. Although these functions are not directly involved in the financial preparation process, they contribute significantly to the production of financial information:

- **Group Technology & Operations (“GTO”)** – responsible for confirming transactions with counterparties, and performing reconciliations both internally and externally of financial information between systems, depots and exchanges. GTO also undertakes all transaction settlement activity on behalf of the Group and performs reconciliations of nostro account balances.
- **Risk** – responsible for developing policies and standards for managing credit, market, legal, liquidity and operational risks. Risk identifies and assesses the adequacy of credit, legal and operational provisions.
- **Group Tax** – responsible for producing income tax related financial data in conjunction with Finance, covering the assessment and planning of current and deferred income taxes and the collection of tax related information. Group Tax monitors the income tax position and controls the provisioning for tax risks.

### Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the financial statements. Such controls are integrated into the operating process and include those which:

- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties,
- operate on a periodic basis such as those which are performed as part of the annual financial statement preparation process,
- are preventative or detective in nature,
- have a direct or indirect impact on the financial statements themselves. Controls which have an indirect effect on the financial statements include IT general controls such as system access and deployment controls whereas a control with a direct impact could be, for example, a reconciliation which directly supports a balance sheet line item,
- feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals such as authorization of transactions.

The combination of individual controls encompasses each of the following aspects of the system of ICOFR:

- **Accounting policy – design and implementation.** Controls to promote the consistent recording and reporting of the Group’s business activities on a global basis in accordance with authorized accounting policies.
- **Reference data.** Controls over reference data in relation to the general ledger and on and off-balance sheet transactions including product reference data.
- **New product and transaction approval, capture and confirmation (“NPA/NTA”).** Controls are intended to ensure the completeness and accuracy of recorded transactions as well as appropriate authorization. Such controls include transaction confirmations which are sent to and received from counterparties to help ensure that trade details are corroborated.
- **Reconciliation controls, both externally and internally.** Inter-system reconciliations are performed between relevant systems for all trades, transactions, positions or relevant parameters. External reconciliations include nostro account, depot and exchange reconciliations.
- **Valuation including the independent price verification process (“IPV”).** Finance performs IPV controls at least monthly in order to evaluate the reasonableness of the front office valuation. The results of the IPV processes are assessed on a monthly basis by the Valuation Control Oversight Committee. Business aligned valuation specialists focus on valuation approaches and methodologies for various asset classes and perform IPV for complex derivatives and structured products.



- **Taxation.** Controls are designed to ensure that tax calculations are performed properly and that tax balances are appropriately recorded in the financial statements.
- **Reserving and adjustments based on judgment.** Controls are designed to ensure reserving and other adjustments based on judgment are authorized and reported in accordance with the approved accounting policies.
- **Balance Sheet substantiation.** Controls relating to the substantiation of balance sheet accounts to promote the integrity of general ledger account balances based on supporting evidence.
- **Consolidation and other period end reporting controls.** At period end, all businesses and regions submit their financial data to the Group for consolidation. Controls over consolidation include the validation of accounting entries required to eliminate the effect of inter and intra company activities. Period end reporting controls include general ledger month end close processes and the review of late adjustments.
- **Financial Statement disclosure and presentation.** Controls over compilation of the financial statements themselves including preparation of disclosure checklists and compliance with the requirements thereof, and review and sign-off of the financial statements by senior Finance management. The financial statements are also subject to approval by the Management Board, and the Supervisory Board and its Audit Committee.

### Measuring Effectiveness of Internal Control

Each year, management of the Group undertakes a formal evaluation of the adequacy and effectiveness of the system of ICOFR. This evaluation incorporated an assessment of the effectiveness of the control environment as well as individual controls which make up the system of ICOFR taking into account:

- The financial misstatement risk of the financial statement line items, considering such factors as materiality and the susceptibility of the particular financial statement item to misstatement.
- The susceptibility of identified controls to failure, considering such factors as the degree of automation, complexity, risk of management override, competence of personnel and the level of judgment required.

These factors, in aggregate, determine the nature and extent of evidence that management requires in order to be able to assess whether or not the operation of the system of ICOFR is effective. The evidence itself is generated from procedures integrated with the daily responsibilities of staff or from procedures implemented specifically for purposes of the ICOFR evaluation. Information from other sources also forms an important component of the evaluation since such evidence may either bring additional control issues to the attention of management or may corroborate findings. Such information sources include:

- Reports on audits carried out by or on behalf of regulatory authorities;
- External Auditor reports;
- Reports commissioned to evaluate the effectiveness of outsourced processes to third parties.

In addition, Group Audit evaluates the design and operating effectiveness of ICOFR by performing periodic and ad-hoc risk-based audits. Reports are produced summarizing the results from each audit performed which are distributed to the responsible managers for the activities concerned. These reports, together with the evidence generated by specific further procedures that Group Audit performs also provide evidence to support the annual evaluation by management of the overall operating effectiveness of the ICOFR.

As a result of the evaluation, management has concluded that ICOFR is appropriately designed and operating effectively as of December 31, 2014.

## Information pursuant to Section 315 (4) of the German Commercial Code and Explanatory Report

### Structure of the Share Capital

As of December 31, 2014, Deutsche Bank's issued share capital amounted to € 3,530,939,215.36 consisting of 1,379,273,131 ordinary shares without par value. The shares are fully paid up and in registered form. Each share confers one vote.

### Restrictions on Voting Rights or the Transfer of Shares

Under Section 136 of the German Stock Corporation Act the voting right of the affected shares is excluded by law. As far as the bank held own shares as of December 31, 2014 in its portfolio according to Section 71b of the German Stock Corporation Act no rights could be exercised. We are not aware of any other restrictions on voting rights or the transfer of shares.

### Shareholdings which Exceed 10 % of the Voting Rights

The German Securities Trading Act (Wertpapierhandelsgesetz) requires any investor whose share of voting rights reaches, exceeds or falls below certain thresholds as the result of purchases, disposals or otherwise, must notify us and the German Federal Financial Supervisory Authority (BaFin) thereof. The lowest threshold is 3 %. We are not aware of any shareholder holding directly or indirectly 10 % or more of the voting rights.

### Shares with Special Control Rights

Shares which confer special control rights have not been issued.

### System of Control of any Employee Share Scheme where the Control Rights are not Exercised Directly by the Employees

The employees, who hold Deutsche Bank shares, exercise their control rights as other shareholders in accordance with applicable law and the Articles of Association (Satzung).

### Rules Governing the Appointment and Replacement of Members of the Management Board

Pursuant to the German Stock Corporation Act (Section 84) and the Articles of Association of Deutsche Bank (Section 6) the members of the Management Board are appointed by the Supervisory Board. The number of Management Board members is determined by the Supervisory Board. According to the Articles of Association, the Management Board has at least three members. The Supervisory Board may appoint one or two members of the Management Board as Chairpersons of the Management Board. Members of the Management Board may be appointed for a maximum term of up to five years. They may be re-appointed or have their term extended for one or more terms of up to a maximum of five years each. The German Co-Determination Act

(Mitbestimmungsgesetz; Section 31) requires a majority of at least two thirds of the members of the Supervisory Board to appoint members of the Management Board. If such majority is not achieved, the Mediation Committee shall give, within one month, a recommendation for the appointment to the Management Board. The Supervisory Board will then appoint the members of the Management Board with the majority of its members. If such appointment fails, the Chairperson of the Supervisory Board shall have two votes in a new vote. If a required member of the Management Board has not been appointed, the Local Court (Amtsgericht) in Frankfurt am Main shall, in urgent cases, make the necessary appointments upon motion by any party concerned (Section 85 of the Stock Corporation Act).

Pursuant to the German Banking Act (Kreditwesengesetz) evidence must be provided to the German Federal Financial Supervisory Authority (BaFin) and the Deutsche Bundesbank that the member of the Management Board has adequate theoretical and practical experience of the businesses of the Bank as well as managerial experience before the member is appointed (Sections 24 (1) No. 1 and 25c (1) of the Banking Act).

The Supervisory Board may revoke the appointment of an individual as member of the Management Board or as Chairperson of the Management Board for good cause. Such cause includes in particular a gross breach of duties, the inability to manage the Bank properly or a vote of no-confidence by the shareholders' meeting (Hauptversammlung, referred to as the General Meeting), unless such vote of no-confidence was made for obviously arbitrary reasons.

The BaFin may appoint a special representative and transfer to such special representative the responsibility and powers of individual members of the Management Board if such members are not trustworthy or do not have the required competencies or if the credit institution does not have the required number of Management Board members. If members of the Management Board are not trustworthy or do not have the required expertise or if they have missed a material violation of the principles of sound management or if they have not addressed identified violations, the BaFin may transfer to the special representative the responsibility and powers of the Management Board in its entirety. In any such case, the responsibility and powers of the Management Board members concerned are suspended (Section 45c (1) through (3) of the Banking Act).

If the discharge of a bank's obligations to its creditors is endangered or if there are valid concerns that effective supervision of the bank is not possible, the BaFin may take temporary measures to avert that risk. It may also prohibit members of the Management Board from carrying out their activities or impose limitations on such activities (Section 46 (1) of the Banking Act). In such case, the Local Court Frankfurt am Main shall, at the request of the BaFin appoint the necessary members of the Management Board, if, as a result of such prohibition, the Management Board does no longer have the necessary number of members in order to conduct the business (Section 46 (2) of the Banking Act).

## Rules Governing the Amendment of the Articles of Association

Any amendment of the Articles of Association requires a resolution of the General Meeting (Section 179 of the Stock Corporation Act). The authority to amend the Articles of Association in so far as such amendments merely relate to the wording, such as changes of the share capital as a result of the issuance of authorized capital, has been assigned to the Supervisory Board by the Articles of Association of Deutsche Bank (Section 20 (3)). Pursuant to the Articles of Association, the resolutions of the General Meeting are taken by a simple majority of votes and, in so far as a majority of capital stock is required, by a simple majority of capital stock, except where law or the Articles of Association determine otherwise (Section 20 (1)). Amendments to the Articles of Association become effective upon their entry in the Commercial Register (Section 181 (3) of the Stock Corporation Act).

## Powers of the Management Board to Issue or Buy Back Shares

The Management Board is authorized to increase the share capital by issuing new shares for cash and in very limited amount noncash consideration. As of December 31, 2014, Deutsche Bank AG had authorized but unissued capital of € 256,000,000 which may be issued in whole or in part until April 30, 2019 and of € 579,863.04 which may be issued in whole or in part until April 30, 2018. Further details are governed by Section 4 of the Articles of Association.

Authorized capital	Consideration	Pre-emptive rights	Expiration date
€ 256,000,000	Cash	May be excluded (partially) pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act	April 30, 2019
€ 579,863.04	Cash or noncash	May be excluded if the capital increase is for noncash consideration with the intent of acquiring a company, holdings in a company or other assets as well as pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act	April 30, 2018

The Management Board is authorized to issue once, or more than once, participatory notes that are linked with conversion rights or option rights, other hybrid debt securities that fulfil the regulatory requirements to qualify as Additional Tier 1 Capital and/or convertible bonds and/or bonds with warrants. The convertible bonds or bonds with warrants may also be issued by affiliated companies of Deutsche Bank AG. For this purpose share capital was increased conditionally upon exercise of these conversion and/or exchange rights or upon mandatory conversion.

Contingent capital	Expiration date for the issuance of conversion and/or option rights
€ 230,400,000	April 30, 2017
€ 256,000,000	April 30, 2019

The Annual General Meeting of May 23, 2013 authorized the Management Board pursuant to Section 71 (1) No. 7 of the Stock Corporation Act to buy and sell, for the purpose of securities trading, own shares of Deutsche Bank AG on or before April 30, 2018, at prices which do not exceed or fall short of the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the respective three preceding stock exchange trading days by more than 10 %. In this context, the shares acquired for this purpose may not, at the end of any day, exceed 5 % of the share capital of Deutsche Bank AG.

The Annual General Meeting of May 22, 2014 authorized the Management Board pursuant to Section 71 (1) No. 8 of the Stock Corporation Act to buy, on or before April 30, 2019, own shares of Deutsche Bank AG in a total volume of up to 10 % of the share capital at the time the resolution was taken. Together with own shares acquired for trading purposes and/or for other reasons and which are from time to time in the company's possession or attributable to the company pursuant to Sections 71a et seq. of the Stock Corporation Act, the own shares purchased on the basis of this authorization may not at any time exceed 10 % of the company's respectively applicable share capital. The own shares may be bought through the stock exchange or by means of a public purchase offer to all shareholders. The countervalue for the purchase of shares (excluding ancillary purchase costs) through the stock exchange may not be more than 10 % higher or lower than the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before the obligation to purchase. In the case of a public purchase offer, it may not be more than 10 % higher or lower than the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading

days before the day of publication of the offer. If the volume of shares offered in a public purchase offer exceeds the planned buyback volume, acceptance must be in proportion to the shares offered in each case. The preferred acceptance of small quantities of up to 50 of the company's shares offered for purchase per shareholder may be provided for.

The Management Board has also been authorized to dispose of the purchased shares and of any shares purchased on the basis of previous authorizations pursuant to Section 71 (1) No. 8 of the Stock Corporation Act on the stock exchange or by an offer to all shareholders. The Management Board has been authorized to dispose of the purchased shares against contribution-in-kind and excluding shareholders' pre-emptive rights for the purpose of acquiring companies or shareholdings in companies or other assets. In addition, the Management Board has been authorized, in case it disposes of such own shares by offer to all shareholders, to grant to the holders of the option rights, convertible bonds and convertible participatory rights issued by the company and its affiliated companies pre-emptive rights to the extent to which they would be entitled to such rights if they exercised their option and/or conversion rights. Shareholders' pre-emptive rights are excluded for these cases and to this extent.

The Management Board has also been authorized with the exclusion of shareholders' pre-emptive rights to use such own shares to issue staff shares to employees and retired employees of the company and its affiliated companies or to use them to service option rights on shares of the company and/or rights or duties to purchase shares of the company granted to employees or members of executive or non-executive management bodies of the company and of affiliated companies.

Furthermore, the Management Board has been authorized with the exclusion of shareholders' pre-emptive rights to sell such own shares to third parties against cash payment if the purchase price is not substantially lower than the price of the shares on the stock exchange at the time of sale. Use may only be made of this authorization if it has been ensured that the number of shares sold on the basis of this authorization does not exceed 10 % of the company's share capital at the time this authorization becomes effective or – if the amount is lower – at the time this authorization is exercised. Shares that are issued or sold during the validity of this authorization with the exclusion of pre-emptive rights, in direct or analogous application of Section 186 (3) sentence 4 Stock Corporation Act, are to be included in the maximum limit of 10 % of the share capital. Also to be included are shares that are to be issued to service option and/or conversion rights from convertible bonds, bonds with warrants, convertible participatory rights or participatory rights, if these bond or participatory rights are issued during the validity of this authorization with the exclusion of pre-emptive rights in corresponding application of Section 186 (3) sentence 4 Stock Corporation Act.

The Management Board has also been authorized to cancel shares acquired on the basis of this or a preceding authorization without the execution of this cancellation process requiring a further resolution by the General Meeting.

The Annual General Meeting of May 22, 2014 authorized the Management Board pursuant to Section 71 (1) No. 8 of the Stock Corporation Act to execute the purchase of shares under the resolved authorization also with the use of put and call options or forward purchase contracts. The company may accordingly sell to third parties put options based on physical delivery and buy call options from third parties if it is ensured by the option conditions that these options are fulfilled only with shares which themselves were acquired subject to compliance with the principle of equal treatment. All share purchases based on put or call options are limited to shares in a maximum volume of 5 % of the actual share capital at the time of the resolution by the General Meeting on this authorization. The term of the options must be selected such that the share purchase upon exercising the option is carried out at the latest on April 30, 2019.

The purchase price to be paid for the shares upon exercise of the put options or upon the maturity of the forward purchase may not exceed more than 10 % or fall below 10 % of the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before conclusion of the respective transaction in each case excluding ancillary purchase costs but taking into account the option premium received. The call option may only be exercised if the purchase price to be paid does not exceed by more than 10 % or fall below 10 % of the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before the acquisition of the shares.

To the sale and cancellation of shares acquired with the use of derivatives the general rules established by the General Meeting apply.

Own shares may continue to be purchased using existing derivatives that were agreed on the basis and during the existence of previous authorizations.

### **Significant Agreements which Take Effect, Alter or Terminate upon a Change of Control of the Company Following a Takeover Bid**

Significant agreements which take effect, alter or terminate upon a change of control of the company following a takeover bid have not been entered into.

### **Agreements for Compensation in Case of a Takeover Bid**

If a member of the Management Board leaves the bank within the scope of a change of control, he receives a one-off compensation payment described in greater detail in the Compensation Report.

For a limited number of executives with global or strategically important responsibility, legacy employment contracts are in place. Those contracts grant in case the employment relationship is terminated within a defined period within the scope of a change of control, without a reason for which the executives are responsible, or if these executives terminate their employment relationship because the company has taken certain measures leading to reduced responsibilities, entitlement to a severance payment. The calculation of the severance payment is, in principle, based on 1.5 times to 2.5 times the total annual remuneration (base salary as well as variable – cash and equity-based – compensation) granted before change of control. Here, the development of total remuneration in the three calendar years before change of control is taken into consideration accordingly.

# 2

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## Consolidated Statement of Income

in € m.	Notes	2014	2013	2012
Interest and similar income	5	25,001	25,601	31,593
Interest expense	5	10,729	10,768	15,619
<b>Net interest income</b>	5	<b>14,272</b>	<b>14,834</b>	<b>15,975</b>
Provision for credit losses	20	1,134	2,065	1,721
<b>Net interest income after provision for credit losses</b>		<b>13,138</b>	<b>12,769</b>	<b>14,254</b>
Commissions and fee income	6	12,409	12,308	11,809
Net gains (losses) on financial assets/liabilities at fair value through profit or loss	5	4,299	3,817	5,608
Net gains (losses) on financial assets available for sale	7	242	394	301
Net income (loss) from equity method investments	17	619	369	163
Other income (loss)	8	108	193	(120)
<b>Total noninterest income</b>		<b>17,677</b>	<b>17,082</b>	<b>17,761</b>
Compensation and benefits	35	12,512	12,329	13,490
General and administrative expenses	9	14,654	15,126	15,017
Policyholder benefits and claims		289	460	414
Impairment of intangible assets	25	111	79	1,886
Restructuring activities	10	133	399	394
<b>Total noninterest expenses</b>		<b>27,699</b>	<b>28,394</b>	<b>31,201</b>
<b>Income before income taxes</b>		<b>3,116</b>	<b>1,456</b>	<b>814</b>
Income tax expense	36	1,425	775	498
<b>Net income</b>		<b>1,691</b>	<b>681</b>	<b>316</b>
Net income attributable to noncontrolling interests		28	15	53
Net income attributable to Deutsche Bank shareholders		1,663	666	263

## Earnings per Share

in €	Notes	2014	2013	2012
<b>Earnings per share:<sup>1</sup></b>	11			
Basic		€ 1.34	€ 0.64	€ 0.27
Diluted <sup>2</sup>		€ 1.31	€ 0.62	€ 0.26
<b>Number of shares in million:<sup>1</sup></b>				
Denominator for basic earnings per share – weighted-average shares outstanding		1,241.9	1,045.4	979.0
Denominator for diluted earnings per share – adjusted weighted-average shares after assumed conversions		1,269.5	1,073.2	1,004.7

<sup>1</sup> The number of average basic and diluted shares outstanding has been adjusted for all periods in order to reflect the effect of the bonus component of subscription rights issued in June 2014 in connection with the capital increase.

<sup>2</sup> Includes numerator effect of assumed conversions. For further detail please see Note 11 "Earnings per Share".

The accompanying notes are an integral part of the Consolidated Financial Statements.



## Consolidated Statement of Comprehensive Income

in € m.	2014	2013	2012
<b>Net income recognized in the income statement</b>	<b>1,691</b>	<b>681</b>	<b>316</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement gains (losses) related to defined benefit plans, before tax	(403)	(717)	(891)
Total of income tax related to items that will not be reclassified to profit or loss	407	58	407
<b>Items that are or may be reclassified to profit or loss</b>			
Financial assets available for sale			
Unrealized net gains (losses) arising during the period, before tax	1,912	64	1,874
Realized net (gains) losses arising during the period (reclassified to profit or loss), before tax	(87)	(313)	(164)
Derivatives hedging variability of cash flows			
Unrealized net gains (losses) arising during the period, before tax	(6)	91	42
Realized net (gains) losses arising during the period (reclassified to profit or loss), before tax	339	35	45
Assets classified as held for sale			
Unrealized net gains (losses) arising during the period, before tax	0	3	0
Realized net (gains) losses arising during the period (reclassified to profit or loss), before tax	(3)	0	0
Foreign currency translation			
Unrealized net gains (losses) arising during the period, before tax	2,955	(948)	(537)
Realized net (gains) losses arising during the period (reclassified to profit or loss), before tax	3	(1)	5
Equity Method Investments			
Net gains (losses) arising during the period	(35)	63	(38)
Total of income tax related to items that are or may be reclassified to profit or loss	(672)	(160)	(447)
<b>Other comprehensive income (loss), net of tax</b>	<b>4,410</b>	<b>(1,825)</b>	<b>296</b>
<b>Total comprehensive income (loss), net of tax</b>	<b>6,102</b>	<b>(1,144)</b>	<b>612</b>
Attributable to:			
Noncontrolling interests	54	13	148
Deutsche Bank shareholders	6,048	(1,157)	464

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Consolidated Balance Sheet

in € m.	Notes	Dec 31, 2014	Dec 31, 2013
<b>Assets:</b>			
Cash and due from banks		20,055	17,155
Interest-earning deposits with banks		63,518	77,984
Central bank funds sold and securities purchased under resale agreements	21, 22	17,796	27,363
Securities borrowed	21, 22	25,834	20,870
Financial assets at fair value through profit or loss			
Trading assets		195,681	210,070
Positive market values from derivative financial instruments		629,958	504,590
Financial assets designated at fair value through profit or loss		117,285	184,597
Total financial assets at fair value through profit or loss	12, 16, 21, 22, 37	942,924	899,257
Financial assets available for sale	16, 21, 22	64,297	48,326
Equity method investments	17	4,143	3,581
Loans	19, 20, 21, 22	405,612	376,582
Property and equipment	23	2,909	4,420
Goodwill and other intangible assets	25	14,951	13,932
Other assets	26, 27	137,980	112,539
Assets for current tax	36	1,819	2,322
Deferred tax assets	36	6,865	7,071
<b>Total assets</b>		<b>1,708,703</b>	<b>1,611,400</b>
<b>Liabilities and equity:</b>			
Deposits	28	532,931	527,750
Central bank funds purchased and securities sold under repurchase agreements	21, 22	10,887	13,381
Securities loaned	21, 22	2,339	2,304
Financial liabilities at fair value through profit or loss	12, 16, 37		
Trading liabilities		41,843	55,804
Negative market values from derivative financial instruments		610,202	483,428
Financial liabilities designated at fair value through profit or loss		37,131	90,104
Investment contract liabilities		8,523	8,067
Total financial liabilities at fair value through profit or loss		697,699	637,404
Other short-term borrowings	31	42,931	59,767
Other liabilities	26, 27	183,823	163,595
Provisions	20, 29	6,677	4,524
Liabilities for current tax	36	1,608	1,600
Deferred tax liabilities	36	1,175	1,101
Long-term debt	32	144,837	133,082
Trust preferred securities	32	10,573	11,926
Obligation to purchase common shares		0	0
<b>Total liabilities</b>		<b>1,635,481</b>	<b>1,556,434</b>
Common shares, no par value, nominal value of € 2.56	34	3,531	2,610
Additional paid-in capital		33,626	26,204
Retained earnings		29,279	28,376
Common shares in treasury, at cost	34	(8)	(13)
Equity classified as obligation to purchase common shares		0	0
Accumulated other comprehensive income (loss), net of tax		1,923	(2,457)
<b>Total shareholders' equity</b>		<b>68,351</b>	<b>54,719</b>
Additional equity components		4,619	0
Noncontrolling interests		253	247
<b>Total equity</b>		<b>73,223</b>	<b>54,966</b>
<b>Total liabilities and equity</b>		<b>1,708,703</b>	<b>1,611,400</b>

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Consolidated Statement of Changes in Equity

in € m.	Common shares (no par value)	Additional paid-in capital	Retained earnings	Common shares in treasury, at cost	Equity classified as obligation to purchase common shares	Unrealized net gains (losses) on financial assets available for sale, net of applicable tax and other <sup>3</sup>
<b>Balance as of December 31, 2011</b>	<b>2,380</b>	<b>23,695</b>	<b>30,119</b>	<b>(823)</b>	<b>0</b>	<b>(617)</b>
Total comprehensive income, net of tax <sup>1</sup>	0	0	263	0	0	1,077
Common shares issued	0	0	0	0	0	0
Cash dividends paid	0	0	(689)	0	0	0
Remeasurement gains (losses) related to defined benefit plans, net of tax	0	0	(480)	0	0	0
Net change in share awards in the reporting period	0	(342)	0	0	0	0
Treasury shares distributed under share-based compensation plans	0	0	0	1,481	0	0
Tax benefits related to share-based compensation plans	0	2	0	0	0	0
Additions to Equity classified as obligation to purchase common shares	0	0	0	0	(4)	0
Deductions from Equity classified as obligation to purchase common shares	0	0	0	0	4	0
Option premiums and other effects from options on common shares	0	(63)	0	0	0	0
Purchases of treasury shares	0	0	0	(12,152)	0	0
Sale of treasury shares	0	0	0	11,434	0	0
Net gains (losses) on treasury shares sold	0	77	0	0	0	0
Other <sup>2</sup>	0	407	(14)	0	0	8
<b>Balance as of December 31, 2012</b>	<b>2,380</b>	<b>23,776</b>	<b>29,199</b>	<b>(60)</b>	<b>0</b>	<b>468</b>
Total comprehensive income, net of tax <sup>1</sup>	0	0	666	0	0	(165)
Common shares issued	230	2,731	0	0	0	0
Cash dividends paid	0	0	(764)	0	0	0
Remeasurement gains (losses) related to defined benefit plans, net of tax	0	0	(659)	0	0	0
Net change in share awards in the reporting period	0	(385)	0	0	0	0
Treasury shares distributed under share-based compensation plans	0	0	0	1,160	0	0
Tax benefits related to share-based compensation plans	0	30	0	0	0	0
Additions to Equity classified as obligation to purchase common shares	0	0	0	0	(1)	0
Deductions from Equity classified as obligation to purchase common shares	0	0	0	0	1	0
Option premiums and other effects from options on common shares	0	(49)	0	0	0	0
Purchases of treasury shares	0	0	0	(13,648)	0	0
Sale of treasury shares	0	0	0	12,535	0	0
Net gains (losses) on treasury shares sold	0	(49)	0	0	0	0
Other	0	150	(65)	0	0	0
<b>Balance as of December 31, 2013</b>	<b>2,610</b>	<b>26,204</b>	<b>28,376</b>	<b>(13)</b>	<b>0</b>	<b>303</b>
Total comprehensive income, net of tax <sup>1</sup>	0	0	1,663	0	0	1,372
Common shares issued	921	7,587	0	0	0	0
Cash dividends paid	0	0	(765)	0	0	0
Remeasurement gains (losses) related to defined benefit plans, net of tax	0	0	5	0	0	0
Net change in share awards in the reporting period	0	(103)	0	0	0	0
Treasury shares distributed under share-based compensation plans	0	0	0	840	0	0
Tax benefits related to share-based compensation plans	0	(32)	0	0	0	0
Additions to Equity classified as obligation to purchase common shares	0	0	0	0	0	0
Deductions from Equity classified as obligation to purchase common shares	0	0	0	0	0	0
Option premiums and other effects from options on common shares	0	(65)	0	0	0	0
Purchases of treasury shares	0	0	0	(9,187)	0	0
Sale of treasury shares	0	0	0	8,352	0	0
Net gains (losses) on treasury shares sold	0	(6)	0	0	0	0
Other	0	41	0	0	0	0
<b>Balance as of December 31, 2014</b>	<b>3,531</b>	<b>33,626</b>	<b>29,279</b>	<b>(8)</b>	<b>0</b>	<b>1,675</b>

<sup>1</sup> Excluding remeasurement gains (losses) related to defined benefit plans, net of tax.

<sup>2</sup> Includes the cumulative effect of the adoption of accounting pronouncements.

<sup>3</sup> Excluding unrealized net gains (losses) from equity method investments.

Unrealized net gains (losses) on derivatives hedging variability of cash flows, net of tax <sup>3</sup>	Unrealized net gains (losses) on assets classified as held for sale, net of tax	Foreign currency translation, net of tax <sup>3</sup>	Unrealized net gains (losses) from equity method investments	Accumulated other comprehensive income, net of tax <sup>1</sup>	Total shareholders' equity	Additional equity components <sup>4</sup>	Noncontrolling interests	Total equity
(226)	0	(1,166)	28	(1,981)	53,390	0	1,270	54,660
67	0	(424)	(38)	681	944	0	152	1,096
0	0	0	0	0	0	0	0	0
0	0	0	0	0	(689)	0	(3)	(692)
0	0	0	0	0	(480)	0	(4)	(484)
0	0	0	0	0	(342)	0	0	(342)
0	0	0	0	0	1,481	0	0	1,481
0	0	0	0	0	2	0	0	2
0	0	0	0	0	(4)	0	0	(4)
0	0	0	0	0	4	0	0	4
0	0	0	0	0	(63)	0	0	(63)
0	0	0	0	0	(12,152)	0	0	(12,152)
0	0	0	0	0	11,434	0	0	11,434
0	0	0	0	0	77	0	0	77
0	0	(3)	0	5	398	0	(1,176) <sup>5</sup>	(778)
(159)	0	(1,593)	(10)	(1,294)	54,001	0	239	54,240
57	2	(1,121)	63	(1,164)	(498)	0	13	(485)
0	0	0	0	0	2,961	0	0	2,961
0	0	0	0	0	(764)	0	(13)	(777)
0	0	0	0	0	(659)	0	0	(659)
0	0	0	0	0	(385)	0	0	(385)
0	0	0	0	0	1,160	0	0	1,160
0	0	0	0	0	30	0	0	30
0	0	0	0	0	(1)	0	0	(1)
0	0	0	0	0	1	0	0	1
0	0	0	0	0	(49)	0	0	(49)
0	0	0	0	0	(13,648)	0	0	(13,648)
0	0	0	0	0	12,535	0	0	12,535
0	0	0	0	0	(49)	0	0	(49)
0	0	0	0	0	85	0	8	93
(101)	2	(2,713)	53	(2,457)	54,719	0	247	54,966
181	(2)	2,865	(35)	4,380	6,043	0	54	6,097
0	0	0	0	0	8,508	0	0	8,508
0	0	0	0	0	(765)	0	(4)	(769)
0	0	0	0	0	5	0	0	5
0	0	0	0	0	(103)	0	0	(103)
0	0	0	0	0	840	0	0	840
0	0	0	0	0	(32)	0	0	(32)
0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0
0	0	0	0	0	(65)	0	0	(65)
0	0	0	0	0	(9,187)	0	0	(9,187)
0	0	0	0	0	8,352	0	0	8,352
0	0	0	0	0	(6)	0	0	(6)
0	0	0	0	0	41	4,619 <sup>6</sup>	(44)	4,616
79	0	151	18	1,923	68,351	4,619	253	73,223

<sup>4</sup> Includes Additional Tier 1 Notes, which constitute unsecured and subordinated notes of Deutsche Bank and are classified as equity in accordance with IFRS.

<sup>5</sup> Of which approximately € (750) million are attributable to the noncontrolling interests in Deutsche Postbank AG, which were significantly reduced in 2012 as a result of both the increase in the Group's shareholdings as well as the conclusion of a domination agreement between Postbank and its immediate parent DB Finanz-Holding GmbH (a wholly owned subsidiary of Deutsche Bank AG).

<sup>6</sup> Includes net proceeds from issuance, purchase and sale of Additional Equity Components.

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Consolidated Statement of Cash Flows

in € m.	2014	2013	2012
<b>Net income</b>	<b>1,691</b>	<b>681</b>	<b>316</b>
Cash flows from operating activities:			
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for credit losses	1,134	2,065	1,721
Restructuring activities	133	399	394
Gain on sale of financial assets available for sale, equity method investments, and other	(391)	(493)	(627)
Deferred income taxes, net	673	(179)	723
Impairment, depreciation and other amortization, and accretion	4,567	2,443	3,236
Share of net income from equity method investments	(569)	(433)	(397)
<b>Income adjusted for noncash charges, credits and other items</b>	<b>7,238</b>	<b>4,483</b>	<b>5,365</b>
Adjustments for net change in operating assets and liabilities:			
Interest-earning time deposits with banks	8,959	55,515	1,320
Central bank funds sold, securities purchased under resale agreements, securities borrowed	5,450	11,267	(3,429)
Financial assets designated at fair value through profit or loss	70,639	(27)	(6,561)
Loans	(26,909)	16,007	11,756
Other assets	(28,812)	12,048	32,249
Deposits	1,551	(42,281)	(25,995)
Financial liabilities designated at fair value through profit or loss and investment contract liabilities	(54,334)	(18,558)	(9,126)
Central bank funds purchased, securities sold under repurchase agreements, securities loaned	(2,963)	(23,080)	(4,202)
Other short-term borrowings	(17,875)	(9,529)	3,335
Other liabilities	22,183	(17,625)	(11,483)
Senior long-term debt	14,315	(22,056)	(5,079)
Trading assets and liabilities, positive and negative market values from derivative financial instruments, net	4,288	38,013	(9,310)
Other, net	(4,360)	3,007	(2,794)
<b>Net cash provided by (used in) operating activities</b>	<b>(630)</b>	<b>7,184</b>	<b>(23,954)</b>
Cash flows from investing activities:			
Proceeds from:			
Sale of financial assets available for sale	11,974	18,054	7,476
Maturities of financial assets available for sale	8,745	11,564	12,922
Sale of equity method investments	124	76	163
Sale of property and equipment	133	137	197
Purchase of:			
Financial assets available for sale	(34,158)	(31,588)	(22,170)
Equity method investments	(78)	(21)	(14)
Property and equipment	(669)	(513)	(614)
Net cash received in (paid for) business combinations/divestitures	1,931	(128)	96
Other, net	(826)	(596)	(703)
<b>Net cash provided by (used in) investing activities</b>	<b>(12,824)</b>	<b>(3,015)</b>	<b>(2,647)</b>
Cash flows from financing activities:			
Issuances of subordinated long-term debt	101	1,217	62
Repayments and extinguishments of subordinated long-term debt	(3,142)	(2,776)	(708)
Issuances of trust preferred securities	49	11	17
Repayments and extinguishments of trust preferred securities	(3)	(49)	(30)
Capital increase	8,508	2,961	0
Purchases of treasury shares	(9,187)	(13,648)	(12,171)
Sale of treasury shares	8,318	12,494	11,437
Net proceeds from Additional Equity Components <sup>1</sup>	4,619	0	0
Dividends paid to noncontrolling interests	(4)	(13)	(3)
Net change in noncontrolling interests	(17)	23	(67)
Cash dividends paid	(765)	(764)	(689)
<b>Net cash provided by (used in) financing activities</b>	<b>8,477</b>	<b>(544)</b>	<b>(2,152)</b>
<b>Net effect of exchange rate changes on cash and cash equivalents</b>	<b>897</b>	<b>(907)</b>	<b>39</b>
Net increase (decrease) in cash and cash equivalents	(4,080)	2,718	(28,714)
Cash and cash equivalents at beginning of period	56,041	53,321	82,032
Cash and cash equivalents at end of period	51,960	56,041	53,321
<b>Net cash provided by (used in) operating activities include</b>			
Income taxes paid (received), net	377	742	1,280
Interest paid	11,423	10,687	15,825
Interest and dividends received	25,404	25,573	32,003
<b>Cash and cash equivalents comprise</b>			
Cash and due from banks	20,055	17,155	27,877
Interest-earning demand deposits with banks (not included: time deposits of € 31,612 m. as of December 31, 2014, and € 39,097 m. and € 95,193 m. as of December 31, 2013 and 2012)	31,905	38,886	25,444
<b>Total</b>	<b>51,960</b>	<b>56,041</b>	<b>53,321</b>

<sup>1</sup> Includes net proceeds from issuance, repurchase and sale of Additional Equity Components.

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Notes to the Consolidated Financial Statements

### 01 – Significant Accounting Policies and Critical Accounting Estimates

#### Basis of Accounting

Deutsche Bank Aktiengesellschaft (“Deutsche Bank” or the “Parent”) is a stock corporation organized under the laws of the Federal Republic of Germany. Deutsche Bank together with all entities in which Deutsche Bank has a controlling financial interest (the “Group”) is a global provider of a full range of corporate and investment banking, private clients and asset management products and services.

The accompanying consolidated financial statements are stated in euros, the presentation currency of the Group. All financial information presented in million euros has been rounded to the nearest million. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and endorsed by the European Union (“EU”). The Group’s application of IFRS results in no differences between IFRS as issued by the IASB and IFRS as endorsed by the EU.

Some IFRS disclosures incorporated in the Management Report are an integral part of the Consolidated Financial Statements. These disclosures include Segmental Results of Operations and Entity Wide disclosures on Net Revenue Components under IFRS 8, “Operating Segments” provided in the Operating and Financial Review of the Management Report. Additionally the Risk Report includes disclosures about the nature and the extent of risks arising from financial instruments as required by IFRS 7, “Financial Instruments: Disclosures”, capital disclosures as required under IAS 1, “Presentation of Financial Statements” and disclosures in relation to insurance contracts as described in IFRS 4, “Insurance Contracts”. These audited disclosures are identified by bracketing in the margins of the Management Report.

#### Significant Changes in Estimates and Changes in Presentation

##### Funding Valuation Adjustment (FVA)

In the fourth quarter 2013, the Group completed the implementation of a valuation methodology for incorporating the market implied funding costs for uncollateralized derivative positions (commonly referred to as Funding Valuation Adjustment). The implementation of the Funding Valuation Adjustment was in response to growing evidence that term funding is an important component of fair value for uncollateralized derivatives and resulted in a € 366 million loss which has been recognized in the fourth quarter 2013 in the Consolidated Statement of Income.

##### Interest Income and Expense for Securities Borrowed and Loaned and Advisory Fees

In the fourth quarter of 2013, the Group restated comparative information for certain line items in the Consolidated Statement of Income for the year ended December 31, 2012 for the effect of errors as follows. These restatements had no impact on net interest income, net revenues, net income or shareholders’ equity.

in € m.	2012			
	Balance as reported	Securities borrowed/ securities loaned	Advisory fees	Balance adjusted
Interest income	32,315	(722)	0	31,593
Interest expense	(16,341)	722	0	(15,619)
Commissions and fee income	11,383	0	426	11,809
Net gains (losses) on financial assets/liabilities held at fair value through profit and loss	6,034	0	(426)	5,608

**Interest Income and Expense for Securities Borrowed and Securities Loaned** – Retrospective adjustments were made to restate interest income and expense to more accurately reflect the fees paid/received on securities borrowed/securities loaned transactions. The adjustment resulted in decreases in both interest income and expense but did not have any impact on net interest income, net income or shareholders' equity.

**Advisory Fees** – Retrospective adjustments were made to reclassify advisory fees from Net gains (losses) on financial assets held at fair value through profit or loss to Commissions and fee income to reflect their nature as service based activity in line with the Group's accounting policies. The reclassification did not have any impact on net revenues, net income or shareholders' equity.

### Critical Accounting Estimates

The preparation of financial statements under IFRS requires management to make estimates and assumptions for certain categories of assets and liabilities. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from management's estimates. The Group's significant accounting policies are described in "Significant Accounting Policies".

Certain of the Group's accounting policies require critical accounting estimates that involve complex and subjective judgments and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Such critical accounting estimates could change from period to period and may have a material impact on the Group's financial condition, changes in financial condition or results of operations. Critical accounting estimates could also involve estimates where management could have reasonably used another estimate in the current accounting period. The Group has identified the following significant accounting policies that involve critical accounting estimates:

- the impairment of associates (see "Associates" below)
- the impairment of financial assets available for sale (see "Financial Assets and Liabilities – Financial Assets Classified as Available for Sale" below)
- the determination of fair value (see "Financial Assets and Liabilities – Determination of Fair Value" below)
- the recognition of trade date profit (see "Financial Assets and Liabilities – Recognition of Trade Date Profit" below)
- the impairment of loans and provisions for off-balance sheet positions (see "Impairment of Loans and Provision for Off-balance Sheet Positions" below)
- the impairment of goodwill and other intangibles (see "Goodwill and Other Intangible Assets" below)
- the recognition and measurement of deferred tax assets (see "Income Taxes" below)
- the accounting for legal and regulatory contingencies and uncertain tax positions (see "Provisions" below)

### Significant Accounting Policies

The following is a description of the significant accounting policies of the Group. Other than as previously described, these policies have been consistently applied for 2012, 2013 and 2014.

### Principles of Consolidation

The financial information in the Consolidated Financial Statements includes the parent company, Deutsche Bank AG, together with its consolidated subsidiaries, including certain structured entities presented as a single economic unit.

### Subsidiaries

The Group's subsidiaries are those entities which it directly or indirectly controls. Control over an entity is evidenced by the Group's ability to exercise its power in order to affect any variable returns that the Group is exposed to through its involvement with the entity.

The Group sponsors the formation of structured entities and interacts with structured entities sponsored by third parties for a variety of reasons, including allowing clients to hold investments in separate legal entities, allowing clients to invest jointly in alternative assets, for asset securitization transactions, and for buying or selling credit protection.

When assessing whether to consolidate an entity, the Group evaluates a range of control factors, namely:

- the purpose and design of the entity
- the relevant activities and how these are determined
- whether the Group's rights result in the ability to direct the relevant activities
- whether the Group has exposure or rights to variable returns
- whether the Group has the ability to use its power to affect the amount of its returns

Where voting rights are relevant, the Group is deemed to have control where it holds, directly or indirectly, more than half of the voting rights over an entity unless there is evidence that another investor has the practical ability to unilaterally direct the relevant activities, as indicated by one or more of the following factors:

- Another investor has the power over more than half of the voting rights by virtue of an agreement with the Group; or
- Another investor has the power to govern the financial and operating policies of the investee under a statute or an agreement; or
- Another investor has the power to appoint or remove the majority of the members of the board of directors or equivalent governing body and the investee is controlled by that board or body; or
- Another investor has the power to cast the majority of votes at meetings of the board of directors or equivalent governing body and control of that entity is by this board or body.

Potential voting rights that are deemed to be substantive are also considered when assessing control.

Likewise, the Group also assesses existence of control where it does not control the majority of the voting power but has the practical ability to unilaterally direct the relevant activities. This may arise in circumstances where the size and dispersion of holdings of the shareholders give the Group the power to direct the activities of the investee.

Subsidiaries are consolidated from the date on which control is transferred to the Group and are deconsolidated from the date that control ceases.

The Group reassesses the consolidation status at least at every quarterly reporting date. Therefore, any changes in the structure leading to a change in one or more of the control factors, require reassessment when they occur. This includes changes in decision making rights, changes in contractual arrangements, changes in the financing, ownership or capital structure as well as changes following a trigger event which was anticipated in the original documentation.

All intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated on consolidation.

Consistent accounting policies are applied throughout the Group for the purposes of consolidation. Issuances of a subsidiary's stock to third parties are treated as noncontrolling interests. Profit or loss attributable to noncontrolling interests are reported separately in the Consolidated Statement of Income and Consolidated Statement of Comprehensive Income.

At the date that control of a subsidiary is lost, the Group a) derecognizes the assets (including attributable goodwill) and liabilities of the subsidiary at their carrying amounts, b) derecognizes the carrying amount of any noncontrolling interests in the former subsidiary, c) recognizes the fair value of the consideration received and



any distribution of the shares of the subsidiary, d) recognizes any investment retained in the former subsidiary at its fair value and e) recognizes any resulting difference of the above items as a gain or loss in the income statement. Any amounts recognized in prior periods in other comprehensive income in relation to that subsidiary would be reclassified to the Consolidated Statement of Income or transferred directly to retained earnings if required by other IFRSs.

## Associates

An associate is an entity in which the Group has significant influence, but not a controlling interest, over the operating and financial management policy decisions of the entity. Significant influence is generally presumed when the Group holds between 20 % and 50 % of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered in assessing whether the Group has significant influence. Among the other factors that are considered in determining whether the Group has significant influence are representation on the board of directors (supervisory board in the case of German stock corporations) and material intercompany transactions. The existence of these factors could require the application of the equity method of accounting for a particular investment even though the Group's investment is less than 20 % of the voting stock.

Investments in associates are accounted for under the equity method of accounting. The Group's share of the results of associates is adjusted to conform to the accounting policies of the Group and is reported in the Consolidated Statement of Income as Net income (loss) from equity method investments. The Group's share in the associate's profits and losses resulting from intercompany sales is eliminated on consolidation.

If the Group previously held an equity interest in an entity (for example, as available for sale) and subsequently gained significant influence, the previously held equity interest is remeasured to fair value and any gain or loss is recognized in the Consolidated Statement of Income. Any amounts previously recognized in other comprehensive income associated with the equity interest would be reclassified to the Consolidated Statement of Income at the date the Group gains significant influence, as if the Group had disposed of the previously held equity interest.

Under the equity method of accounting, the Group's investments in associates and jointly controlled entities are initially recorded at cost including any directly related transaction costs incurred in acquiring the associate, and subsequently increased (or decreased) to reflect both the Group's pro-rata share of the post-acquisition net income (or loss) of the associate or jointly controlled entity and other movements included directly in the equity of the associate or jointly controlled entity. Goodwill arising on the acquisition of an associate or a jointly controlled entity is included in the carrying value of the investment (net of any accumulated impairment loss). As goodwill is not reported separately it is not specifically tested for impairment. Rather, the entire equity method investment is tested for impairment.

At the date that the Group ceases to have significant influence over the associate or jointly controlled entity the Group recognizes a gain or loss on the disposal of the equity method investment equal to the difference between the sum of the fair value of any retained investment and the proceeds from disposing of the associate and the carrying amount of the investment. Amounts recognized in prior periods in other comprehensive income in relation to the associate are accounted for on the same basis as would have been required if the investee had directly disposed of the related assets or liabilities.

At each balance sheet date, the Group assesses whether there is any objective evidence that the investment in an associate is impaired. If there is objective evidence of impairment, an impairment test is performed by comparing the investment's recoverable amount, which is the higher of its value in use and fair value less costs to sell, with its carrying amount. An impairment loss recognized in prior periods is only reversed if there has been a change in the estimates used to determine the investment's recoverable amount since the last impairment loss was recognized. If this is the case the carrying amount of the investment is increased to its higher recoverable amount.

**Critical Accounting Estimates:** As the assessment of whether there is objective evidence of impairment may require significant management judgement and the estimates for impairment could change from period to period based on future events that may or may not occur, the Group considers this to be a critical accounting estimate.

### Foreign Currency Translation

The Consolidated Financial Statements are prepared in euro, which is the presentation currency of the Group. Various entities in the Group use a different functional currency, being the currency of the primary economic environment in which the entity operates.

An entity records foreign currency revenues, expenses, gains and losses in its functional currency using the exchange rates prevailing at the dates of recognition.

Monetary assets and liabilities denominated in currencies other than the entity's functional currency are translated at the period end closing rate. Foreign exchange gains and losses resulting from the translation and settlement of these items are recognized in the Consolidated Statement of Income as net gains (losses) on financial assets/liabilities at fair value through profit or loss in order to align the translation amounts with those recognized from foreign currency related transactions (derivatives) which hedge these monetary assets and liabilities.

Nonmonetary items that are measured at historical cost are translated using the historical exchange rate at the date of the transaction. Translation differences on nonmonetary items which are held at fair value through profit or loss are recognized in profit or loss. Translation differences on available for sale nonmonetary items (equity securities) are included in other comprehensive income. Once the available for sale nonmonetary item is sold, the related cumulative translation difference is transferred to the Consolidated Statement of Income as part of the overall gain or loss on sale of the item.

For purposes of translation into the presentation currency, assets, liabilities and equity of foreign operations are translated at the period end closing rate and items of income and expense are translated into euros at the rates prevailing on the dates of the transactions, or average rates of exchange where these approximate actual rates. The exchange differences arising on the translation of a foreign operation are included in other comprehensive income. For foreign operations that are subsidiaries, the amount of exchange differences attributable to any noncontrolling interests is recognized in noncontrolling interests.

Upon disposal of a foreign subsidiary and associate (which results in loss of control or significant influence over that operation) the total cumulative exchange differences recognized in other comprehensive income are reclassified to profit or loss.

Upon partial disposal of a foreign operation that is a subsidiary and which does not result in loss of control, the proportionate share of cumulative exchange differences is reclassified from other comprehensive income to noncontrolling interests as this is deemed a transaction with equity holders. For a partial disposal of an associate which does not result in a loss of significant influence, the proportionate share of cumulative exchange differences is reclassified from other comprehensive income to profit or loss.

### Interest, Commissions and Fees

Revenue is recognized when the amount of revenue and associated costs can be reliably measured, it is probable that economic benefits associated with the transaction will be realized and the stage of completion of the transaction can be reliably measured. This concept is applied to the key revenue generating activities of the Group as follows.

**Net Interest Income** – Interest from all interest-bearing assets and liabilities is recognized as net interest income using the effective interest method. The effective interest rate is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or expense over the relevant

period using the estimated future cash flows. The estimated future cash flows used in this calculation include those determined by the contractual terms of the asset or liability, all fees that are considered to be integral to the effective interest rate, direct and incremental transaction costs and all other premiums or discounts.

Once an impairment loss has been recognized on a loan or available for sale debt instruments, although the accrual of interest in accordance with the contractual terms of the instrument is discontinued, interest income is recognized based on the rate of interest that was used to discount future cash flows for the purpose of measuring the impairment loss. For a loan this would be the original effective interest rate, but a new effective interest rate would be established each time an available for sale debt instrument is impaired as impairment is measured to fair value and would be based on a current market rate.

**Commissions and Fee Income** – The recognition of fee revenue (including commissions) is determined by the purpose of the fees and the basis of accounting for any associated financial instruments. If there is an associated financial instrument, fees that are an integral part of the effective interest rate of that financial instrument are included within the effective yield calculation. However, if the financial instrument is carried at fair value through profit or loss, any associated fees are recognized in profit or loss when the instrument is initially recognized, provided there are no significant unobservable inputs used in determining its fair value. Fees earned from services that are provided over a specified service period are recognized over that service period. Fees earned for the completion of a specific service or significant event are recognized when the service has been completed or the event has occurred.

Loan commitment fees related to commitments that are not accounted for at fair value through profit or loss are recognized in commissions and fee income over the life of the commitment if it is unlikely that the Group will enter into a specific lending arrangement. If it is probable that the Group will enter into a specific lending arrangement, the loan commitment fee is deferred until the origination of a loan and recognized as an adjustment to the loan's effective interest rate.

Performance-linked fees or fee components are recognized when the performance criteria are fulfilled.

The following fee income is predominantly earned from services that are provided over a period of time: investment fund management fees, fiduciary fees, custodian fees, portfolio and other management and advisory fees, credit-related fees and commission income. Fees predominantly earned from providing transaction-type services include underwriting fees, corporate finance fees and brokerage fees.

Expenses that are directly related and incremental to the generation of fee income are presented net in Commissions and Fee Income.

**Arrangements involving multiple services or products** – If the Group contracts to provide multiple products, services or rights to a counterparty, an evaluation is made as to whether an overall fee should be allocated to the different components of the arrangement for revenue recognition purposes. Structured trades executed by the Group are the principal example of such arrangements and are assessed on a transaction by transaction basis. The assessment considers the value of items or services delivered to ensure that the Group's continuing involvement in other aspects of the arrangement are not essential to the items delivered. It also assesses the value of items not yet delivered and, if there is a right of return on delivered items, the probability of future delivery of remaining items or services. If it is determined that it is appropriate to look at the arrangements as separate components, the amounts received are allocated based on the relative value of each component.

If there is no objective and reliable evidence of the value of the delivered item or an individual item is required to be recognized at fair value then the residual method is used. The residual method calculates the amount to be recognized for the delivered component as being the amount remaining after allocating an appropriate amount of revenue to all other components.

## Financial Assets and Liabilities

The Group classifies its financial assets and liabilities into the following categories: financial assets and liabilities at fair value through profit or loss, loans, financial assets available for sale (“AFS”) and other financial liabilities. The Group does not classify any financial instruments under the held-to-maturity category. Appropriate classification of financial assets and liabilities is determined at the time of initial recognition or when reclassified in the Consolidated Balance Sheet.

Financial instruments classified at fair value through profit or loss and financial assets classified as AFS are recognized or derecognized on trade date, which is the date on which the Group commits to purchase or sell the asset or issue or repurchase the financial liability.

### Financial Assets and Liabilities at Fair Value through Profit or Loss

The Group classifies certain financial assets and financial liabilities as either held for trading or designated at fair value through profit or loss. They are carried at fair value and presented as financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss, respectively. Related realized and unrealized gains and losses are included in net gains (losses) on financial assets/liabilities at fair value through profit or loss. Interest on interest earning assets such as trading loans and debt securities and dividends on equity instruments are presented in interest and similar income for financial instruments at fair value through profit or loss.

**Trading Assets and Liabilities** – Financial instruments are classified as held for trading if they have been originated, acquired or incurred principally for the purpose of selling or repurchasing them in the near term, or they form part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Trading assets include debt and equity securities, derivatives held for trading purposes, commodities and trading loans. This includes also physical commodities that are held by the Group’s commodity trading business, at fair value less costs to sell. Trading liabilities consist primarily of derivative liabilities and short positions

**Financial Instruments Designated at Fair Value through Profit or Loss** – Certain financial assets and liabilities that do not meet the definition of trading assets and liabilities are designated at fair value through profit or loss using the fair value option. To be designated at fair value through profit or loss, financial assets and liabilities must meet one of the following criteria: (1) the designation eliminates or significantly reduces a measurement or recognition inconsistency; (2) a group of financial assets or liabilities or both is managed and its performance is evaluated on a fair value basis in accordance with a documented risk management or investment strategy; or (3) the instrument contains one or more embedded derivatives unless: (a) the embedded derivative does not significantly modify the cash flows that otherwise would be required by the contract; or (b) it is clear with little or no analysis that separation is prohibited. In addition, the Group allows the fair value option to be designated only for those financial instruments for which a reliable estimate of fair value can be obtained. Financial assets and liabilities which are designated at fair value through profit or loss, under the fair value option, include repurchase and reverse repurchase agreements, certain loans and loan commitments, debt and equity securities and structured note liabilities.

### Loan Commitments

Certain loan commitments are classified as derivatives held for trading or designated at fair value through profit or loss under the fair value option. All other loan commitments remain off-balance sheet. Therefore, the Group does not recognize and measure changes in fair value of these off-balance sheet loan commitments that result from changes in market interest rates or credit spreads. However, as specified in the discussion “Impairment of Loans and Provision for Off-Balance sheet positions”, these off-balance sheet loan commitments are assessed for impairment individually and where appropriate, collectively.

## Loans

Loans include originated and purchased non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and which are not classified as financial assets at fair value through profit or loss or financial assets AFS. An active market exists when quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Loans not acquired in a business combination or in an asset purchase are initially recognized at their transaction price representing the fair value, which is the cash amount advanced to the borrower. In addition, the net of direct and incremental transaction costs and fees are included in the initial carrying amount of loans. These loans are subsequently measured at amortized cost using the effective interest method less impairment.

Loans which have been acquired as either part of a business combination or as an asset purchase are initially recognized at fair value at the acquisition date. This includes loans for which an impairment loss had been established by the acquiree before their initial recognition by the Group. The fair value at the acquisition date incorporates expected cash flows which consider the credit quality of these loans including any incurred losses and becomes the new amortized cost base. Interest income is recognized using the effective interest method. Subsequent to the acquisition date the Group assesses whether there is objective evidence of impairment in line with the policies described in the section entitled "Impairment of Loans and Provision for Off-Balance Sheet Positions". If the loans are determined to be impaired then a loan loss allowance is recognized with a corresponding charge to the provision for credit losses line in the Consolidated Statement of Income. Releases of such loan loss allowances established after their initial recognition are included in the provision for credit losses line. Subsequent improvements in the credit quality of such loans for which no loss allowance had been recorded are recognized immediately through an adjustment to the current carrying value and a corresponding gain is recognized in interest income.

## Financial Assets Classified as Available for Sale

Financial assets that are not classified as at fair value through profit or loss or as loans are classified as AFS. A financial asset classified as AFS is initially recognized at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. The amortization of premiums and accretion of discount are recorded in net interest income. Financial assets classified as AFS are carried at fair value with the changes in fair value reported in other comprehensive income, unless the asset is subject to a fair value hedge, in which case changes in fair value resulting from the risk being hedged are recorded in other income. For monetary financial assets classified as AFS (debt instruments), changes in carrying amounts relating to changes in foreign exchange rate are recognized in the Consolidated Statement of Income and other changes in carrying amount are recognized in other comprehensive income as indicated above. For financial assets classified as AFS that are nonmonetary items (equity instruments), the gain or loss that is recognized in other comprehensive income includes any related foreign exchange component.

In the case of equity investments classified as AFS, objective evidence includes a significant or prolonged decline in the fair value of the investment below cost. In the case of debt securities classified as AFS, impairment is assessed based on the same criteria as for loans.

If there is evidence of impairment, any amounts previously recognized in other comprehensive income are recognized in the consolidated statement of income for the period, reported in net gains (losses) on financial assets available for sale. This impairment loss for the period is determined as the difference between the acquisition cost (net of any principal repayments and amortization) and current fair value of the asset less any impairment loss on that investment previously recognized in the Consolidated Statement of Income.

When an AFS debt security is impaired, any subsequent decreases in fair value are recognized in the Consolidated Statement of Income as it is considered further impairment. Any subsequent increases are also recognized in the Consolidated Statement of Income until the asset is no longer considered impaired. When the fair

value of the AFS debt security recovers to at least amortized cost it is no longer considered impaired and subsequent changes in fair value are reported in other comprehensive income.

Reversals of impairment losses on equity investments classified as AFS are not reversed through the Consolidated Statement of Income; increases in their fair value after impairment are recognized in other comprehensive income.

Realized gains and losses are reported in net gains (losses) on financial assets available for sale. Generally, the weighted-average cost method is used to determine the cost of financial assets. Unrealized gains and losses recorded in other comprehensive income are transferred to the Consolidated Statement of Income on disposal of an available for sale asset and reported in net gains (losses) on financial assets available for sale.

**Critical Accounting Estimates** – Because the assessment of objective evidence of impairment require significant management judgement and the estimate of impairment could change from period to period based upon future events that may or may not occur, the Group considers the impairment of Financial Assets classified as Available for Sale to be a critical accounting estimate. For additional information see Note 7 “Net Gains (Losses) on Financial Assets Available for Sale”.

### Financial Liabilities

Except for financial liabilities at fair value through profit or loss, financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities include long-term and short-term debt issued which are initially measured at fair value, which is the consideration received, net of transaction costs incurred. Repurchases of issued debt in the market are treated as extinguishments and any related gain or loss is recorded in the Consolidated Statement of Income. A subsequent sale of own bonds in the market is treated as a reissuance of debt.

### Reclassification of Financial Assets

The Group may reclassify certain financial assets out of the financial assets at fair value through profit or loss classification (trading assets) and the AFS classification into the loans classification. For assets to be reclassified there must be a clear change in management intent with respect to the assets since initial recognition and the financial asset must meet the definition of a loan at the reclassification date. Additionally, there must be an intent and ability to hold the asset for the foreseeable future at the reclassification date.

Financial assets are reclassified at their fair value at the reclassification date. Any gain or loss already recognized in the Consolidated Statement of Income is not reversed. The fair value of the instrument at reclassification date becomes the new amortized cost of the instrument. The expected cash flows on the financial instruments are estimated at the reclassification date and these estimates are used to calculate a new effective interest rate for the instruments. If there is a subsequent increase in expected future cash flows on reclassified assets as a result of increased recoverability, the effect of that increase is recognized as an adjustment to the effective interest rate from the date of the change in estimate rather than as an adjustment to the carrying amount of the asset at the date of the change in estimate. If there is a subsequent decrease in expected future cash flows the asset would be assessed for impairment as discussed in the section entitled “Impairment of Loans and Provision for Off-Balance Sheet Positions”. Any change in the timing of the cash flows of reclassified assets which are not deemed impaired are recorded as an adjustment to the carrying amount of the asset.

For instruments reclassified from AFS to loans, any unrealized gain or loss recognized in other comprehensive income is subsequently amortized into interest income using the effective interest rate of the instrument. If the instrument is subsequently impaired, any unrealized loss which is held in accumulated other comprehensive income for that instrument at that date is immediately recognized in the Consolidated Statement of Income as a loan loss provision.

To the extent that assets categorized as loans are repaid, restructured or eventually sold and the amount received is less than the carrying value at that time, then a loss would be recognized in the Consolidated Statement of income as a component of the provision for credit losses, if the loan is impaired, or otherwise in other Income, if the loan is not impaired.

### Offsetting of Financial Instruments

Financial assets and liabilities are offset, with the net amount presented in the Consolidated Balance Sheet, only if the Group holds a currently enforceable legal right to set off the recognized amounts and there is an intention to settle on a net basis or to realize an asset and settle the liability simultaneously. The legal right to set off the recognized amounts must be enforceable in both the normal course of business, in the event of default, insolvency or bankruptcy of both the Group and its counterparty. In all other situations they are presented gross. When financial assets and financial liabilities are offset in the Consolidated Balance Sheet, the associated income and expense items will also be offset in the Consolidated Statement of Income, unless specifically prohibited by an applicable accounting standard.

The majority of the offsetting applied by the Group relates to derivatives and repurchase and reverse repurchase agreements. A significant portion of offsetting is applied to interest rate derivatives and related cash margin balances, which are cleared through central clearing parties such as the London Clearing House. The Group also offsets repurchase and reverse repurchase agreements for which the Group has the right to set off and has the intent to settle on a net basis or to realize an asset and settle a liability simultaneously. For further information please refer to Note 18 “Offsetting Financial Assets and Financial Liabilities”.

### Determination of Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an arm's length transaction between market participants at the measurement date. The fair value of instruments that are quoted in active markets is determined using the quoted prices where they represent those at which regularly and recently occurring transactions take place. The Group measures certain portfolios of financial assets and financial liabilities on the basis of their net risk exposures when the following criteria are met:

- The group of financial assets and liabilities is managed on the basis of its net exposure to a particular market risk (or risks) or to the credit risk of a particular counterparty, in accordance with a documented risk management strategy,
- the fair values are provided to key management personnel, and
- the financial assets and liabilities are measured at fair value through profit or loss.

This portfolio valuation approach is consistent with how the Group manages its net exposures to market and counterparty credit risks.

**Critical Accounting Estimates** – The Group uses valuation techniques to establish the fair value of instruments where prices quoted in active markets are not available. Therefore, where possible, parameter inputs to the valuation techniques are based on observable data derived from prices of relevant instruments traded in an active market. These valuation techniques involve some level of management estimation and judgment, the degree of which will depend on the price transparency for the instrument or market and the instrument's complexity.

In reaching estimates of fair value management judgment needs to be exercised. The areas requiring significant management judgment are identified, documented and reported to senior management as part of the valuation control process and the standard monthly reporting cycle. The specialist model validation and valuation control groups focus attention on the areas of subjectivity and judgment.

The level of management judgment required in establishing fair value of financial instruments for which there is a quoted price in an active market is usually minimal. Similarly there is little subjectivity or judgment required

for instruments valued using valuation models which are standard across the industry and where all parameter inputs are quoted in active markets.

The level of subjectivity and degree of management judgment required is more significant for those instruments valued using specialized and sophisticated models and where some or all of the parameter inputs are less liquid or less observable. Management judgment is required in the selection and application of appropriate parameters, assumptions and modelling techniques. In particular, where data are obtained from infrequent market transactions then extrapolation and interpolation techniques must be applied. Where no market data are available for a particular instrument then pricing inputs are determined by assessing other relevant sources of information such as historical data, fundamental analysis of the economics of the transaction and proxy information from similar transactions, and making appropriate adjustment to reflect the actual instrument being valued and current market conditions. Where different valuation techniques indicate a range of possible fair values for an instrument then management has to decide what point within the range of estimates appropriately represents the fair value. Further, some valuation adjustments may require the exercise of management judgment to achieve fair value.

Under IFRS, the financial assets and liabilities carried at fair value are required to be disclosed according to the inputs to the valuation method that are used to determine their fair value. Specifically, segmentation is required between those valued using quoted market prices in an active market (level 1), valuation techniques based on observable parameters (level 2) and valuation techniques using significant unobservable parameters (level 3). Management judgment is required in determining the category to which certain instruments should be allocated. This specifically arises when the valuation is determined by a number of parameters, some of which are observable and others are not. Further, the classification of an instrument can change over time to reflect changes in market liquidity and therefore price transparency.

The Group provides a sensitivity analysis of the impact upon the level 3 financial instruments of using a reasonably possible alternative for the unobservable parameter. The determination of reasonably possible alternatives requires significant management judgment.

For financial instruments measured at amortized cost (which includes loans, deposits and short and long term debt issued) the Group discloses the fair value. Generally there is limited or no trading activity in these instruments and therefore the fair value determination requires significant management judgment.

For further discussion of the valuation methods and controls and quantitative disclosures with respect to the determination of fair value, please refer to Note 14 “Financial Instruments carried at Fair Value” and Note 15 “Fair Value of Financial Instruments not carried at Fair Value”.

### Recognition of Trade Date Profit

If there are significant unobservable inputs used in the valuation technique, the financial instrument is recognized at the transaction price and any profit implied from the valuation technique at trade date is deferred.

Using systematic methods, the deferred amount is recognized over the period between trade date and the date when the market is expected to become observable, or over the life of the trade (whichever is shorter). Such methodology is used because it reflects the changing economic and risk profile of the instrument as the market develops or as the instrument itself progresses to maturity. Any remaining trade date deferred profit is recognized in the Consolidated Statement of Income when the transaction becomes observable or the Group enters into off-setting transactions that substantially eliminate the instrument’s risk. In the rare circumstances that a trade date loss arises, it would be recognized at inception of the transaction to the extent that it is probable that a loss has been incurred and a reliable estimate of the loss amount can be made.

**Critical Accounting Estimates** – Management judgment is required in determining whether there exist significant unobservable inputs in the valuation technique. Once deferred, the decision to subsequently recognise



the trade date profit requires a careful assessment of the then current facts and circumstances supporting observability of parameters and/or risk mitigation.

### Derivatives and Hedge Accounting

Derivatives are used to manage exposures to interest rate, foreign currency, credit and other market price risks, including exposures arising from forecast transactions. All freestanding contracts that are considered derivatives for accounting purposes are carried at fair value on the Consolidated Balance Sheet regardless of whether they are held for trading or nontrading purposes.

The changes in fair value on derivatives held for trading are included in net gains (losses) on financial assets/liabilities at fair value through profit or loss.

### Embedded Derivatives

Some hybrid contracts contain both a derivative and a non-derivative component. In such cases, the derivative component is termed an embedded derivative, with the non-derivative component representing the host contract. If the economic characteristics and risks of embedded derivatives are not closely related to those of the host contract and the hybrid contract itself is not carried at fair value through profit or loss, the embedded derivative is bifurcated and reported at fair value, with gains and losses recognized in net gains (losses) on financial assets/liabilities at fair value through profit or loss. The host contract will continue to be accounted for in accordance with the appropriate accounting standard. The carrying amount of an embedded derivative is reported in the same Consolidated Balance Sheet line item as the host contract. Certain hybrid instruments have been designated at fair value through profit or loss using the fair value option.

### Hedge Accounting

For accounting purposes there are three possible types of hedges: (1) hedges of changes in the fair value of assets, liabilities or unrecognized firm commitments (fair value hedges); (2) hedges of the variability of future cash flows from highly probable forecast transactions and floating rate assets and liabilities (cash flow hedges); and (3) hedges of the translation adjustments resulting from translating the functional currency financial statements of foreign operations into the presentation currency of the parent (hedges of net investments in foreign operations).

When hedge accounting is applied, the Group designates and documents the relationship between the hedging instrument and the hedged item as well as its risk management objective and strategy for undertaking the hedging transactions and the nature of the risk being hedged. This documentation includes a description of how the Group will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Hedge effectiveness is assessed at inception and throughout the term of each hedging relationship. Hedge effectiveness is always assessed, even when the terms of the derivative and hedged item are matched.

Hedging derivatives are reported as other assets and other liabilities. In the event that a derivative is subsequently de-designated from a hedging relationship, it is transferred to financial assets/liabilities at fair value through profit or loss.

For hedges of changes in fair value, the changes in the fair value of the hedged asset, liability or unrecognized firm commitment, or a portion thereof, attributable to the risk being hedged, are recognized in the Consolidated Statement of Income along with changes in the entire fair value of the derivative. When hedging interest rate risk, any interest accrued or paid on both the derivative and the hedged item is reported in interest income or expense and the unrealized gains and losses from the hedge accounting fair value adjustments are reported in other income. When hedging the foreign exchange risk of an AFS security, the fair value adjustments related to the security's foreign exchange exposures are also recorded in other income. Hedge ineffectiveness is reported in other income and is measured as the net effect of changes in the fair value of the hedging instrument

and changes in the fair value of the hedged item arising from changes in the market rate or price related to the risk(s) being hedged.

If a fair value hedge of a debt instrument is discontinued prior to the instrument's maturity because the derivative is terminated or the relationship is de-designated, any remaining interest rate-related fair value adjustments made to the carrying amount of the debt instrument (basis adjustments) are amortized to interest income or expense over the remaining term of the original hedging relationship. For other types of fair value adjustments and whenever a fair value hedged asset or liability is sold or otherwise derecognized, any basis adjustments are included in the calculation of the gain or loss on derecognition.

For hedges of variability in future cash flows, there is no change to the accounting for the hedged item and the derivative is carried at fair value, with changes in value reported initially in other comprehensive income to the extent the hedge is effective. These amounts initially recorded in other comprehensive income are subsequently reclassified into the Consolidated Statement of Income in the same periods during which the forecast transaction affects the Consolidated Statement of Income. Thus, for hedges of interest rate risk, the amounts are amortized into interest income or expense at the same time as the interest is accrued on the hedged transaction.

Hedge ineffectiveness is recorded in other income and is measured as changes in the excess (if any) in the absolute cumulative change in fair value of the actual hedging derivative over the absolute cumulative change in the fair value of the hypothetically perfect hedge.

When hedges of variability in cash flows attributable to interest rate risk are discontinued, amounts remaining in accumulated other comprehensive income are amortized to interest income or expense over the remaining life of the original hedge relationship, unless the hedged transaction is no longer expected to occur in which case the amount will be reclassified into other income immediately. When hedges of variability in cash flows attributable to other risks are discontinued, the related amounts in accumulated other comprehensive income are reclassified into either the same Consolidated Statement of Income caption and period as profit or loss from the forecast transaction, or into other income when the forecast transaction is no longer expected to occur.

For hedges of the translation adjustments resulting from translating the functional currency financial statements of foreign operations (hedges of net investments in foreign operations) into the functional currency of the parent, the portion of the change in fair value of the derivative due to changes in the spot foreign exchange rates is recorded as a foreign currency translation adjustment in other comprehensive income to the extent the hedge is effective; the remainder is recorded as other income in the Consolidated Statement of Income.

Changes in fair value of the hedging instrument relating to the effective portion of the hedge are subsequently recognized in profit or loss on disposal of the foreign operations.

### **Impairment of Loans and Provision for Off-Balance Sheet Positions**

The Group first assesses whether objective evidence of impairment exists individually for loans that are individually significant. It then assesses collectively for loans that are not individually significant and loans which are significant but for which there is no objective evidence of impairment under the individual assessment.

To allow management to determine whether a loss event has occurred on an individual basis, all significant counterparty relationships are reviewed periodically. This evaluation considers current information and events related to the counterparty, such as the counterparty experiencing significant financial difficulty or a breach of contract, for example, default or delinquency in interest or principal payments.

If there is evidence of impairment leading to an impairment loss for an individual counterparty relationship, then the amount of the loss is determined as the difference between the carrying amount of the loan(s), including accrued interest, and the present value of expected future cash flows discounted at the loan's original effective interest rate or the effective interest rate established upon reclassification to loans, including cash flows that

may result from foreclosure less costs for obtaining and selling the collateral. The carrying amount of the loans is reduced by the use of an allowance account and the amount of the loss is recognized in the Consolidated Statement of Income as a component of the provision for credit losses.

The collective assessment of impairment is to establish an allowance amount relating to loans that are either individually significant but for which there is no objective evidence of impairment, or are not individually significant but for which there is, on a portfolio basis, a loss amount that is probable of having occurred and is reasonably estimable. The loss amount has three components. The first component is an amount for transfer and currency convertibility risks for loan exposures in countries where there are serious doubts about the ability of counterparties to comply with the repayment terms due to the economic or political situation prevailing in the respective country of domicile. This amount is calculated using ratings for country risk and transfer risk which are established and regularly reviewed for each country in which the Group does business. The second component is an allowance amount representing the incurred losses on the portfolio of smaller-balance homogeneous loans, which are loans to individuals and small business customers of the private and retail business. The loans are grouped according to similar credit risk characteristics and the allowance for each group is determined using statistical models based on historical experience. The third component represents an estimate of incurred losses inherent in the group of loans that have not yet been individually identified or measured as part of the smaller-balance homogeneous loans. Loans that were found not to be impaired when evaluated on an individual basis are included in the scope of this component of the allowance.

Once a loan is identified as impaired, although the accrual of interest in accordance with the contractual terms of the loan is discontinued, the accretion of the net present value of the written down amount of the loan due to the passage of time is recognized as interest income based on the original effective interest rate of the loan.

At each balance sheet date, all impaired loans are reviewed for changes to the present value of expected future cash flows discounted at the loan's original effective interest rate. Any change to the previously recognized impairment loss is recognized as a change to the allowance account and recorded in the Consolidated Statement of Income as a component of the provision for credit losses.

When it is considered that there is no realistic prospect of recovery and all collateral has been realized or transferred to the Group, the loan and any associated allowance is charged off (the loan and the related allowance are removed from the balance sheet). Individually significant loans where specific loan loss provisions are in place are evaluated at least quarterly on a case-by-case basis. For this category of loans, the number of days past due is an indicator for a charge-off but is not a determining factor. A charge-off will only take place after considering all relevant information, such as the occurrence of a significant change in the borrower's financial position such that the borrower can no longer pay the obligation, or the proceeds from the collateral are insufficient to completely satisfy the current carrying amount of the loan.

For collectively assessed loans, which are primarily mortgages and consumer finance loans, the timing of a charge-off depends on whether there is any underlying collateral and the Group's estimate of the amount collectible. For mortgage loans, the portion of the loan which is uncollateralized is charged off when the mortgage becomes 840 days past due, at the latest. For consumer finance loans, any portion of the balance which the Bank does not expect to collect is written off at 180 days past due for credit card receivables, and 270 days past due for other consumer finance loans.

Subsequent recoveries, if any, are credited to the allowance account and are recorded in the Consolidated Statement of Income as a component of the provision for credit losses.

The process to determine the provision for off-balance sheet positions is similar to the methodology used for loans. Any loss amounts are recognized as an allowance in the Consolidated Balance Sheet within provisions and charged to the Consolidated Statement of Income as a component of the provision for credit losses.

If in a subsequent period the amount of a previously recognized impairment loss decreases and the decrease is due to an event occurring after the impairment was recognized, the impairment loss is reversed by reducing the allowance account accordingly. Such reversal is recognized in profit or loss.

**Critical Accounting Estimates** – The accounting estimates and judgments related to the impairment of loans and provision for off-balance sheet positions is a critical accounting estimate because the underlying assumptions used for both the individually and collectively assessed impairment can change from period to period and may significantly affect the Group's results of operations.

In assessing assets for impairments, management judgment is required, particularly in circumstances of economic and financial uncertainty, such as those of the recent financial crisis, when developments and changes to expected cash flows can occur both with greater rapidity and less predictability. The actual amount of the future cash flows and their timing may differ from the estimates used by management and consequently may cause actual losses to differ from reported allowances.

For those loans which are deemed to be individually significant, the determination of the impairment allowance often requires the use of considerable judgment concerning such matters as local economic conditions, the financial performance of the counterparty and the value of any collateral held, for which there may not be a readily accessible market.

The determination of the allowance for portfolios of loans of smaller balance homogenous loans and for those loans which are individually significant but for which no objective evidence of impairment exists is calculated using statistical models. Such statistical models incorporate numerous estimates and judgments. The Group performs a regular review of the models and underlying data and assumptions. The probability of defaults, loss recovery rates and judgments concerning ability of borrowers in foreign countries to transfer the foreign currency necessary to comply with debt repayments, amongst other things, are incorporated into this review.

The quantitative disclosures are provided in Note 19 "Loans" and Note 20 "Allowance for Credit Losses".

## **Derecognition of Financial Assets and Liabilities**

### **Financial Asset Derecognition**

A financial asset is considered for derecognition when the contractual rights to the cash flows from the financial asset expire, or the Group has either transferred the contractual right to receive the cash flows from that asset, or has assumed an obligation to pay those cash flows to one or more recipients, subject to certain criteria.

The Group derecognizes a transferred financial asset if it transfers substantially all the risks and rewards of ownership.

The Group enters into transactions in which it transfers previously recognized financial assets but retains substantially all the associated risks and rewards of those assets; for example, a sale to a third party in which the Group enters into a concurrent total return swap with the same counterparty. These types of transactions are accounted for as secured financing transactions.

In transactions in which substantially all the risks and rewards of ownership of a financial asset are neither retained nor transferred, the Group derecognizes the transferred asset if control over that asset is not retained, i.e., if the transferee has the practical ability to sell the transferred asset. The rights and obligations retained in the transfer are recognized separately as assets and liabilities, as appropriate. If control over the asset is retained, the Group continues to recognize the asset to the extent of its continuing involvement, which is determined by the extent to which it remains exposed to changes in the value of the transferred asset.

The derecognition criteria are also applied to the transfer of part of an asset, rather than the asset as a whole, or to a group of similar financial assets in their entirety, when applicable. If transferring a part of an asset, such part must be a specifically identified cash flow, a fully proportionate share of the asset, or a fully proportionate share of a specifically-identified cash flow.

If an existing financial asset is replaced by another asset from the same counterparty on substantially different terms, or if the terms of the financial asset are substantially modified (due to forbearance measures or otherwise), the existing financial asset is derecognized and a new asset is recognized. Any difference between the respective carrying amounts is recognized in the Consolidated Statement of Income.

### Securitization

The Group securitizes various consumer and commercial financial assets, which is achieved via the transfer of these assets to a structured entity, which issues securities to investors to finance the acquisition of the assets. Financial assets awaiting securitization are classified and measured as appropriate under the policies in the “Financial Assets and Liabilities” section. If the structured entity is not consolidated then the transferred assets may qualify for derecognition in full or in part, under the policy on derecognition of financial assets. Synthetic securitization structures typically involve derivative financial instruments for which the policies in the “Derivatives and Hedge Accounting” section would apply. Those transfers that do not qualify for derecognition may be reported as secured financing or result in the recognition of continuing involvement liabilities. The investors and the securitization vehicles generally have no recourse to the Group’s other assets in cases where the issuers of the financial assets fail to perform under the original terms of those assets.

Interests in the securitized financial assets may be retained in the form of senior or subordinated tranches, interest only strips or other residual interests (collectively referred to as “retained interests”). Provided the Group’s retained interests do not result in consolidation of a structured entity, nor in continued recognition of the transferred assets, these interests are typically recorded in financial assets at fair value through profit or loss and carried at fair value. Consistent with the valuation of similar financial instruments, the fair value of retained tranches or the financial assets is initially and subsequently determined using market price quotations where available or internal pricing models that utilize variables such as yield curves, prepayment speeds, default rates, loss severity, interest rate volatilities and spreads. The assumptions used for pricing are based on observable transactions in similar securities and are verified by external pricing sources, where available. Where observable transactions in similar securities and other external pricing sources are not available, management judgment must be used to determine fair value. The Group may also periodically hold interests in securitized financial assets and record them at amortized cost.

In situations where the Group has a present obligation (either legal or constructive) to provide financial support to an unconsolidated securitization entity a provision will be created if the obligation can be reliably measured and it is probable that there will be an outflow of economic resources required to settle it.

When an asset is derecognized a gain or loss equal to the difference between the consideration received and the carrying amount of the transferred asset is recorded. When a part of an asset is derecognized, gains or losses on securitization depend in part on the carrying amount of the transferred financial assets, allocated between the financial assets derecognized and the retained interests based on their relative fair values at the date of the transfer.

### Derecognition of Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. If an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of the existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the Consolidated Statement of Income.

## Repurchase and Reverse Repurchase Agreements

Securities purchased under resale agreements (“reverse repurchase agreements”) and securities sold under agreements to repurchase (“repurchase agreements”) are treated as collateralized financings and are recognized initially at fair value, being the amount of cash disbursed and received, respectively. The party disbursing the cash takes possession of the securities serving as collateral for the financing and having a market value equal to, or in excess of, the principal amount loaned. The securities received under reverse repurchase agreements and securities delivered under repurchase agreements are not recognized on, or derecognized from, the balance sheet, because the risks and rewards of ownership are not obtained nor relinquished. Securities delivered under repurchase agreements which are not derecognized from the balance sheet and where the counterparty has the right by contract or custom to sell or repledge the collateral are disclosed in Note 22 “Assets Pledged and Received as Collateral”.

The Group has chosen to apply the fair value option to certain repurchase and reverse repurchase portfolios that are managed on a fair value basis.

Interest earned on reverse repurchase agreements and interest incurred on repurchase agreements is reported as interest income and interest expense, respectively.

## Securities Borrowed and Securities Loaned

Securities borrowed transactions generally require the Group to deposit cash with the securities lender. In a securities loaned transaction, the Group generally receives either cash collateral, in an amount equal to or in excess of the market value of securities loaned, or securities. The Group monitors the fair value of securities borrowed and securities loaned and additional collateral is disbursed or obtained, if necessary.

The amount of cash advanced or received is recorded as securities borrowed and securities loaned, respectively, in the Consolidated Balance Sheet.

The securities borrowed are not themselves recognized in the financial statements. If they are sold to third parties, the obligation to return the securities is recorded as a financial liability at fair value through profit or loss and any subsequent gain or loss is included in the Consolidated Statement of Income in net gains (losses) on financial assets/liabilities at fair value through profit or loss. Securities lent to counterparties are also retained on the Consolidated Balance Sheet.

Fees received or paid are reported in interest income and interest expense, respectively. Securities lent to counterparties which are not derecognized from the Consolidated Balance Sheet and where the counterparty has the right by contract or custom to sell or repledge the collateral are disclosed in Note 22 “Assets Pledged and Received as Collateral”.

## Goodwill and Other Intangible Assets

Goodwill arises on the acquisition of subsidiaries and associates and represents the excess of the aggregate of the cost of an acquisition and any noncontrolling interests in the acquiree over the fair value of the identifiable net assets acquired at the date of the acquisition.

For the purpose of calculating goodwill, fair values of acquired assets, liabilities and contingent liabilities are determined by reference to market values or by discounting expected future cash flows to present value. This discounting is either performed using market rates or by using risk-free rates and risk-adjusted expected future cash flows. Any noncontrolling interests in the acquiree is measured either at fair value or at the noncontrolling interests' proportionate share of the acquiree's identifiable net assets (this is determined for each business combination).

Goodwill on the acquisition of subsidiaries is capitalized and reviewed for impairment annually or more frequently if there are indications that impairment may have occurred. For the purposes of impairment testing, goodwill acquired in a business combination is allocated to cash-generating units (“CGUs”), which are the smallest identifiable groups of assets that generate cash inflows largely independent of the cash inflows from other assets or groups of assets and that are expected to benefit from the synergies of the combination and considering the business level at which goodwill is monitored for internal management purposes. In identifying whether cash inflows from an asset (or a group of assets) are largely independent of the cash inflows from other assets (or groups of assets) various factors are considered, including how management monitors the entity’s operations or makes decisions about continuing or disposing of the entity’s assets and operations.

If goodwill has been allocated to a CGU and an operation within that unit is disposed of, the attributable goodwill is included in the carrying amount of the operation when determining the gain or loss on its disposal.

Certain non-integrated investments are not allocated to a CGU. Impairment testing is performed individually for each of these assets.

Intangible assets are recognized separately from goodwill when they are separable or arise from contractual or other legal rights and their fair value can be measured reliably. Intangible assets that have a finite useful life are stated at cost less any accumulated amortization and accumulated impairment losses. Customer-related intangible assets that have a finite useful life are amortized over periods of between 1 and 25 years on a straight-line basis based on their expected useful life. Mortgage servicing rights are carried at cost and amortized in proportion to, and over the estimated period of, net servicing revenue. These assets are tested for impairment and their useful lives reaffirmed at least annually.

Certain intangible assets have an indefinite useful life and hence are not amortized, but are tested for impairment at least annually or more frequently if events or changes in circumstances indicate that impairment may have occurred.

Costs related to software developed or obtained for internal use are capitalized if it is probable that future economic benefits will flow to the Group and the cost can be measured reliably. Capitalized costs are amortized using the straight-line method over the asset’s useful life which is deemed to be either three, five or ten years. Eligible costs include external direct costs for materials and services, as well as payroll and payroll-related costs for employees directly associated with an internal-use software project. Overhead costs, as well as costs incurred during the research phase or after software is ready for use, are expensed as incurred. Capitalized software costs are tested for impairment either annually if still under development or when there is an indication of impairment once the software is in use.

Critical Accounting Estimates – The determination of the recoverable amount in the impairment assessment of non-financial assets requires estimates based on quoted market prices, prices of comparable businesses, present value or other valuation techniques, or a combination thereof, necessitating management to make subjective judgments and assumptions. Because these estimates and assumptions could result in significant differences to the amounts reported if underlying circumstances were to change, the Group considers these estimates to be critical.

The quantitative disclosures are provided in Note 25 “Goodwill and Other Intangible Assets”.

## Provisions

Provisions are recognized if the Group has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation as of the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

If the effect of the time value of money is material, provisions are discounted and measured at the present value of the expenditure expected to be required to settle the obligation, using a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party (for example, because the obligation is covered by an insurance policy), an asset is recognized if it is virtually certain that reimbursement will be received.

**Critical Accounting Estimates** – The use of estimates is important in determining provisions for potential losses that may arise from litigation, regulatory proceedings and uncertain income tax positions. The Group estimates and provides for potential losses that may arise out of litigation, regulatory proceedings and uncertain income tax positions to the extent that such losses are probable and can be estimated, in accordance with IAS 37, “Provisions, Contingent Liabilities and Contingent Assets” or IAS 12, “Income Taxes”, respectively. Significant judgment is required in making these estimates and the Group’s final liabilities may ultimately be materially different.

Contingencies in respect of legal matters are subject to many uncertainties and the outcome of individual matters is not predictable with assurance. Significant judgment is required in assessing probability and making estimates in respect of contingencies, and the Group’s final liability may ultimately be materially different. The Group’s total liability in respect of litigation, arbitration and regulatory proceedings is determined on a case-by-case basis and represents an estimate of probable losses after considering, among other factors, the progress of each case, the Group’s experience and the experience of others in similar cases, and the opinions and views of legal counsel. Predicting the outcome of the Group’s litigation matters is inherently difficult, particularly in cases in which claimants seek substantial or indeterminate damages. See Note 29 “Provisions” for information on the Group’s judicial, regulatory and arbitration proceedings.

### Income Taxes

The Group recognizes the current and deferred tax consequences of transactions that have been included in the consolidated financial statements using the provisions of the respective jurisdictions’ tax laws. Current and deferred taxes are recognized in profit or loss except to the extent that the tax relates to items that are recognized directly in equity or other comprehensive income in which case the related tax is recognised either directly in equity or other comprehensive income accordingly.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, unused tax losses and unused tax credits. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profit will be available against which those unused tax losses, unused tax credits and deductible temporary differences can be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period that the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Current tax assets and liabilities are offset when (1) they arise from the same tax reporting entity or tax group of reporting entities, (2) the legally enforceable right to offset exists and (3) they are intended to be settled net or realized simultaneously.



Deferred tax assets and liabilities are offset when the legally enforceable right to offset current tax assets and liabilities exists and the deferred tax assets and liabilities relate to income taxes levied by the same taxing authority on either the same tax reporting entity or tax group of reporting entities.

Deferred tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, branches and associates and interests in joint ventures except when the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the difference will not reverse in the foreseeable future. Deferred income tax assets are provided on deductible temporary differences arising from such investments only to the extent that it is probable that the differences will reverse in the foreseeable future and sufficient taxable income will be available against which those temporary differences can be utilized.

Deferred tax related to fair value re-measurement of AFS investments, cash flow hedges and other items, which are charged or credited directly to other comprehensive income, is also credited or charged directly to other comprehensive income and subsequently recognized in the consolidated statement of income once the underlying transaction or event to which the deferred tax relates is recognized in the consolidated statement of income.

For share-based payment transactions, the Group may receive a tax deduction related to the compensation paid in shares. The amount deductible for tax purposes may differ from the cumulative compensation expense recorded. At any reporting date, the Group must estimate the expected future tax deduction based on the current share price. The associated current and deferred tax consequences are recognized as income or expense in the consolidated statement of income for the period. If the amount deductible, or expected to be deductible, for tax purposes exceeds the cumulative compensation expense, the excess tax benefit is recognized directly in equity.

The Group's insurance business in the United Kingdom (Abbey Life Assurance Company Limited) is subject to income tax on its policyholder's investment returns (policyholder tax). This tax is included in the Group's income tax expense/benefit even though it is economically the income tax expense/benefit of the policyholder, which reduces/increases the Group's liability to the policyholder.

**Critical Accounting Estimates** – In determining the amount of deferred tax assets, the Group uses historical tax capacity and profitability information and, if relevant, forecasted operating results based upon approved business plans, including a review of the eligible carry-forward periods, available tax planning opportunities and other relevant considerations. Each quarter, the Group re-evaluates its estimate related to deferred tax assets, including its assumptions about future profitability.

The Group believes that the accounting estimate related to the deferred tax assets is a critical accounting estimate because the underlying assumptions can change from period to period and requires significant management judgment. For example, tax law changes or variances in future projected operating performance could result in a change of the deferred tax asset. If the Group was not able to realize all or part of its net deferred tax assets in the future, an adjustment to its deferred tax assets would be charged to income tax expense or directly to equity in the period such determination was made. If the Group was to recognize previously unrecognized deferred tax assets in the future, an adjustment to its deferred tax asset would be credited to income tax expense or directly to equity in the period such determination was made.

For further information on the Group's deferred taxes (including quantitative disclosures on recognized deferred tax assets) see Note 36 "Income Taxes".

### **Business Combinations and Noncontrolling Interests**

The Group uses the acquisition method to account for business combinations. At the date the Group obtains control of the subsidiary, the cost of an acquisition is measured at the fair value of the consideration given, including any cash or non cash consideration (equity instruments) transferred, any contingent consideration, any previously held equity interest in the acquiree and liabilities incurred or assumed. The excess of the agree-

gate of the cost of an acquisition and any noncontrolling interests in the acquiree over the Group's share of the fair value of the identifiable net assets acquired is recorded as goodwill. If the aggregate of the acquisition cost and any noncontrolling interests is below the fair value of the identifiable net assets (negative goodwill), a gain is reported in other income. Acquisition-related costs are recognized as expenses in the period in which they are incurred.

In business combinations achieved in stages ("step acquisitions"), a previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts recognized in prior periods in other comprehensive income associated with the previously held investment would be recognized on the same basis as would be required if the Group had directly disposed of the previously held equity interest.

Noncontrolling interests are shown in the consolidated balance sheet as a separate component of equity, which is distinct from the Group's shareholders' equity. The net income attributable to noncontrolling interests is separately disclosed on the face of the consolidated statement of income. Changes in the ownership interest in subsidiaries which do not result in a change of control are treated as transactions between equity holders and are reported in additional paid-in capital ("APIC").

### Non-Current Assets Held for Sale

Individual non-current non-financial assets (and disposal groups) are classified as held for sale if they are available for immediate sale in their present condition subject only to the customary sales terms of such assets (and disposal groups) and their sale is considered highly probable. For a sale to be highly probable, management must be committed to a sales plan and actively looking for a buyer. Furthermore, the assets (and disposal groups) must be actively marketed at a reasonable sales price in relation to their current fair value and the sale should be expected to be completed within one year. Non-current non-financial assets (and disposal groups) which meet the criteria for held for sale classification are measured at the lower of their carrying amount and fair value less costs to sell and are presented within "Other assets" and "Other liabilities" in the balance sheet. The comparatives are not represented when non-current assets (and disposal groups) are classified as held for sale. If the disposal group contains financial instruments, no adjustment to their carrying amounts is permitted.

### Property and Equipment

Property and equipment includes own-use properties, leasehold improvements, furniture and equipment and software (operating systems only). Own-use properties are carried at cost less accumulated depreciation and accumulated impairment losses. Depreciation is generally recognized using the straight-line method over the estimated useful lives of the assets. The range of estimated useful lives is 25 to 50 years for property and 3 to 10 years for furniture and equipment (including initial improvements to purchased buildings). Leasehold improvements are capitalized and subsequently depreciated on a straight-line basis over the shorter of the term of the lease and the estimated useful life of the improvement, which generally ranges from 3 to 10 years. Depreciation of property and equipment is included in general and administrative expenses. Maintenance and repairs are also charged to general and administrative expenses. Gains and losses on disposals are included in other income.

Property and equipment are tested for impairment at each quarterly reporting date and an impairment charge is recorded to the extent the recoverable amount, which is the higher of fair value less costs to sell and value in use, is less than its carrying amount. Value in use is the present value of the future cash flows expected to be derived from the asset. After the recognition of impairment of an asset, the depreciation charge is adjusted in future periods to reflect the asset's revised carrying amount. If an impairment is later reversed, the depreciation charge is adjusted prospectively.

Properties leased under a finance lease are capitalized as assets in property and equipment and depreciated over the terms of the leases.

## Financial Guarantees

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

The Group has chosen to apply the fair value option to certain written financial guarantees that are managed on a fair value basis. Financial guarantees that the Group has not designated at fair value are recognized initially in the financial statements at fair value on the date the guarantee is given. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of the amount initially recognized, less cumulative amortization, and the best estimate of the expenditure required to settle any financial obligation as of the balance sheet date. These estimates are determined based on experience with similar transactions and history of past losses, and management's determination of the best estimate.

Any increase in the liability relating to guarantees is recorded in the consolidated statement of income in provision for credit losses.

## Leasing Transactions

The Group enters into lease contracts, predominantly for premises, as a lessee. The terms and conditions of these contracts are assessed and the leases are classified as operating leases or finance leases according to their economic substance at inception of the lease.

Assets held under finance leases are initially recognized on the consolidated balance sheet at an amount equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. The discount rate used in calculating the present value of the minimum lease payments is either the interest rate implicit in the lease, if it is practicable to determine, or the incremental borrowing rate. Contingent rentals are recognized as an expense in the periods in which they are incurred.

Operating lease rentals payable are recognized as an expense on a straight-line basis over the lease term, which commences when the lessee controls the physical use of the property. Lease incentives are treated as a reduction of rental expense and are also recognized over the lease term on a straight-line basis. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

## Employee Benefits

### Pension Benefits

The Group provides a number of pension plans. In addition to defined contribution plans, there are retirement benefit plans accounted for as defined benefit plans. The assets of all the Group's defined contribution plans are held in independently administered funds. Contributions are generally determined as a percentage of salary and are expensed based on employee services rendered, generally in the year of contribution.

All retirement benefit plans accounted for as defined benefit plans are valued using the projected unit-credit method to determine the present value of the defined benefit obligation and the related service costs. Under this method, the determination is based on actuarial calculations which include assumptions about demographics, salary increases and interest and inflation rates. Actuarial gains and losses are recognized in other comprehensive income and presented in equity in the period in which they occur. The majority of the Group's benefit plans is funded.

### Other Post-Employment Benefits

In addition, the Group maintains unfunded contributory post-employment medical plans for a number of current and retired employees who are mainly located in the United States. These plans pay stated percentages of eligible medical and dental expenses of retirees after a stated deductible has been met. The Group funds these plans on a cash basis as benefits are due. Analogous to retirement benefit plans these plans are valued

using the projected unit-credit method. Actuarial gains and losses are recognized in full in the period in which they occur in other comprehensive income and presented in equity.

Refer to Note 35 “Employee Benefits” for further information on the accounting for pension benefits and other post-employment benefits.

### Termination benefits

Termination benefits arise when employment is terminated by the Group before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits as a liability and an expense if the Group is demonstrably committed to a detailed formal plan without realistic possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after the end of the reporting period are discounted to their present value. The discount rate is determined by reference to market yields on high-quality corporate bonds.

### Share-Based Compensation

Compensation expense for awards classified as equity instruments is measured at the grant date based on the fair value of the share-based award. For share awards, the fair value is the quoted market price of the share reduced by the present value of the expected dividends that will not be received by the employee and adjusted for the effect, if any, of restrictions beyond the vesting date. In case an award is modified such that its fair value immediately after modification exceeds its fair value immediately prior to modification, a remeasurement takes place and the resulting increase in fair value is recognized as additional compensation expense.

The Group records the offsetting amount to the recognized compensation expense in additional paid-in capital (“APIC”). Compensation expense is recorded on a straight-line basis over the period in which employees perform services to which the awards relate or over the period of the tranches for those awards delivered in tranches. Estimates of expected forfeitures are periodically adjusted in the event of actual forfeitures or for changes in expectations. The timing of expense recognition relating to grants which, due to early retirement provisions, include a nominal but non-substantive service period are accelerated by shortening the amortization period of the expense from the grant date to the date when the employee meets the eligibility criteria for the award, and not the vesting date. For awards that are delivered in tranches, each tranche is considered a separate award and amortized separately.

Compensation expense for share-based awards payable in cash is remeasured to fair value at each balance sheet date and recognized over the vesting period in which the related employee services are rendered. The related obligations are included in other liabilities until paid.

### Obligations to Purchase Common Shares

Forward purchases of Deutsche Bank shares, and written put options where Deutsche Bank shares are the underlying, are reported as obligations to purchase common shares if the number of shares is fixed and physical settlement for a fixed amount of cash is required. At inception, the obligation is recorded at the present value of the settlement amount of the forward or option. For forward purchases and written put options of Deutsche Bank shares, a corresponding charge is made to shareholders’ equity and reported as equity classified as an obligation to purchase common shares.

The liabilities are accounted for on an accrual basis, and interest costs, which consist of time value of money and dividends, on the liability are reported as interest expense. Upon settlement of such forward purchases and written put options, the liability is extinguished and the charge to equity is reclassified to common shares in treasury.

Deutsche Bank common shares subject to such forward contracts are not considered to be outstanding for purposes of basic earnings per share calculations, but are for dilutive earnings per share calculations to the extent that they are, in fact, dilutive.

Option and forward contracts on Deutsche Bank shares are classified as equity if the number of shares is fixed and physical settlement is required. All other contracts in which Deutsche Bank shares are the underlying are recorded as financial assets or liabilities at fair value through profit or loss.

### Consolidated Statement of Cash Flows

For purposes of the consolidated statement of cash flows, the Group's cash and cash equivalents include highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of change in value. Such investments include cash and balances at central banks and demand deposits with banks.

The Group's assignment of cash flows to the operating, investing or financing category depends on the business model ("management approach"). For the Group the primary operating activity is to manage financial assets and financial liabilities. Therefore, the issuance and management of long-term borrowings is a core operating activity which is different than for a non-financial company, where borrowing is not a principal revenue producing activity and thus is part of the financing category.

The Group views the issuance of senior long-term debt as an operating activity. Senior long-term debt comprises structured notes and asset-backed securities, which are designed and executed by CB&S business lines and which are revenue generating activities. The other component is debt issued by Treasury, which is considered interchangeable with other funding sources; all of the funding costs are allocated to business activities to establish their profitability.

Cash flows related to subordinated long-term debt and trust preferred securities are viewed differently than those related to senior-long term debt because they are managed as an integral part of the Group's capital, primarily to meet regulatory capital requirements. As a result they are not interchangeable with other operating liabilities, but can only be interchanged with equity and thus are considered part of the financing category.

The amounts shown in the consolidated statement of cash flows do not precisely match the movements in the consolidated balance sheet from one period to the next as they exclude non-cash items such as movements due to foreign exchange translation and movements due to changes in the group of consolidated companies.

Movements in balances carried at fair value through profit or loss represent all changes affecting the carrying value. This includes the effects of market movements and cash inflows and outflows. The movements in balances carried at fair value are usually presented in operating cash flows.

### Insurance

The Group's insurance business issues two types of contracts:

**Insurance Contracts** – These are annuity and universal life contracts under which the Group accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specific uncertain future event adversely affects the policyholder. Such contracts remain insurance contracts until all rights and obligations are extinguished or expire. As allowed by IFRS, the Group retained the accounting policies for insurance contracts which it applied prior to the adoption of IFRS (U.S. GAAP) as described further below.

**Non-Participating Investment Contracts ("Investment Contracts")** – These contracts do not contain significant insurance risk or discretionary participation features. These are measured and reported consistently with other financial liabilities, which are classified as financial liabilities at fair value through profit or loss.

Financial assets held to back annuity contracts have been classified as AFS. Financial assets held for other insurance and investment contracts have been designated at fair value through profit or loss under the fair value option.

### Insurance Contracts

Premiums for single premium business are recognized as income when received. This is the date from which the policy is effective. For regular premium contracts, receivables are recognized at the date when payments are due. Premiums are shown before deduction of commissions. When policies lapse due to non-receipt of premiums, all related premium income accrued but not received from the date they are deemed to have lapsed, net of related expense, is offset against premiums.

Claims are recorded as an expense when incurred, and reflect the cost of all claims arising during the year, including policyholder profit participations allocated in anticipation of a participation declaration.

The aggregate policy reserves for universal life insurance contracts are equal to the account balance, which represents premiums received and investment returns credited to the policy, less deductions for mortality costs and expense charges. For other unit-linked insurance contracts the policy reserve represents the fair value of the underlying assets.

For annuity contracts, the liability is calculated by estimating the future cash flows over the duration of the in force contracts discounted back to the valuation date allowing for the probability of occurrence. The assumptions are fixed at the date of acquisition with suitable provisions for adverse deviations (“PADs”). This calculated liability value is tested against a value calculated using best estimate assumptions and interest rates based on the yield on the amortized cost of the underlying assets. Should this test produce a higher value, the liability amount would be reset.

Aggregate policy reserves include liabilities for certain options attached to the Group’s unit-linked pension products. These liabilities are calculated based on contractual obligations using actuarial assumptions.

Liability adequacy tests are performed for the insurance portfolios on the basis of estimated future claims, costs, premiums earned and proportionate investment income. For long duration contracts, if actual experience regarding investment yields, mortality, morbidity, terminations or expenses indicates that existing contract liabilities, along with the present value of future gross premiums, will not be sufficient to cover the present value of future benefits and to recover deferred policy acquisition costs, then a premium deficiency is recognized.

The costs directly attributable to the acquisition of incremental insurance and investment business are deferred to the extent that they are expected to be recoverable out of future margins in revenues on these contracts. These costs will be amortized systematically over a period no longer than that in which they are expected to be recovered out of these future margins.

### Investment Contracts

All of the Group’s investment contracts are unit-linked. These contract liabilities are determined using current unit prices multiplied by the number of units attributed to the contract holders as of the balance sheet date.

As this amount represents fair value, the liabilities have been classified as financial liabilities at fair value through profit or loss. Deposits collected under investment contracts are accounted for as an adjustment to the investment contract liabilities. Investment income attributable to investment contracts is included in the consolidated statement of income. Investment contract claims reflect the excess of amounts paid over the account balance released. Investment contract policyholders are charged fees for policy administration, investment management, surrenders or other contract services.

The financial assets for investment contracts are recorded at fair value with changes in fair value, and offsetting changes in the fair value of the corresponding financial liabilities, recorded in profit or loss.

## Reinsurance

Premiums ceded for reinsurance and reinsurance recoveries on policyholder benefits and claims incurred are reported in income and expense as appropriate. Assets and liabilities related to reinsurance are reported on a gross basis when material. Amounts ceded to reinsurers from reserves for insurance contracts are estimated in a manner consistent with the reinsured risk. Accordingly, revenues and expenses related to reinsurance agreements are recognized in a manner consistent with the underlying risk of the business reinsured.

All new material reinsurance arrangements are subject to local Board approval. Once transacted they are subject to regular credit risk review including an assessment of the full exposure and any lending and collateral provision. Impairment is determined in accordance with the Group's accounting policy "Impairment of Financial Assets".

## 02 – Recently Adopted and New Accounting Pronouncements

### Recently Adopted Accounting Pronouncements

The following are those accounting pronouncements which are relevant to the Group and which have been adopted during 2014 in the preparation of these consolidated financial statements.

#### IAS 32

On January 1, 2014, the Group adopted the amendments to IAS 32, "Offsetting Financial Assets and Financial Liabilities" ("IAS 32 R"). IAS 32 R clarifies (a) the meaning of an entity's current legally enforceable right of set-off; and (b) when gross settlement systems may be considered equivalent to net settlement. IAS 32 R did not have a material impact on the Group's consolidated financial statements.

#### IFRIC 21

On January 1, 2014, the Group adopted IFRIC 21, "Levies", an interpretation of IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", which clarifies that an entity recognizes a liability for a levy only when the activity that triggers payment, as identified by the relevant legislation, occurs. IFRIC 21 did not have a material impact on the Group's consolidated financial statements.

### New Accounting Pronouncements

The following accounting pronouncements were not effective as of December 31, 2014 and therefore have not been applied in preparing these financial statements.

### Improvements to IFRS 2010-2012 and 2011-2013 Cycles

In December 2013, the IASB issued amendments to multiple IFRS standards, which resulted from the IASB's annual improvement projects for the 2010-2012 and 2011-2013 cycles. They comprise amendments that result in accounting changes for presentation, recognition or measurement purposes as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments will be effective for annual periods beginning on or after July 1, 2014. The amendments are not expected to have a material impact on the Group's consolidated financial statements.

### IFRS 9 Classification and Measurement, Impairment and Hedge Accounting

In July 2014, the IASB issued IFRS 9, which replaces IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for how an entity should classify and measure financial assets, requires changes to the reporting of 'own credit' with respect to issued debt liabilities that are designated at fair value, replaces the current rules for impairment of financial assets and amends the requirements for hedge accounting.

### Classification and Measurement of financial assets and liabilities

IFRS 9 requires that an entity's business model and a financial instrument's contractual cash flows will determine its classification and measurement in the financial statements. Upon initial recognition each financial asset will be classified as either fair value through profit or loss ('FVTPL'), amortized cost, or fair value through Other Comprehensive Income ('FVOCI'). As these requirements are different than the assessments under the existing IAS 39 rules, some differences to the classification and measurement of financial assets under IAS 39 are expected.

The classification and measurement of financial liabilities remain largely unchanged under IFRS 9 from current requirements. However, where issued debt liabilities are designated at fair value, the fair value movements attributable to an entity's own credit risk will be recognized in Other Comprehensive Income rather than in the Statement of Income under IFRS 9.

### Impairment of financial assets

The impairment rules under IFRS 9 will apply to financial assets that are measured at amortized cost or FVOCI, and off-balance sheet lending commitments such as loan commitments and financial guarantees. Impairment will move from a model whereby credit losses are recognized when a 'trigger' event occurs under IAS 39 to an expected loss model, where provisions are taken upon initial recognition of the financial asset (or the date that the Group becomes a party to the loan commitment or financial guarantee) based on expectations of potential credit losses at that time.

The allowance for credit losses provided for on initial recognition will be based on a 12-month expected credit loss basis. Subsequently, at each reporting date, the Group must make an assessment on whether the credit risk of the instrument has increased significantly, in which case, the allowance must reflect the expected credit loss of the financial asset over its lifetime ('lifetime expected losses'). As a result of the changes to the impairment rules, IFRS 9 will result in an increase in subjectivity as allowances will be based on forward-looking, probability-weighted information that is continuously monitored and updated over the life of the financial asset. This is in contrast to impairment recognition under IAS 39 which requires the occurrence of one or more loss events before an allowance is recorded. IFRS 9 is expected to result in an increase in the overall level of impairment allowances, due to the requirement to record an allowance equal to 12-month expected credit losses on those instruments whose credit risk has not significantly increased since initial recognition and the likelihood that there will be a larger population of financial assets to which lifetime expected losses applies as compared to the population of financial assets for which loss events have already occurred under IAS 39.

### Hedge accounting

IFRS 9 also incorporates new hedge accounting rules that intend to align hedge accounting with risk management practices. Generally, some restrictions under current rules have been removed and a greater variety of hedging instruments and hedged items become available for hedge accounting.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Group is currently assessing the impact of IFRS 9. The standard has yet to be endorsed by the EU.

### IFRS 15 Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, "Revenue from Contracts with Customers", which specifies how and when revenue is recognized, but does not impact income recognition related to financial instruments in scope of IFRS 9/IAS 39. IFRS 15 replaces several other IFRS standards and interpretations that currently govern revenue recognition under IFRS and provides a single, principles-based five-step model to be applied to all contracts with customers. The standard also requires entities to provide users of financial statements with more informative and relevant disclosures. IFRS 15 will be effective for annual periods beginning on or after January 1, 2017. The Group is currently assessing the impact of IFRS 15. The standard has yet to be endorsed by the EU.



### Improvements to IFRS 2012-2014 Cycles

In September 2014, the IASB issued amendments to multiple IFRS standards, which resulted from the IASB's annual improvement project for the 2012-2014 cycles. This comprises amendments that result in accounting changes for presentation, recognition or measurement purposes as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments will be effective for annual periods beginning on or after January 1, 2016, with earlier application permitted. The group is currently assessing the impact that the amendments will have on the Group's consolidated financial statements. The amendments have yet to be endorsed by the EU.

### IAS 1

In December 2014, the IASB issued amendments to IAS 1 "Presentation of Financial Statements" as part of an initiative to improve presentation and disclosure in financial reports. These amendments clarify that the principle of materiality is applicable to the whole of the financial statements, professional judgment should be applied in determining disclosures and that inclusion of immaterial data can reduce the effectiveness of disclosures. The amendments will be effective for annual periods beginning on or after January 1, 2016 with early adoption permitted. The amendments to IAS 1 will only have a disclosure impact on the Group. These amendments have yet to be endorsed by the EU.

## 03 – Acquisitions and Dispositions

### Business Combinations completed in 2014

In 2014, the Group did not undertake any acquisitions accounted for as business combinations.

### Business Combinations completed in 2013

On September 2, 2013, Deutsche Bank AG announced that it completed the purchase of the remaining 51 % of the shares in its joint venture Xchanging etb GmbH ("Xetb"), which is the holding company of Xchanging Transaction Bank GmbH ("XTB"). The purchase price paid for the step-acquisition consists of a base component of € 41 million, subject to certain adjustments. Of that amount, € 36 million was paid as cash consideration by the acquirer. The remaining € 5 million was paid by XTB to the seller, Xchanging plc. ("Xchanging"), in the course of closing the transaction, which resulted in a reduction of the acquired net assets. The agreement between Deutsche Bank and Xchanging was signed in May 2013. As the required approvals have been obtained, including those from regulatory authorities and the shareholders of Xchanging, the change of control to Deutsche Bank became effective on September 1, 2013 (the acquisition date). On closing the transaction, Deutsche Bank gained full ownership and operating control over XTB. The transaction is intended to contribute to Deutsche Bank's Strategy 2015+ to improve operating efficiency and to reduce process duplication, complexity and costs.

Xetb was established as a joint venture with Xchanging in 2004 and is the holding company of XTB, the Group's former wholly-owned subsidiary European Transaction Bank AG ("etb"). XTB provides services in relation to the securities processing business for Deutsche Bank as well as for external clients. The acquired entities were integrated into Deutsche Bank's infrastructure operations. Prior to obtaining control over XTB, the Group directly held 49 % of the shares in Xetb, giving it the ability to significantly influence the investee's financial and operating policies. Accordingly and up until closing date, Xetb, including its subsidiary XTB, had been accounted for using the equity method. The acquisition-date fair value of the equity interest in the acquiree amounted to € 21 million. The remeasurement to fair value did not result in any gain or loss.

The acquisition accounting was finalized in the second quarter 2014, resulting in a net increase of the purchase consideration paid and a corresponding increase of goodwill recognized of € 1 million each. Accordingly, the final amount of goodwill originating from the transaction amounted to € 38 million, which has been allocated

to PBC (€ 25 million), GTB (€ 6 million), CB&S (€ 5 million) and Deutsche AWM (€ 2 million). The reconciliation of the total purchase consideration and the opening balance sheet as of the acquisition date were as follows:

#### Fair Value of Assets Acquired and Liabilities Assumed as of the Acquisition Date

in € m.	
Cash consideration transferred	36
Fair value of pre-existing stakes	21
Deduction for settlement of pre-existing relationship	8
<b>Total purchase consideration, including fair value of the Group's equity interest held before the business combination</b>	<b>50</b>
<b>Recognized amounts of identifiable assets acquired and liabilities assumed:<sup>1</sup></b>	
Cash and cash equivalents	6
Financial assets available for sale	24
Intangible assets	6
All other assets	31
Provisions	22
All other liabilities	34
<b>Total identifiable net assets</b>	<b>12</b>
Goodwill	38
<b>Total identifiable net assets and goodwill acquired</b>	<b>50</b>

<sup>1</sup> By major class of assets acquired and liabilities assumed.

Prior to the acquisition, Deutsche Bank and XTB were parties in a joint service contract arrangement for the provision of securities processing services to Deutsche Bank. The service arrangement has been identified as a pre-existing relationship, which is accounted for separately from the aforementioned purchase transaction. The service contract, which would have expired in May 2016, was terminated in connection with the closing of the transaction. The settlement amount attributable to the service contract was determined using a discounted cash flow approach. Its recognition resulted in a loss of € 8 million, which was recorded in general and administrative expenses in the Group's income statement for 2013.

#### Business Combinations completed in 2012

In 2012, the Group did not undertake any acquisitions accounted for as business combinations.

#### Acquisitions and Dispositions of Noncontrolling Interests while Retaining Control

During 2014, the Group did not engage in acquisitions or dispositions of noncontrolling interests while retaining control over the related subsidiaries. In 2013, Deutsche Bank completed acquisitions and dispositions of noncontrolling interests related to its investments in subsidiaries where the Group is not the sole owner and which did not result in the loss of control over the respective subsidiaries. In accordance with IFRS 10, they were accounted for as equity transactions between the Group and outside shareholders with no gain or loss recognized in the Group's income statement. The total consideration transferred in 2013 on these transactions amounted to € 11 million. The carrying amounts of the related controlling and noncontrolling interests were adjusted to reflect the changes regarding the Group's interests in these subsidiaries. Any difference between the fair values of the consideration transferred or received and the amounts by which the noncontrolling interests were adjusted is recognized directly in shareholders' equity.

The following table summarizes the aggregated effect of changes in the Group's ownership interests recorded for these subsidiaries during 2013 and 2014.

in € m.	2014	2013
Deutsche Bank's ownership interests as of beginning of the period	0	24
Net increase in Deutsche Bank's ownership interests	0	7
Deutsche Bank's share of net income or loss	0	1
Deutsche Bank's share of other comprehensive income	0	(4)
Deutsche Bank's share of other equity changes	0	(1)
<b>Deutsche Bank's ownership interests at the end of the period</b>	<b>0</b>	<b>27</b>

## Dispositions

During 2014, 2013 and 2012, the Group finalized several dispositions of subsidiaries/businesses. These disposals mainly included businesses the Group had previously classified as held for sale. The total cash consideration received for these dispositions in 2014, 2013 and 2012 was € 1.9 billion, € 57 million and € 99 million, respectively. The table below includes the assets and liabilities that were included in these disposals.

in € m.	2014	2013	2012
Cash and cash equivalents	0	156	0
All remaining assets	8,346	33	1,937
<b>Total assets disposed</b>	<b>8,346</b>	<b>189</b>	<b>1,937</b>
<b>Total liabilities disposed</b>	<b>6,602</b>	<b>196</b>	<b>1,592</b>

## 04 – Business Segments and Related Information

The Group's segmental information has been prepared in accordance with the "management approach", which requires presentation of the segments on the basis of the internal management reports of the entity which are regularly reviewed by the chief operating decision maker, which is the Deutsche Bank Management Board, in order to allocate resources to a segment and to assess its financial performance.

Starting first quarter 2014, net interest income as a component of net revenue, income (loss) before income taxes and related ratios is presented on a fully taxable-equivalent basis for U.S. tax-exempt securities for Corporate Banking & Securities. This enables management to measure performance of taxable and tax-exempt securities on a comparable basis. This change in presentation resulted in an increase in CB&S net interest income of € 65.4 million for full year 2014. This increase is offset in Group Consolidated figures through a reversal in C&A. Prior period comparatives have not been adjusted due to immateriality. The tax rate used in determining the fully taxable-equivalent net interest income in respect of the majority of the US tax-exempt securities is 35 %. US tax-exempt securities held by NCOU are not being presented on a fully taxable-equivalent basis due to differing approaches in the management of core and noncore activities.

### Business Segments

The Group's business segments represent the Group's organizational structure comprising five Corporate Divisions: Corporate Banking & Securities (CB&S), Private & Business Clients (PBC), Global Transaction Banking (GTB), Deutsche Asset & Wealth Management (Deutsche AWM) and Non-Core Operations Unit (NCOU).

As part of the ongoing optimisation of our business model, in response to the changing market and regulatory environment, we continued to evaluate our business portfolio, adapting it to reflect current market opportunities and meet client needs. In that context, at the end of 2014, we announced the cessation of most trading in single name CDS and physical precious metals.

In 2013 Deutsche AWM revised their revenue disclosure categories. The new revenue disclosure segregates revenues by their character and type to allow distinction into Recurring and Non-recurring components, Net interest revenues and Revenues from other products. The new disclosure is more aligned with the market convention, adds transparency and allows for more coherent analysis of the business. Prior periods were restated to reflect these changes.

The following describes other changes in management responsibilities with a significant impact on segmental reporting:

- In 2014, PBC revised product revenue disclosure categories. PBC introduced a new revenue category “Postal and supplementary Postbank Services”, formerly part of other revenues, to provide more transparency on PBC’s revenue composition. Prior periods were restated to reflect these changes.
- During the fourth quarter of 2013, the decision was taken to scale down and discontinue elements of the commodities business. The portfolios containing discontinued activities were aggregated under the Special Commodities Group (SCG), which has been subsequently transferred from CB&S to NCOU in the first quarter of 2014. SCG contains assets, liabilities and contingent risks related to Energy, Agriculture, Base Metals and Dry Bulk exposures. The comparatives for CB&S and NCOU have been restated accordingly. The continued commodities business remains in CB&S.
- In 2013, the long-term cash lending portfolio of German MidCap clients was transferred from the Corporate Division CB&S to the Corporate Division GTB.
- Effective in the fourth quarter 2012, the management responsibility for the passive and third-party alternatives businesses, such as ETFs, was transferred from CB&S to the newly integrated Deutsche AWM.

### Measurement of Segment Profit or Loss

Segment reporting requires a presentation of the segment results based on management reporting methods, including a reconciliation between the results of the business segments and the consolidated financial statements, which is presented in the “Management Report: Operating and Financial Review: Deutsche Bank Group: Corporate Divisions: Consolidation & Adjustments”. The information provided about each segment is based on internal management reporting about segment profit or loss, assets and other information which is regularly reviewed by the chief operating decision maker. Segment assets are presented in the Group’s internal management reporting based on a consolidated view, i.e., the amounts do not include intersegment balances.

Non-IFRS compliant accounting methods are rarely used in the Group’s management reporting and represent either valuation or classification differences. The largest valuation differences relate to measurement at fair value in management reporting versus measurement at amortized cost under IFRS (for example, for certain financial instruments in the Group’s treasury books in CB&S and PBC) and to the recognition of trading results from own shares in revenues in management reporting (mainly in CB&S) and in equity under IFRS. The major classification difference relates to noncontrolling interest, which represents the net share of minority shareholders in revenues, provision for credit losses, noninterest expenses and income tax expenses. Noncontrolling interest is reported as a component of pre-tax income for the businesses in management reporting (with a reversal in C&A) and a component of net income appropriation under IFRS.

Since the Group’s business activities are diverse in nature and its operations are integrated, certain estimates and judgments have been made to apportion revenue and expense items among the business segments.

The management reporting systems follow a “matched transfer pricing concept” in which the Group’s external net interest income is allocated to the business segments based on the assumption that all positions are funded or invested via the wholesale money and capital markets. Therefore, to create comparability with those competitors who have legally independent units with their own equity funding, the Group allocates a net notional interest credit on its consolidated capital (after deduction of certain related charges such as hedging of net investments in certain foreign operations) to the business segments, in proportion to each business segment’s allocated average active equity.

Management uses certain measures for equity and related ratios as part of its internal reporting system because it believes that these measures provide it with a useful indication of the financial performance of the business segments. The Group discloses such measures to provide investors and analysts with further insight into how management operates the Group's businesses and to enable them to better understand the Group's results. These measures include:

**Average Active Equity** – The Group uses average active equity to calculate several ratios. However, active equity is not a measure provided for in IFRS and therefore the Group's ratios based on average active equity should not be compared to other companies' ratios without considering the differences in the calculation. Effective July 1, 2013, the definition of active equity has been aligned to the CRR/CRD 4 framework. Under the revised definition, shareholders' equity is adjusted only for dividend accruals (i.e., accumulated other comprehensive income (loss) excluding foreign currency translation, net of taxes, is now part of active equity). Prior periods have been adjusted accordingly.

- The total amount of average active equity allocated is determined based on the higher of the Group's overall economic risk exposure or regulatory capital demand. Starting 2013, the Group refined its allocation of average active equity to the business segments to reflect the further increased regulatory requirements under CRR/CRD 4 and to align the allocation of capital with the communicated capital and return on equity targets. Under the new methodology, the internal demand for regulatory capital is derived based on a Common Equity Tier 1 ratio of 10 % at a Group level and assuming full implementation of CRR/CRD 4 rules. Therefore, the basis for allocation, i.e., risk-weighted assets and certain regulatory capital deduction items, is also on a CRR/CRD 4 fully-loaded basis. If the Group's average active equity exceeds the higher of the overall economic risk exposure or the regulatory capital demand, this surplus is assigned to C&A.
- Return on Average Active Equity in % is defined as income (loss) before income taxes less pre-tax noncontrolling interest as a percentage of average active equity. These returns, which are based on average active equity, should not be compared to those of other companies without considering the differences in the calculation of such ratios.

### Segmental Results of Operations

For the results of the business segments, including the reconciliation to the consolidated results of operations under IFRS please see "Management Report: Operating and Financial Review: Results of Operations: Segment Results of Operations".

### Entity-Wide Disclosures

The Group's Entity-Wide Disclosures include net revenues from internal and external counterparties. Excluding revenues from internal counterparties would require disproportionate IT investment and is not in line with the Bank's management approach. For detail on our Net Revenue Components please see "Management Report: Operating and Financial Review: Results of Operations: Corporate Divisions".

The following table presents total net revenues (before provisions for credit losses) by geographic area for the years ended December 31, 2014, 2013 and 2012, respectively. The information presented for CB&S, GTB, Deutsche AWM, PBC and NCOU has been classified based primarily on the location of the Group's office in which the revenues are recorded. The information for C&A is presented on a global level only, as management responsibility for C&A is held centrally.

in € m.	2014	2013	2012
Germany:			
CB&S	872	1,008	1,367
PBC	7,704	7,723	7,559
GTB	1,258	1,348	1,364
Deutsche AWM	1,356	1,193	1,157
NCOU	(176)	364	1,029
<b>Total Germany</b>	<b>11,013</b>	<b>11,636</b>	<b>12,477</b>
UK:			
CB&S	3,849	4,027	4,426
PBC	0	0	0
GTB	319	291	318
Deutsche AWM	592	983	398
NCOU	17	(50)	(317)
<b>Total UK</b>	<b>4,778</b>	<b>5,251</b>	<b>4,825</b>
Rest of Europe, Middle East and Africa:			
CB&S	929	850	1,052
PBC	1,912	1,812	1,949
GTB	953	977	1,158
Deutsche AWM	795	894	823
NCOU	10	(28)	113
<b>Total Rest of Europe, Middle East and Africa</b>	<b>4,599</b>	<b>4,506</b>	<b>5,095</b>
Americas (primarily United States):			
CB&S	5,497	4,871	5,570
PBC	(21)	(21)	0
GTB	889	833	771
Deutsche AWM	1,432	1,173	1,669
NCOU	358	703	568
<b>Total Americas</b>	<b>8,155</b>	<b>7,559</b>	<b>8,579</b>
Asia/Pacific:			
CB&S	2,595	2,770	2,658
PBC	44	36	32
GTB	727	620	588
Deutsche AWM	533	491	424
NCOU	2	(25)	33
<b>Total Asia/Pacific</b>	<b>3,901</b>	<b>3,892</b>	<b>3,735</b>
<b>Consolidation &amp; Adjustments</b>	<b>(497)</b>	<b>(929)</b>	<b>(975)</b>
<b>Consolidated net revenues<sup>1</sup></b>	<b>31,949</b>	<b>31,915</b>	<b>33,736</b>

<sup>1</sup> Consolidated net revenues comprise interest and similar income, interest expenses and total noninterest income (including net commission and fee income). Revenues are attributed to countries based on the location in which the Group's booking office is located. The location of a transaction on the Group's books is sometimes different from the location of the headquarters or other offices of a customer and different from the location of the Group's personnel who entered into or facilitated the transaction. Where the Group records a transaction involving its staff and customers and other third parties in different locations frequently depends on other considerations, such as the nature of the transaction, regulatory considerations and transaction processing considerations.

## Notes to the Consolidated Income Statement

### 05 – Net Interest Income and Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss

#### Net Interest Income

in € m.	2014	2013	2012
<b>Interest and similar income:</b>			
Interest-earning deposits with banks	683	759	928
Central bank funds sold and securities purchased under resale agreements	408	412	762
Securities borrowed <sup>1</sup>	(313)	(375)	(519)
Interest income on financial assets available for sale	1,341	1,312	1,449
Dividend income on financial assets available for sale	97	81	141
Loans	11,820	11,941	13,658
Other	1,161	741	986
<b>Total interest and similar income not at fair value through profit or loss</b>	<b>15,196</b>	<b>14,872</b>	<b>17,404</b>
Financial assets at fair value through profit or loss	9,805	10,729	14,189
<b>Total interest and similar income<sup>1</sup></b>	<b>25,001</b>	<b>25,601</b>	<b>31,593</b>
<b>Interest expense:</b>			
Interest-bearing deposits <sup>2</sup>	3,210	3,360	4,946
Central bank funds purchased and securities sold under repurchase agreements	160	186	315
Securities loaned <sup>1</sup>	(157)	(216)	(301)
Other short-term borrowings	214	285	342
Long-term debt <sup>2</sup>	1,882	1,568	2,686
Trust preferred securities	785	849	842
Other	371	200	140
<b>Total interest expense not at fair value through profit or loss</b>	<b>6,465</b>	<b>6,232</b>	<b>8,971</b>
Financial liabilities at fair value through profit or loss	4,264	4,535	6,648
<b>Total interest expense<sup>1</sup></b>	<b>10,729</b>	<b>10,768</b>	<b>15,619</b>
<b>Net interest income</b>	<b>14,272</b>	<b>14,834</b>	<b>15,975</b>

<sup>1</sup> Prior periods have been restated. For further details please refer to Note 1 "Significant Accounting Policies and Critical Accounting Estimates" of this report.

<sup>2</sup> For 2012, interest expense of € 780 million was reclassified from interest-bearing deposits to long-term debt.

Interest income recorded on impaired financial assets was € 94 million, € 76 million and € 100 million for the years ended December 31, 2014, 2013 and 2012, respectively.

### Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss

in € m.	2014	2013	2012
<b>Trading income:</b>			
Sales & Trading (equity)	1,686	1,573	1,594
Sales & Trading (debt and other products)	2,583	2,465	4,810
Total Sales & Trading	4,269	4,039	6,404
Other trading income	137	(377)	(1,205)
<b>Total trading income<sup>1</sup></b>	<b>4,407</b>	<b>3,662</b>	<b>5,199</b>
<b>Net gains (losses) on financial assets/liabilities designated at fair value through profit or loss:</b>			
Breakdown by financial asset/liability category:			
Securities purchased/sold under resale/repurchase agreements	(15)	31	14
Securities borrowed/loaned	0	0	(1)
Loans and loan commitments	(20)	(46)	739
Deposits	(1)	73	(56)
Long-term debt <sup>2</sup>	(538)	133	(328)
Other financial assets/liabilities designated at fair value through profit or loss	467	(35)	41
<b>Total net gains (losses) on financial assets/liabilities designated at fair value through profit or loss</b>	<b>(108)</b>	<b>155</b>	<b>409</b>
<b>Total net gains (losses) on financial assets/liabilities at fair value through profit or loss</b>	<b>4,299</b>	<b>3,817</b>	<b>5,608</b>

<sup>1</sup> Prior periods have been restated. For further detail please refer to Note 1 "Significant Accounting Policies and Critical Accounting Estimates" of this report.

<sup>2</sup> Includes € 48 million, € (86) million and € (94) million from securitization structures for the years ended December 31, 2014, 2013 and 2012, respectively. Prior period comparatives were restated. Fair value movements on related instruments of € (315) million, € 390 million and € 358 million for December 31, 2014, 2013 and 2012, respectively, are reported within trading income. Prior period comparatives were restated. Both are reported under Sales & Trading (debt and other products). The total of these gains and losses represents the Group's share of the losses in these consolidated securitization structures.

### Combined Net Interest Income and Net Gains (Losses) on Financial Assets/Liabilities at Fair Value through Profit or Loss

in € m.	2014	2013	2012
Net interest income	14,272	14,834	15,975
Net gains (losses) on financial assets/liabilities at fair value through profit or loss	4,299	3,817	5,608
<b>Total net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss</b>	<b>18,570</b>	<b>18,651</b>	<b>21,583</b>
<b>Net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss by Corporate Division/product:</b>			
Sales & Trading (equity)	2,314	2,129	1,732
Sales & Trading (debt and other products)	6,685	6,069	7,851
Total Sales & Trading	8,998	8,197	9,582
Loan products <sup>1</sup>	695	599	182
Remaining products <sup>2</sup>	(61)	72	589
Corporate Banking & Securities	9,632	8,869	10,353
Private & Business Clients	5,962	5,966	6,220
Global Transaction Banking	2,232	1,984	2,016
Deutsche Asset & Wealth Management	1,505	1,568	1,974
Non-Core Operations Unit	(573)	245	650
Consolidation & Adjustments	(187)	19	369
<b>Total net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss</b>	<b>18,570</b>	<b>18,651</b>	<b>21,583</b>

<sup>1</sup> Includes the net interest spread on loans as well as the fair value changes of credit default swaps and loans designated at fair value through profit or loss.

<sup>2</sup> Includes net interest income and net gains (losses) on financial assets/liabilities at fair value through profit or loss of origination, advisory and other products.

The Group's trading and risk management businesses include significant activities in interest rate instruments and related derivatives. Under IFRS, interest and similar income earned from trading instruments and financial instruments designated at fair value through profit or loss (i.e., coupon and dividend income), and the costs of funding net trading positions, are part of net interest income. The Group's trading activities can periodically drive income to either net interest income or to net gains (losses) of financial assets/liabilities at fair value through profit or loss depending on a variety of factors, including risk management strategies. In order to provide a more business-focused presentation, the Group combines net interest income and net gains (losses) of financial assets/liabilities at fair value through profit or loss by business division and by product within CB&S.



## 06 – Commissions and Fee Income

in € m.	2014	2013	2012 <sup>2</sup>
<b>Commission and fee income and expense:</b>			
Commission and fee income <sup>1</sup>	15,746	15,252	14,575
Commission and fee expense	3,337	2,943	2,766
<b>Net commissions and fee income</b>	<b>12,409</b>	<b>12,308</b>	<b>11,809</b>

in € m.	2014	2013	2012
<b>Net commissions and fee income:</b>			
Net commissions and fees from fiduciary activities	3,745	3,646	3,298
Net commissions, brokers' fees, mark-ups on securities underwriting and other securities activities <sup>1</sup>	4,033	3,920	3,845
Net fees for other customer services	4,632	4,742	4,667
<b>Net commissions and fee income</b>	<b>12,409</b>	<b>12,308</b>	<b>11,809</b>

<sup>1</sup> Prior periods have been restated. For further detail please refer to Note 1 "Significant Accounting Policies and Critical Accounting Estimates" of this report.

<sup>2</sup> Commission and fee income and expense were grossed-up by € 316 million, each.

## 07 – Net Gains (Losses) on Financial Assets Available for Sale

in € m.	2014	2013	2012
<b>Net gains (losses) on financial assets available for sale:</b>			
Net gains (losses) on debt securities:	153	321	65
Net gains (losses) from disposal	144	319	116
Impairments	9	2	(51)
Net gains (losses) on equity securities:	109	77	206
Net gains (losses) from disposal/remeasurement	121	92	306
Impairments	(12)	(15)	(100)
Net gains (losses) on loans:	(9)	6	55
Net gains (losses) from disposal	16	33	63
Impairments	(25)	(27)	(8)
Reversal of impairments	0	0	0
Net gains (losses) on other equity interests:	(12)	(12)	(25)
Net gains (losses) from disposal	9	9	(24)
Impairments	(21)	(21)	(1)
<b>Total net gains (losses) on financial assets available for sale</b>	<b>242</b>	<b>394</b>	<b>301</b>

Please also refer to Note 16 "Financial Assets Available for Sale" of this report.

## 08 – Other Income

in € m.	2014	2013	2012
<b>Other income:</b>			
Net income from investment properties	57	23	(23)
Net gains (losses) on disposal of investment properties	5	(3)	31
Net gains (losses) on disposal of consolidated subsidiaries	18	4	41
Net gains (losses) on disposal of loans	(2)	288	4
Insurance premiums <sup>1</sup>	141	190	219
Net income (loss) from hedge relationships qualifying for hedge accounting	(1,349)	(1,227)	(1,081)
Consolidated investments	949	881	768
Remaining other income	290	37	(78)
<b>Total other income (loss)</b>	<b>108</b>	<b>193</b>	<b>(120)</b>

<sup>1</sup> Net of reinsurance premiums paid. The development is primarily driven by Abbey Life Assurance Company Limited.

## 09 – General and Administrative Expenses

in € m.	2014	2013	2012
<b>General and administrative expenses:</b>			
IT costs	3,333	3,074	2,547
Occupancy, furniture and equipment expenses	1,978	2,073	2,115
Professional service fees <sup>1</sup>	2,029	1,772	1,887
Communication and data services <sup>1</sup>	725	706	756
Travel and representation expenses <sup>1</sup>	500	496	579
Banking and transaction charges <sup>1</sup>	660	743	1,274
Marketing expenses	313	314	362
Consolidated investments	811	797	760
Other expenses <sup>1,2</sup>	4,305	5,151	4,736
<b>Total general and administrative expenses</b>	<b>14,654</b>	<b>15,126</b>	<b>15,017</b>

<sup>1</sup> Prior period comparatives have been restated in order to reflect changes in the Group's cost reporting.

<sup>2</sup> Includes litigation related expenses of € 1.6 billion in 2014, € 3.0 billion in 2013 and € 2.5 billion in 2012. See Note 29 "Provisions", for more detail on litigation.

## 10 – Restructuring

Restructuring forms part of the Group's Operational Excellence (OpEx) Programme. Restructuring expense is comprised of termination benefits, additional expenses covering the acceleration of deferred compensation awards not yet amortized due to the discontinuation of employment and contract termination costs related to real estate. Restructuring expenses of € 133 million were recognized during 2014 (2013: € 399 million).

in € m.	2014	2013	2012
Corporate Banking & Securities	(112)	(130)	(236)
Private & Business Clients	(9)	(22)	0
Global Transaction Banking	(10)	(54)	(40)
Deutsche Asset & Wealth Management	3	(170)	(104)
Non-Core Operations Unit	(4)	(25)	(12)
Infrastructure/Regional Management	0	0	(1)
Consolidation & Adjustments	0	0	0
<b>Total Net Restructuring Charges</b>	<b>(133)</b>	<b>(399)</b>	<b>(394)</b>

in € m.	2014	2013	2012
Restructuring - Staff related	(124)	(364)	(394)
thereof:			
Termination Payments	(94)	(287)	(307)
Retention Acceleration	(29)	(72)	(83)
Social Security	(1)	(4)	(4)
Restructuring - Non Staff related	(9)	(35)	0
<b>Total Net Restructuring Charges</b>	<b>(133)</b>	<b>(399)</b>	<b>(394)</b>

Provisions for restructuring amounted to € 120 million and € 207 million as of December 31, 2014 and December 31, 2013 respectively. The majority of the current provisions for restructuring are expected to be utilized during 2015.

During 2014, 1,371 full-time equivalent (“FTE”) staff were reduced through restructuring (2013: 1,287).

Full-time equivalent staff	2014	2013
Corporate Banking & Securities	319	374
Private & Business Clients	92	42
Global Transaction Banking	157	172
Deutsche Asset & Wealth Management	207	224
Non-Core Operations Unit	11	0
Infrastructure/Regional Management	585	475
<b>Total full-time equivalent staff</b>	<b>1,371</b>	<b>1,287</b>

## 11 – Earnings per Share

Basic earnings per share amounts are computed by dividing net income (loss) attributable to Deutsche Bank shareholders by the average number of common shares outstanding during the year. The average number of common shares outstanding is defined as the average number of common shares issued, reduced by the average number of shares in treasury and by the average number of shares that will be acquired under physically-settled forward purchase contracts, and increased by undistributed vested shares awarded under deferred share plans.

Diluted earnings per share assumes the conversion into common shares of outstanding securities or other contracts to issue common stock, such as share options, convertible debt, unvested deferred share awards and forward contracts. The aforementioned instruments are only included in the calculation of diluted earnings per share if they are dilutive in the respective reporting period.

### Computation of basic and diluted earnings per share

in € m.	2014	2013	2012
Net income (loss) attributable to Deutsche Bank shareholders – numerator for basic earnings per share	1,663	666	263
Effect of dilutive securities:			
Forwards and options	0	0	0
Convertible debt	0	0	0
Net income (loss) attributable to Deutsche Bank shareholders after assumed conversions – numerator for diluted earnings per share	1,663	666	263
Number of shares in million			
Weighted-average shares outstanding – denominator for basic earnings per share	1,241.9	1,045.4	979.0
Effect of dilutive securities:			
Forwards	0.0	0.0	0.0
Employee stock compensation options	0.0	0.0	0.0
Convertible debt	0.0	0.0	0.0
Deferred shares	27.6	27.8	25.8
Other (including trading options)	0.0	0.0	0.0
Dilutive potential common shares	27.6	27.8	25.8
Adjusted weighted-average shares after assumed conversions – denominator for diluted earnings per share	1,269.5	1,073.2	1,004.7

### Earnings per share

in €	2014	2013	2012
Basic earnings per share	1.34	0.64	0.27
Diluted earnings per share	1.31	0.62	0.26

On June 25, 2014, Deutsche Bank AG completed a capital increase with subscription rights. As the subscription price of the new shares was lower than the market price of the existing shares, the capital increase included a bonus element. According to IAS 33, the bonus element is the result of an implicit change in the number of shares outstanding for all periods prior to the capital increase without a fully proportionate change in resources. As a consequence, the weighted average number of shares outstanding has been adjusted retrospectively.

Instruments outstanding and not included in the calculation of diluted earnings per share<sup>1</sup>

Number of shares in m.	2014	2013	2012
Forward purchase contracts	0.0	0.0	0.0
Convertible debt	0.0	0.0	0.0
Put options sold	0.0	0.0	0.0
Call options sold	0.0	0.0	0.0
Employee stock compensation options	0.1	0.2	0.3
Deferred shares	0.0	0.0	0.0

<sup>1</sup> Not included in the calculation of diluted earnings per share, because to do so would have been anti-dilutive.

## Notes to the Consolidated Balance Sheet

### 12 – Financial Assets/Liabilities at Fair Value through Profit or Loss

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Trading assets:</b>		
Trading securities	177,639	187,554
Other trading assets <sup>1</sup>	18,041	22,516
<b>Total trading assets</b>	<b>195,681</b>	<b>210,070</b>
<b>Positive market values from derivative financial instruments</b>	<b>629,958</b>	<b>504,590</b>
<b>Financial assets designated at fair value through profit or loss:</b>		
Securities purchased under resale agreements	60,473	116,764
Securities borrowed	20,404	32,485
Loans	15,331	15,579
Other financial assets designated at fair value through profit or loss	21,078	19,768
<b>Total financial assets designated at fair value through profit or loss</b>	<b>117,285</b>	<b>184,597</b>
<b>Total financial assets at fair value through profit or loss</b>	<b>942,924</b>	<b>899,257</b>

<sup>1</sup> Includes traded loans of € 16.7 million and € 17.8 million at December 31, 2014 and 2013 respectively.

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Trading liabilities:</b>		
Trading securities	41,112	54,951
Other trading liabilities	731	853
<b>Total trading liabilities</b>	<b>41,843</b>	<b>55,804</b>
<b>Negative market values from derivative financial instruments</b>	<b>610,202</b>	<b>483,428</b>
<b>Financial liabilities designated at fair value through profit or loss:</b>		
Securities sold under repurchase agreements	21,053	73,642
Loan commitments	99	193
Long-term debt	9,919	9,342
Other financial liabilities designated at fair value through profit or loss	6,061	6,927
<b>Total financial liabilities designated at fair value through profit or loss</b>	<b>37,131</b>	<b>90,104</b>
Investment contract liabilities <sup>1</sup>	8,523	8,067
<b>Total financial liabilities at fair value through profit or loss</b>	<b>697,699</b>	<b>637,404</b>

<sup>1</sup> These are investment contracts where the policy terms and conditions result in their redemption value equaling fair value. See Note 41 "Insurance and Investment Contracts", for more detail on these contracts.

## Financial Assets & Liabilities designated at Fair Value through Profit or Loss

The Group has designated various lending relationships at fair value through profit or loss. Lending facilities consist of drawn loan assets and undrawn irrevocable loan commitments. The maximum exposure to credit risk on a drawn loan is its fair value. The Group’s maximum exposure to credit risk on drawn loans, including securities purchased under resale agreements and securities borrowed, was € 96 billion and € 165 billion as of December 31, 2014, and 2013, respectively. Exposure to credit risk also exists for undrawn irrevocable loan commitments and is predominantly counterparty credit risk.

The credit risk on the securities purchased under resale agreements and securities borrowed designated under the fair value option is mitigated by the holding of collateral. The valuation of these instruments takes into account the credit enhancement in the form of the collateral received. As such there is no material movement during the year or cumulatively due to movements in counterparty credit risk on these instruments.

### Changes in fair value of loans<sup>1</sup> and loan commitments attributable to movements in counterparty credit risk<sup>2</sup>

in € m.	Dec 31, 2014		Dec 31, 2013	
	Loans	Loan commitments	Loans	Loan commitments
Notional value of loans and loan commitments exposed to credit risk	5,146	15,393	6,874	26,349
Annual change in the fair value reflected in the Statement of Income	3	43	43	254
Cumulative change in the fair value <sup>3</sup>	14	470	55	742
Notional of credit derivatives used to mitigate credit risk	417	8,152	627	13,050
Annual change in the fair value reflected in the Statement of Income	(1)	(19)	(15)	(343)
Cumulative change in the fair value <sup>3</sup>	(3)	(257)	(14)	(574)

<sup>1</sup> Where the loans are over-collateralized there is no material movement in valuation during the year or cumulatively due to movements in counterparty credit risk.

<sup>2</sup> Determined using valuation models that exclude the fair value impact associated with market risk.

<sup>3</sup> Changes are attributable to loans and loan commitments held at reporting date, which may differ from those held in prior periods. No adjustments are made to prior year to reflect differences in the underlying population.

### Changes in fair value of financial liabilities attributable to movements in the Group’s credit risk<sup>1</sup>

in € m.	Dec 31, 2014	Dec 31, 2013
Annual change in the fair value reflected in the Statement of Income	(23)	85
Cumulative change in the fair value	134	151

<sup>1</sup> The fair value of a financial liability incorporates the credit risk of that financial liability. Changes in the fair value of financial liabilities issued by consolidated structured entity have been excluded as this is not related to the Group’s credit risk but to that of the legally isolated structured entity, which is dependent on the collateral it holds.

### The excess of the contractual amount repayable at maturity over the carrying value of financial liabilities<sup>1</sup>

in € m.	Dec 31, 2014	Dec 31, 2013 <sup>2</sup>
Including undrawn loan commitments <sup>3</sup>	18,261	28,662
Excluding undrawn loan commitments	1,621	2,357

<sup>1</sup> Assuming the liability is extinguished at the earliest contractual maturity that the Group can be required to repay. When the amount payable is not fixed, it is determined by reference to conditions existing at the reporting date.

<sup>2</sup> In 2014 the prior year numbers were restated (increase of € 1,430 million to the excess of the contractual amount repayable on maturity over the carrying value of financial liabilities including undrawn loan commitments, increase of € 1,430 million to the excess of the contractual amount payable on maturity over the carrying value of financial liabilities excluding undrawn loan commitments).

<sup>3</sup> The contractual cash flows at maturity for undrawn loan commitments assume full drawdown of the facility.

## 13 – Amendments to IAS 39 and IFRS 7, “Reclassification of Financial Assets”

Under the amendments to IAS 39 and IFRS 7, issued in October 2008, certain financial assets were reclassified in the second half of 2008 and the first quarter 2009 from the financial assets at fair value through profit or loss and the available for sale classifications into the loans classification. No reclassifications have been made since the first quarter 2009.

The Group identified assets, eligible under the amendments, for which at the reclassification date it had a clear change of intent and ability to hold for the foreseeable future rather than to exit or trade in the short term. The reclassifications were made at the fair value of the assets at the reclassification date.

#### Reclassified Financial Assets

in € bn. (unless stated otherwise)	Trading assets reclassified to loans	Financial assets available for sale reclassified to loans
Carrying value at reclassification date	26.6	11.4
Unrealized fair value losses in accumulated other comprehensive income	0.0	(1.1)
<b>Effective interest rates at reclassification date:</b>		
upper range	13.1 %	9.9 %
lower range	2.8 %	3.9 %
<b>Expected recoverable cash flows at reclassification date</b>	<b>39.6</b>	<b>17.6</b>

#### Carrying values and fair values by asset type of assets reclassified in 2008 and 2009

in € m.	Dec 31, 2014		Dec 31, 2013	
	Carrying value	Fair value	Carrying value	Fair Value
Trading assets reclassified to loans:				
Securitization assets	1,983	2,124	1,985	1,872
Debt securities	1,067	1,160	1,062	1,068
Loans	1,146	888	2,367	2,064
<b>Total trading assets reclassified to loans</b>	<b>4,197</b>	<b>4,171</b>	<b>5,415</b>	<b>5,004</b>
Financial assets available for sale reclassified to loans:				
Securitization assets	1,782	1,743	1,972	1,955
Debt securities	1,378	1,493	1,220	1,284
<b>Total financial assets available for sale reclassified to loans</b>	<b>3,160</b>	<b>3,236</b>	<b>3,192</b>	<b>3,239</b>
<b>Total financial assets reclassified to loans</b>	<b>7,357<sup>1</sup></b>	<b>7,408</b>	<b>8,606</b>	<b>8,243</b>

<sup>1</sup> There is an associated effect on the carrying value from effective fair value hedge accounting for interest rate risk to the carrying value of the reclassified assets shown in the table above. This effect increases carrying value by € 86 million and € 34 million as at December 31, 2014 and December 31, 2013 respectively.

All reclassified assets are managed by the NCOU and disposal decisions across this portfolio are made by the NCOU in accordance with their remit to take the de-risking decisions. For the year ended December 31, 2014, the Group sold reclassified assets with a carrying value of € 137 million, resulting in a net gain of € 4.1 million on positions sold.

In addition to sales, the decrease in the carrying value of assets previously classified as trading includes redemptions and maturities of € 1.3 billion. The reduction in the carrying value of assets previously classified as available for sale includes redemptions and maturities of € 0.5 billion.

#### Unrealized fair value gains (losses) that would have been recognized in profit or loss and net gains (losses) that would have been recognized in other comprehensive income if the reclassifications had not been made

in € m.	2014	2013	2012
Unrealized fair value gains (losses) on the reclassified trading assets, gross of provisions for credit losses	342	245	38
Impairment (losses)/Reversal on the reclassified financial assets available for sale which were impaired	(6)	9	(29)
<b>Net gains (losses) recognized in other comprehensive income representing additional unrealized fair value gains (losses) on the reclassified financial assets available for sale which were not impaired</b>	<b>137</b>	<b>130</b>	<b>415</b>

### Pre-tax contribution of all reclassified assets to the income statement

in € m.	2014	2013	2012
Interest income	161	272	578
Provision for credit losses	(40)	(348)	(186)
Other income <sup>1</sup>	5	(141)	(35)
<b>Income before income taxes on reclassified trading assets</b>	<b>126</b>	<b>(217)</b>	<b>357</b>
Interest income	97	96	139
Provision for credit losses	(13)	(25)	(228)
Other income <sup>1</sup>	0	(66)	(58)
<b>Income before income taxes on reclassified financial assets available for sale</b>	<b>84</b>	<b>5</b>	<b>(147)</b>

<sup>1</sup> Relates to gains and losses from the sale of reclassified assets.

### Reclassified Financial Assets: Carrying values and fair values by asset class

All IAS 39 reclassified assets were transferred into the NCOU upon creation of the new division in the fourth quarter of 2012. The NCOU has been tasked to accelerate de-risking to reduce total capital demand and total adjusted assets. A number of factors are considered in determining whether and when to sell assets including the income statement, regulatory capital and leverage impacts. The movements in carrying value and fair value are illustrated in the following table:

#### Carrying values and fair values by asset class reclassified in 2008 and 2009

in € m.	Dec 31, 2014			Dec 31, 2013		
	Carrying value (CV)	Fair value (FV)	Unrealized gains/(losses)	Carrying value (CV)	Fair value (FV)	Unrealized gains/(losses)
Securitization assets and debt securities reclassified:						
US municipal bonds	2,302	2,503	201	2,155	2,232	77
Student loans ABS	1,464	1,529	65	1,263	1,305	42
CDO/CLO	717	689	(28)	979	938	(41)
Covered bond	893	987	95	885	788	(97)
Commercial mortgages securities	187	192	5	281	260	(21)
Residential mortgages ABS	83	92	9	74	71	(3)
Other <sup>1</sup>	566	528	(38)	602	585	(17)
<b>Total securitization assets and debt securities reclassified</b>	<b>6,211</b>	<b>6,520</b>	<b>309</b>	<b>6,239</b>	<b>6,179</b>	<b>(60)</b>
Loans reclassified:						
Commercial mortgages	227	226	0	1,463	1,428	(35)
Residential mortgages	871	616	(255)	844	598	(246)
Other	49	46	(3)	61	38	(22)
<b>Total loans reclassified</b>	<b>1,146</b>	<b>888</b>	<b>(259)</b>	<b>2,367</b>	<b>2,064</b>	<b>(303)</b>
<b>Total financial assets reclassified to loans</b>	<b>7,357</b>	<b>7,408</b>	<b>51</b>	<b>8,606</b>	<b>8,243</b>	<b>(363)</b>

<sup>1</sup> Includes asset backed securities related to the aviation industry and a mixture of other securitization assets and debt securities.

### Securitized Assets and Debt Securities

**Municipal Bonds** – The US Municipal bonds have a fair value above carrying value due to being predominantly fixed rate instruments with interest rates falling since reclassification. Fair value is also impacted by liquidity and market expectation of credit risk which has generally improved in the year increasing the fair value. The carrying value increase is predominantly due to FX movements, partly offset by redemptions and impairment losses of € 16 million.

**Covered Bonds** – The majority of the exposure in the portfolio is to Spanish bank and government issuers. The fair value is above carrying value and has increased in the year following improvements in the Eurozone credit risk and increased liquidity on these positions. There was no significant impairment of the portfolio during the year.

**CDO/CLO** – This comprises a diverse portfolio with a variety of underlying assets and tranching levels in the capital structure. The difference between carrying value and fair value arises due to a number of factors including liquidity and the fair value model capturing market expectations of lifetime expected losses compared with the amortized cost impairment model largely based on incurred credit losses. The main movement in the carry-

ing value to fair value difference is due to principal paydowns in the period somewhat offset by FX movements and accretion of discount. No significant loan loss provisions were taken in the period.

**Student Loans ABS** – There was continued improvement in liquidity for student loan ABS resulting in increased fair values. The carrying value increase is predominantly due to FX movements. There was no de-risking activity or impairments on this asset class in the period.

**Commercial Mortgages Securities** – The fair value to carrying value difference is due to a number of factors including liquidity and market expectations of credit losses compared with the incurred loss model. The carrying value decreased in the period mainly due to redemptions of € 55 million, impairments of € 22 million and sales of € 25 million.

**Other** – Other comprises a variety of assets including securitizations with Aircraft and Commodity underlyings, Infrastructure Project Finance exposure and structured corporate bonds. The small reduction in carrying value is due to principal repayments somewhat offset by FX movements.

## Loans

**Commercial Mortgages** – The fair value to carrying value difference is due to a number of factors including liquidity and market expectations of credit losses compared with the incurred loss model. The carrying value change is predominantly due to redemptions in the period of € 1.1 billion. The loan loss provisions in the period on this category were € 19 million.

**Residential Mortgages** – This category includes residential mortgages in the UK, Italy, Spain and Germany. The fair value to carrying value difference has remained consistent year on year predominantly due to a larger discount rate being applied to determine fair value which, whilst not observable in the market, reflects estimated market liquidity. There have been no sales or significant changes in loan loss provisions in the portfolio in the period.

## 14 – Financial Instruments carried at Fair Value

### Valuation Methods and Control

The Group has an established valuation control framework which governs internal control standards, methodologies, and procedures over the valuation process.

**Prices Quoted in Active Markets** – The fair value of instruments that are quoted in active markets are determined using the quoted prices where they represent prices at which regularly and recently occurring transactions take place.

**Valuation Techniques** – The Group uses valuation techniques to establish the fair value of instruments where prices, quoted in active markets, are not available. Valuation techniques used for financial instruments include modeling techniques, the use of indicative quotes for proxy instruments, quotes from recent and less regular transactions and broker quotes.

For some financial instruments a rate or other parameter, rather than a price, is quoted. Where this is the case then the market rate or parameter is used as an input to a valuation model to determine fair value. For some instruments, modeling techniques follow industry standard models, for example, discounted cash flow analysis and standard option pricing models. These models are dependent upon estimated future cash flows, discount factors and volatility levels. For more complex or unique instruments, more sophisticated modeling techniques are required, and may rely upon assumptions or more complex parameters such as correlations, prepayment speeds, default rates and loss severity.



Frequently, valuation models require multiple parameter inputs. Where possible, parameter inputs are based on observable data or are derived from the prices of relevant instruments traded in active markets. Where observable data is not available for parameter inputs, then other market information is considered. For example, indicative broker quotes and consensus pricing information are used to support parameter inputs where they are available. Where no observable information is available to support parameter inputs then they are based on other relevant sources of information such as prices for similar transactions, historic data, economic fundamentals, and research information, with appropriate adjustment to reflect the terms of the actual instrument being valued and current market conditions.

**Valuation Adjustments** – Valuation adjustments are an integral part of the valuation process. In making appropriate valuation adjustments, the Group follows methodologies that consider factors such as bid-offer spreads, liquidity, counterparty/own credit and funding risk. Bid-offer spread valuation adjustments are required to adjust mid market valuations to the appropriate bid or offer valuation. The bid or offer valuation is the best representation of the fair value for an instrument, and therefore its fair value. The carrying value of a long position is adjusted from mid to bid, and the carrying value of a short position is adjusted from mid to offer. Bid-offer valuation adjustments are determined from bid-offer prices observed in relevant trading activity and in quotes from other broker-dealers or other knowledgeable counterparties. Where the quoted price for the instrument is already a bid-offer price then no additional bid-offer valuation adjustment is necessary. Where the fair value of financial instruments is derived from a modeling technique, then the parameter inputs into that model are normally at a mid-market level. Such instruments are generally managed on a portfolio basis and, when specified criteria are met, valuation adjustments are taken to reflect the cost of closing out the net exposure the Bank has to individual market or counterparty risks. These adjustments are determined from bid-offer prices observed in relevant trading activity and quotes from other broker-dealers.

Where complex valuation models are used, or where less-liquid positions are being valued, then bid-offer levels for those positions may not be available directly from the market, and therefore for the close-out cost of these positions, models and parameters must be estimated. When these adjustments are designed, the Group closely examines the valuation risks associated with the model as well as the positions themselves, and the resulting adjustments are closely monitored on an ongoing basis.

Counterparty Credit Valuation Adjustments (CVAs) are required to cover expected credit losses to the extent that the valuation technique does not already include an expected credit loss factor relating to the non-performance risk of the counterparty. The CVA amount is applied to all relevant over-the-counter (OTC) derivatives, and is determined by assessing the potential credit exposure to a given counterparty and taking into account any collateral held, the effect of any relevant netting arrangements, expected loss given default and the probability of default, based on available market information, including Credit Default Swap (CDS) spreads. Where counterparty CDS spreads are not available, relevant proxies are used.

The fair value of the Group's financial liabilities at fair value through profit or loss (i.e., OTC derivative liabilities and structured note liabilities designated at fair value through profit or loss) incorporates Debt Valuation Adjustments (DVA) to measure the change in the Group's own credit risk of the financial liability. For derivative liabilities the Group considers its own creditworthiness by assessing all counterparties' potential future exposure to the Group, taking into account any collateral posted by the Group, the effect of relevant netting arrangements, expected loss given default and the probability of default of the Group, based on the Group's market CDS level. The change in the Group's own credit risk for structured note liabilities is calculated by discounting the contractual cash flows of the instrument using the rate at which similar instruments would be issued at the measurement date as this reflects the value from the perspective of a market participant who holds the identical item as an asset.

When determining CVA and DVA, additional adjustments are made where appropriate to achieve fair value, due to the expected loss estimate of a particular arrangement, or where the credit risk being assessed differs in nature to that described by the available CDS instrument.

Funding Valuation Adjustments (FVA) are required to incorporate the market implied funding costs into the fair value of derivative positions. The FVA reflects a discounting spread applied to uncollateralized and partially collateralized derivatives and is determined by assessing the market-implied funding costs on both assets and liabilities.

Where there is uncertainty in the assumptions used within a modeling technique, an additional adjustment is taken to calibrate the model price to the expected market price of the financial instrument. Typically, such transactions have bid-offer levels which are less observable, and these adjustments aim to estimate the bid-offer by computing the liquidity-premium associated with the transaction. Where a financial instrument is of sufficient complexity that the cost of closing it out would be higher than the cost of closing out its component risks, then an additional adjustment is taken to reflect this.

**Validation and Control** – The Group has an independent specialised valuation control group within the Finance function which governs and develops the valuation control framework and manages the valuation control processes. The mandate of this specialist function includes the performance of the independent valuation control process for all businesses, the continued development of valuation control methodologies and techniques, as well as devising and governing the formal valuation control policy framework. Special attention of this independent valuation control group is directed to areas where management judgment forms part of the valuation process.

Results of the valuation control process are collected and analyzed as part of a standard monthly reporting cycle. Variances of differences outside of preset and approved tolerance levels are escalated both within the Finance function and with Senior Business Management for review, resolution and, if required, adjustment.

For instruments where fair value is determined from valuation models, the assumptions and techniques used within the models are independently validated by an independent specialist model validation group that is part of the Group's Risk Management function.

Quotes for transactions and parameter inputs are obtained from a number of third party sources including exchanges, pricing service providers, firm broker quotes and consensus pricing services. Price sources are examined and assessed to determine the quality of fair value information they represent, with greater emphasis given to those possessing greater valuation certainty and relevance. The results are compared against actual transactions in the market to ensure the model valuations are calibrated to market prices.

Price and parameter inputs to models, assumptions and valuation adjustments are verified against independent sources. Where they cannot be verified to independent sources due to lack of observable information, the estimate of fair value is subject to procedures to assess its reasonableness. Such procedures include performing revaluation using independently generated models (including where existing models are independently recalibrated), assessing the valuations against appropriate proxy instruments and other benchmarks, and performing extrapolation techniques. Assessment is made as to whether the valuation techniques produce fair value estimates that are reflective of market levels by calibrating the results of the valuation models against market transactions where possible.

### Fair Value Hierarchy

The financial instruments carried at fair value have been categorized under the three levels of the IFRS fair value hierarchy as follows:

**Level 1 – Instruments valued using quoted prices in active markets** are instruments where the fair value can be determined directly from prices which are quoted in active, liquid markets and where the instrument observed in the market is representative of that being priced in the Group's inventory.

These include: government bonds, exchange-traded derivatives and equity securities traded on active, liquid exchanges.

**Level 2 – Instruments valued with valuation techniques using observable market data** are instruments where the fair value can be determined by reference to similar instruments trading in active markets, or where a technique is used to derive the valuation but where all inputs to that technique are observable.

These include: many OTC derivatives; many investment-grade listed credit bonds; some CDS; many collateralized debt obligations (CDO); and many less-liquid equities.

**Level 3 – Instruments valued using valuation techniques using market data which is not directly observable** are instruments where the fair value cannot be determined directly by reference to market-observable information, and some other pricing technique must be employed. Instruments classified in this category have an element which is unobservable and which has a significant impact on the fair value.

These include: more-complex OTC derivatives; distressed debt; highly-structured bonds; illiquid asset-backed securities (ABS); illiquid CDO's (cash and synthetic); monoline exposures; some private equity placements; many commercial real estate (CRE) loans; illiquid loans; and some municipal bonds.

Carrying value of the financial instruments held at fair value<sup>1</sup>

in € m.	Dec 31, 2014			Dec 31, 2013		
	Quoted prices in active market (Level 1)	Valuation technique observable parameters (Level 2)	Valuation technique unobservable parameters (Level 3)	Quoted prices in active market (Level 1)	Valuation technique observable parameters (Level 2)	Valuation technique unobservable parameters (Level 3)
<b>Financial assets held at fair value:</b>						
Trading assets	82,020	100,505	13,155	86,634	111,411	12,025
Trading securities	81,789	86,894	8,957	86,325	94,269	6,960
Other trading assets	232	13,611	4,198	309	17,143	5,065
Positive market values from derivative financial instruments	5,439	614,960	9,559	7,421	486,614	10,556
Financial assets designated at fair value through profit or loss	8,826	104,307	4,152	7,083	174,391	3,123
Financial assets available for sale	36,272	23,597	4,427	23,948	21,049	3,329
Other financial assets at fair value <sup>2,3</sup>	0	4,335 <sup>2</sup>	0	60	7,347 <sup>2</sup>	1
<b>Total financial assets held at fair value</b>	<b>132,558</b>	<b>847,705</b>	<b>31,294</b>	<b>125,146</b>	<b>800,811</b>	<b>29,033</b>
<b>Financial liabilities held at fair value:</b>						
Trading liabilities	25,290	16,510	43	36,449	19,331	24
Trading securities	25,244	15,826	43	36,438	18,490	24
Other trading liabilities	46	685	0	12	841	0
Negative market values from derivative financial instruments	5,890	597,759	6,553	7,815	467,293	8,321
Financial liabilities designated at fair value through profit or loss	2	34,763	2,366	197	88,466	1,442
Investment contract liabilities <sup>4</sup>	0	8,523	0	0	8,067	0
Other financial liabilities at fair value <sup>2,3</sup>	0	5,561 <sup>2</sup>	(552) <sup>5</sup>	4	1,495 <sup>2</sup>	(247) <sup>5</sup>
<b>Total financial liabilities held at fair value</b>	<b>31,181</b>	<b>663,117</b>	<b>8,410</b>	<b>44,465</b>	<b>584,651</b>	<b>9,539</b>

<sup>1</sup> Amounts in this table are generally presented on a gross basis, in line with the Group's accounting policy regarding offsetting of financial instruments, as described in Note 1 "Significant Accounting Policies and Critical Accounting Estimates".

<sup>2</sup> Predominantly relates to derivatives qualifying for hedge accounting.

<sup>3</sup> Includes assets and liabilities held for sale related to BHF-BANK in 2013.

<sup>4</sup> These are investment contracts where the policy terms and conditions result in their redemption value equaling fair value. See Note 41 "Insurance and Investment Contracts" for more detail on these contracts.

<sup>5</sup> Relates to derivatives which are embedded in contracts where the host contract is held at amortized cost but for which the embedded derivative is separated. The separated embedded derivatives may have a positive or a negative fair value but have been presented in this table to be consistent with the classification of the host contract. The separated embedded derivatives are held at fair value on a recurring basis and have been split between the fair value hierarchy classifications.

There were transfers from level 1 to level 2 of the fair value hierarchy in 2014 on trading securities (€ 11 billion of assets and € 2.3 billion of liabilities) and transfers from level 2 to level 1 on financial assets designated at fair value through profit or loss (€ 1.5 billion) based on liquidity testing procedures.

## Valuation Techniques

The following is an explanation of the valuation techniques used in establishing the fair value of the different types of financial instruments that the Group trades.

**Sovereign, Quasi-sovereign and Corporate Debt and Equity Securities** – Where there are no recent transactions then fair value may be determined from the last market price adjusted for all changes in risks and information since that date. Where a close proxy instrument is quoted in an active market then fair value is determined by adjusting the proxy value for differences in the risk profile of the instruments. Where close proxies are not available then fair value is estimated using more complex modeling techniques. These techniques include discounted cash flow models using current market rates for credit, interest, liquidity and other risks. For equity securities modeling techniques may also include those based on earnings multiples.

**Mortgage- and Other Asset-Backed Securities (MBS/ABS)** include residential and commercial MBS and other ABS including CDOs. ABS have specific characteristics as they have different underlying assets and the issuing entities have different capital structures. The complexity increases further where the underlying assets are themselves ABS, as is the case with many of the CDO instruments.

Where no reliable external pricing is available, ABS are valued, where applicable, using either relative value analysis which is performed based on similar transactions observable in the market, or industry-standard valuation models incorporating available observable inputs. The industry standard external models calculate principal and interest payments for a given deal based on assumptions that can be independently price tested. The inputs include prepayment speeds, loss assumptions (timing and severity) and a discount rate (spread, yield or discount margin). These inputs/assumptions are derived from actual transactions, external market research and market indices where appropriate.

**Loans** – For certain loans fair value may be determined from the market price on a recently occurring transaction adjusted for all changes in risks and information since that transaction date. Where there are no recent market transactions then broker quotes, consensus pricing, proxy instruments or discounted cash flow models are used to determine fair value. Discounted cash flow models incorporate parameter inputs for credit risk, interest rate risk, foreign exchange risk, loss given default estimates and amounts utilized given default, as appropriate. Credit risk, loss given default and utilization given default parameters are determined using information from the loan or CDS markets, where available and appropriate.

Leveraged loans can have transaction-specific characteristics which can limit the relevance of market-observed transactions. Where similar transactions exist for which observable quotes are available from external pricing services then this information is used with appropriate adjustments to reflect the transaction differences. When no similar transactions exist, a discounted cash flow valuation technique is used with credit spreads derived from the appropriate leveraged loan index, incorporating the industry classification, subordination of the loan, and any other relevant information on the loan and loan counterparty.

**Over-The-Counter Derivative Financial Instruments** – Market standard transactions in liquid trading markets, such as interest rate swaps, foreign exchange forward and option contracts in G7 currencies, and equity swap and option contracts on listed securities or indices are valued using market standard models and quoted parameter inputs. Parameter inputs are obtained from pricing services, consensus pricing services and recently occurring transactions in active markets wherever possible.

More complex instruments are modeled using more sophisticated modeling techniques specific for the instrument and are calibrated to available market prices. Where the model output value does not calibrate to a relevant market reference then valuation adjustments are made to the model output value to adjust for any difference. In less active markets, data is obtained from less frequent market transactions, broker quotes and through extrapolation and interpolation techniques. Where observable prices or inputs are not available, management judgment is required to determine fair values by assessing other relevant sources of information such as historical data, fundamental analysis of the economics of the transaction and proxy information from similar transactions.

**Financial Liabilities Designated at Fair Value through Profit or Loss under the Fair Value Option** – The fair value of financial liabilities designated at fair value through profit or loss under the fair value option incorporates all market risk factors including a measure of the Group's credit risk relevant for that financial liability. The financial liabilities include structured note issuances, structured deposits, and other structured securities issued by consolidated vehicles, which may not be quoted in an active market. The fair value of these financial liabilities is determined by discounting the contractual cash flows using the relevant credit-adjusted yield curve. The market risk parameters are valued consistently to similar instruments held as assets, for example, any derivatives embedded within the structured notes are valued using the same methodology discussed in the "Over-The-Counter Derivative Financial Instruments" section above.

Where the financial liabilities designated at fair value through profit or loss under the fair value option are collateralized, such as securities loaned and securities sold under repurchase agreements, the credit enhancement is factored into the fair valuation of the liability.

**Investment Contract Liabilities** – Assets which are linked to the investment contract liabilities are owned by the Group. The investment contract obliges the Group to use these assets to settle these liabilities. Therefore, the fair value of investment contract liabilities is determined by the fair value of the underlying assets (i.e., amount payable on surrender of the policies).

### **Analysis of Financial Instruments with Fair Value Derived from Valuation Techniques Containing Significant Unobservable Parameters (Level 3)**

Some of the instruments in level 3 of the fair value hierarchy have identical or similar offsetting exposures to the unobservable input. However, according to IFRS they are required to be presented as gross assets and liabilities.

**Trading Securities** – Certain illiquid emerging market corporate bonds and illiquid highly structured corporate bonds are included in this level of the hierarchy. In addition, some of the holdings of notes issued by securitization entities, commercial and residential MBS, collateralized debt obligation securities and other ABS are reported here. The increase in the year is mainly due to a combination of purchases and transfers between levels 2 and 3 due to changes in the observability of input parameters used to value these instruments.

**Positive and Negative Market Values from Derivative Instruments** categorized in this level of the fair value hierarchy are valued based on one or more significant unobservable parameters. The unobservable parameters may include certain correlations, certain longer-term volatilities, certain prepayment rates, credit spreads and other transaction-specific parameters.

Level 3 derivatives include customized CDO derivatives in which the underlying reference pool of corporate assets is not closely comparable to regularly market-traded indices; certain tranching index credit derivatives; certain options where the volatility is unobservable; certain basket options in which the correlations between the referenced underlying assets are unobservable; longer-term interest rate option derivatives; multi-currency foreign exchange derivatives; and certain credit default swaps for which the credit spread is not observable.

The decrease in the year was due to settlements and transfers between levels 2 and 3 due to changes in the observability of input parameters used to value these instruments.

**Other Trading Instruments** classified in level 3 of the fair value hierarchy mainly consist of traded loans valued using valuation models based on one or more significant unobservable parameters. Level 3 loans comprise illiquid leveraged loans and illiquid residential and commercial mortgage loans. The balance decreased in the year mainly due to sales.

**Financial Assets/Liabilities designated at Fair Value through Profit or Loss** – Certain corporate loans and structured liabilities which were designated at fair value through profit or loss under the fair value option are categorized in this level of the fair value hierarchy. The corporate loans are valued using valuation techniques which incorporate observable credit spreads, recovery rates and unobservable utilization parameters. Revolving loan facilities are reported in the third level of the hierarchy because the utilization in the event of the default parameter is significant and unobservable.

In addition, certain hybrid debt issuances designated at fair value through profit or loss containing embedded derivatives are valued based on significant unobservable parameters. These unobservable parameters include single stock volatility correlations. The increase in assets during the period is primarily due to new issuances. For liabilities, the increase is driven by transfers into level 3 and new issuances.

**Financial Assets Available for Sale** include non-performing loan portfolios where there is no trading intent and unlisted equity instruments where there is no close proxy and the market is very illiquid. The increase in assets during the period is primarily due to purchases and mark-to-market gains on the instruments.

## Reconciliation of financial instruments classified in Level 3

### Reconciliation of financial instruments classified in Level 3

Dec 31, 2014

in € m.	Balance, beginning of year	Changes in the group of consoli- dated com- panies	Total gains/ losses <sup>1</sup>	Purchases	Sales	Issuances <sup>2</sup>	Settle- ments <sup>3</sup>	Transfers into Level 3 <sup>4</sup>	Transfers out of Level 3 <sup>4</sup>	Balance, end of year
<b>Financial assets held at fair value:</b>										
Trading securities	6,960	0	738	3,567	(2,081)	0	(597)	2,175	(1,804)	8,957
Positive market values from derivative financial instruments	10,556	0	740	0	0	0	(1,250)	1,167	(1,654)	9,559
Other trading assets	5,065	0	(43)	1,642	(2,167)	778	(845)	943	(1,173)	4,198
Financial assets designated at fair value through profit or loss	3,123	0	266	265	(5)	2,175	(1,802)	192	(61)	4,152
Financial assets available for sale	3,329	0	533 <sup>5</sup>	1,901	(406)	0	(1,234)	432	(126)	4,427
Other financial assets at fair value <sup>6</sup>	1	(1)	0	0	0	0	0	0	0	0
<b>Total financial assets held at fair value</b>	<b>29,033</b>	<b>(1)</b>	<b>2,233<sup>7,8</sup></b>	<b>7,373</b>	<b>(4,659)</b>	<b>2,953</b>	<b>(5,727)</b>	<b>4,908</b>	<b>(4,819)</b>	<b>31,294</b>
<b>Financial liabilities held at fair value:</b>										
Trading securities	24	0	2	0	0	0	(5)	40	(18)	43
Negative market values from derivative financial instruments	8,321	0	490	0	0	0	(1,434)	1,196	(2,019)	6,553
Other trading liabilities	0	0	0	0	0	0	0	0	0	0
Financial liabilities designated at fair value through profit or loss	1,442	0	(53)	0	0	557	(221)	882	(241)	2,366
Other financial liabilities at fair value	(247)	0	(69)	0	0	0	(207)	63	(93)	(552)
<b>Total financial liabilities held at fair value</b>	<b>9,539</b>	<b>0</b>	<b>371<sup>7,8</sup></b>	<b>0</b>	<b>0</b>	<b>557</b>	<b>(1,867)</b>	<b>2,182</b>	<b>(2,371)</b>	<b>8,410</b>

<sup>1</sup> Total gains and losses predominantly relate to net gains (losses) on financial assets/liabilities at fair value through profit or loss reported in the consolidated statement of income. The balance also includes net gains (losses) on financial assets available for sale reported in the consolidated statement of income and unrealized net gains (losses) on financial assets available for sale and exchange rate changes reported in other comprehensive income, net of tax. Further, certain instruments are hedged with instruments in level 1 or level 2 but the table above does not include the gains and losses on these hedging instruments. Additionally, both observable and unobservable parameters may be used to determine the fair value of an instrument classified within level 3 of the fair value hierarchy; the gains and losses presented below are attributable to movements in both the observable and unobservable parameters.

<sup>2</sup> Issuances relate to the cash amount received on the issuance of a liability and the cash amount paid on the primary issuance of a loan to a borrower.

<sup>3</sup> Settlements represent cash flows to settle the asset or liability. For debt and loan instruments this includes principal on maturity, principal amortizations and principal repayments. For derivatives all cash flows are presented in settlements.

<sup>4</sup> Transfers in and transfers out of level 3 are related to changes in observability of input parameters. During the year they are recorded at their fair value at the beginning of year. For instruments transferred into level 3 the table shows the gains and losses and cash flows on the instruments as if they had been transferred at the beginning of the year. Similarly for instruments transferred out of level 3 the table does not show any gains or losses or cash flows on the instruments during the year since the table is presented as if they have been transferred out at the beginning of the year.

<sup>5</sup> Total gains and losses on available for sale include a gain of € 144 million recognized in other comprehensive income, net of tax, and a gain of € 31 million recognized in the income statement presented in net gains (losses) on financial assets available for sale.

<sup>6</sup> Represents assets held for sale related to BHF-BANK.

<sup>7</sup> This amount includes the effect of exchange rate changes. For total financial assets held at fair value this effect is a gain of € 585 million and for total financial liabilities held at fair value this is a gain of € 128 million. The effect of exchange rate changes is reported in other comprehensive income, net of tax.

<sup>8</sup> For assets positive balances represent gains, negative balances represent losses. For liabilities positive balances represent losses, negative balances represent gains.

Dec 31, 2013

in € m.	Balance, beginning of year	Changes in the group of consolidated companies	Total gains/losses <sup>1</sup>	Purchases	Sales	Issuances <sup>2</sup>	Settlements <sup>3</sup>	Transfers into Level 3 <sup>4</sup>	Transfers out of Level 3 <sup>4</sup>	Balance, end of year
<b>Financial assets held at fair value:</b>										
Trading securities	10,306	0	(64)	1,142	(2,981)	0	(911)	2,256	(2,788)	6,960
Positive market values from derivative financial instruments	15,210	0	(2,355)	0	0	0	(2,113)	1,924	(2,111)	10,556
Other trading assets	4,609	0	(218)	1,485	(1,744)	1,266	(651)	706	(389)	5,065
Financial assets designated at fair value through profit or loss	3,956	0	170	25	(41)	906	(1,815)	258	(336)	3,123
Financial assets available for sale	3,940	(80)	15 <sup>5</sup>	1,143	(160)	0	(1,417)	709	(820) <sup>6</sup>	3,329
Other financial assets at fair value	0	0	0	0	0	0	0	1 <sup>6</sup>	0	1
<b>Total financial assets held at fair value</b>	<b>38,021</b>	<b>(80)</b>	<b>(2,452)<sup>7,8</sup></b>	<b>3,794</b>	<b>(4,925)</b>	<b>2,173</b>	<b>(6,907)</b>	<b>5,853</b>	<b>(6,444)</b>	<b>29,033</b>
<b>Financial liabilities held at fair value:</b>										
Trading securities	318	0	8	0	0	0	(169)	12	(146)	24
Negative market values from derivative financial instruments	9,286	0	224	0	0	0	(1,241)	1,684	(1,631)	8,321
Other trading liabilities	0	0	0	0	0	0	0	0	0	0
Financial liabilities designated at fair value through profit or loss	1,417	0	(275)	0	0	108	(94)	570	(284)	1,442
Other financial liabilities at fair value	(176)	0	159	0	0	0	35	(220)	(45)	(247)
<b>Total financial liabilities held at fair value</b>	<b>10,845</b>	<b>0</b>	<b>116<sup>7,8</sup></b>	<b>0</b>	<b>0</b>	<b>108</b>	<b>(1,468)</b>	<b>2,045</b>	<b>(2,106)</b>	<b>9,539</b>

<sup>1</sup> Total gains and losses predominantly relate to net gains (losses) on financial assets/liabilities at fair value through profit or loss reported in the consolidated statement of income. The balance also includes net gains (losses) on financial assets available for sale reported in the consolidated statement of income and unrealized net gains (losses) on financial assets available for sale and exchange rate changes reported in other comprehensive income, net of tax. Further, certain instruments are hedged with instruments in level 1 or level 2 but the table above does not include the gains and losses on these hedging instruments. Additionally, both observable and unobservable parameters may be used to determine the fair value of an instrument classified within level 3 of the fair value hierarchy; the gains and losses presented below are attributable to movements in both the observable and unobservable parameters.

<sup>2</sup> Issuances relate to the cash amount received on the issuance of a liability and the cash amount paid on the primary issuance of a loan to a borrower.

<sup>3</sup> Settlements represent cash flows to settle the asset or liability. For debt and loan instruments this includes principal on maturity, principal amortizations and principal repayments. For derivatives all cash flows are presented in settlements.

<sup>4</sup> Transfers in and transfers out of level 3 are related to changes in observability of input parameters. During the year they are recorded at their fair value at the beginning of year. For instruments transferred into level 3 the table shows the gains and losses and cash flows on the instruments as if they had been transferred at the beginning of the year. Similarly for instruments transferred out of level 3 the table does not show any gains or losses or cash flows on the instruments during the year since the table is presented as if they have been transferred out at the beginning of the year.

<sup>5</sup> Total gains and losses on available for sale include a gain of € 10 million recognized in other comprehensive income, net of tax, and a gain of € 20 million recognized in the income statement presented in net gains (losses) on financial assets available for sale.

<sup>6</sup> Includes a transfer from financial assets available for sale to assets held for sale of € 1 million related to BHF-BANK.

<sup>7</sup> This amount includes the effect of exchange rate changes. For total financial assets held at fair value this effect is a loss of € 497 million and for total financial liabilities held at fair value this is a loss of € 60 million. The effect of exchange rate changes is reported in other comprehensive income, net of tax.

<sup>8</sup> For assets positive balances represent gains, negative balances represent losses. For liabilities positive balances represent losses, negative balances represent gains.

## Sensitivity Analysis of Unobservable Parameters

Where the value of financial instruments is dependent on unobservable parameter inputs, the precise level for these parameters at the balance sheet date might be drawn from a range of reasonably possible alternatives. In preparing the financial statements, appropriate levels for these unobservable input parameters are chosen so that they are consistent with prevailing market evidence and in line with the Group's approach to valuation control detailed above. Were the Group to have marked the financial instruments concerned using parameter values drawn from the extremes of the ranges of reasonably possible alternatives then as of December 31, 2014 it could have increased fair value by as much as € 3.3 billion or decreased fair value by as much as € 2.9 billion. As of December 31, 2013 it could have increased fair value by as much as € 3.0 billion or decreased fair value by as much as € 2.6 billion. In estimating these impacts, the Group either re-valued certain financial instruments using reasonably possible alternative parameter values, or used an approach based on its valuation adjustment methodology for bid-offer spread valuation adjustments. Bid-offer spread valuation



adjustments reflect the amount that must be paid in order to close out a holding in an instrument or component risk and as such they reflect factors such as market illiquidity and uncertainty.

This disclosure is intended to illustrate the potential impact of the relative uncertainty in the fair value of financial instruments for which valuation is dependent on unobservable input parameters. However, it is unlikely in practice that all unobservable parameters would be simultaneously at the extremes of their ranges of reasonably possible alternatives. Hence, the estimates disclosed above are likely to be greater than the true uncertainty in fair value at the balance sheet date. Furthermore, the disclosure is neither predictive nor indicative of future movements in fair value.

For many of the financial instruments considered here, in particular derivatives, unobservable input parameters represent only a subset of the parameters required to price the financial instrument, the remainder being observable. Hence for these instruments the overall impact of moving the unobservable input parameters to the extremes of their ranges might be relatively small compared with the total fair value of the financial instrument. For other instruments, fair value is determined based on the price of the entire instrument, for example, by adjusting the fair value of a reasonable proxy instrument. In addition, all financial instruments are already carried at fair values which are inclusive of valuation adjustments for the cost to close out that instrument and hence already factor in uncertainty as it reflects itself in market pricing. Any negative impact of uncertainty calculated within this disclosure, then, will be over and above that already included in the fair value contained in the financial statements.

#### Breakdown of the sensitivity analysis by type of instrument<sup>1</sup>

in € m.	Dec 31, 2014		Dec 31, 2013	
	Positive fair value movement from using reasonable possible alternatives	Negative fair value movement from using reasonable possible alternatives	Positive fair value movement from using reasonable possible alternatives	Negative fair value movement from using reasonable possible alternatives
<b>Securities:</b>				
Debt securities	833	725	643	542
Commercial mortgage-backed securities	57	47	39	32
Mortgage and other asset-backed securities	235	229	233	229
Sovereign and quasi sovereign debt obligations	63	37	6	6
Corporate debt securities and other debt obligations	478	412	365	275
Equity securities	124	224	32	97
<b>Derivatives:</b>				
Credit	432	457	524	509
Equity	157	115	281	171
Interest related	392	184	405	255
Foreign Exchange	4	2	24	6
Other	75	74	83	61
<b>Loans:</b>				
Loans	1,175	988	701	619
Loan commitments	6	5	17	17
<b>Other</b>	79	79	255	277
<b>Total</b>	<b>3,277</b>	<b>2,854</b>	<b>2,966</b>	<b>2,554</b>

<sup>1</sup> Where the exposure to an unobservable parameter is offset across different instruments then only the net impact is disclosed in the table.

#### Quantitative Information about the Sensitivity of Significant Unobservable Inputs

The behavior of the unobservable parameters on Level 3 fair value measurement is not necessarily independent, and dynamic relationships often exist between the other unobservable parameters and the observable parameters. Such relationships, where material to the fair value of a given instrument, are explicitly captured via correlation parameters, or are otherwise controlled via pricing models or valuation techniques. Frequently, where a valuation technique utilises more than one input, the choice of a certain input will bound the range of possible values for other inputs. In addition, broader market factors (such as interest rates, equity, credit or commodity indices or foreign exchange rates) can also have effects.

The range of values shown below represents the highest and lowest inputs used to value the significant exposures within Level 3. The diversity of financial instruments that make up the disclosure is significant and therefore the ranges of certain parameters can be large. For example, the range of credit spreads on mortgage backed securities represents performing, more liquid positions with lower spreads than the less liquid, non-performing positions which will have higher credit spreads. As Level 3 contains the less liquid fair value instruments, the wide ranges of parameters seen is to be expected, as there is a high degree of pricing differentiation within each exposure type to capture the relevant market dynamics. There follows a brief description of each of the principle parameter types, along with a commentary on significant interrelationships between them.

Credit Parameters are used to assess the creditworthiness of an exposure, by enabling the probability of default and resulting losses of a default to be represented. The credit spread is the primary reflection of creditworthiness, and represents the premium or yield return above the benchmark reference instrument (typically LIBOR, or relevant Treasury Instrument, depending upon the asset being assessed), that a bond holder would require to allow for the credit quality difference between that entity and the reference benchmark. Higher credit spreads will indicate lower credit quality, and lead to a lower value for a given bond, or other loan-asset that is to be repaid to the Bank by the borrower. Recovery Rates represent an estimate of the amount a lender would receive in the case of a default of a loan, or a bond holder would receive in the case of default of the bond. Higher recovery rates will give a higher valuation for a given bond position, if other parameters are held constant. Constant Default Rate (CDR) and Constant Prepayment Rate (CPR) allow more complex loan and debt assets to be assessed, as these parameters estimate the ongoing defaults arising on scheduled repayments and coupons, or whether the borrower is making additional (usually voluntary) prepayments. These parameters are particularly relevant when forming a fair value opinion for mortgage or other types of lending, where repayments are delivered by the borrower through time, or where the borrower may pre-pay the loan (seen for example in some residential mortgages). Higher CDR will lead to lower valuation of a given loan or mortgage as the lender will ultimately receive less cash.

Interest rates, credit spreads, inflation rates, foreign exchange rates and equity prices are referenced in some option instruments, or other complex derivatives, where the payoff a holder of the derivative will receive is dependent upon the behavior of these underlying references through time. Volatility parameters describe key attributes of option behavior by enabling the variability of returns of the underlying instrument to be assessed. This volatility is a measure of probability, with higher volatilities denoting higher probabilities of a particular outcome occurring. The underlying references (interest rates, credit spreads etc.) have an effect on the valuation of options, by describing the size of the return that can be expected from the option. Therefore the value of a given option is dependent upon the value of the underlying instrument, and the volatility of that instrument, representing the size of the payoff, and the probability of that payoff occurring. Where volatilities are high, the option holder will see a higher option value as there is greater probability of positive returns. A higher option value will also occur where the payoff described by the option is significant.

Correlations are used to describe influential relationships between underlying references where a derivative or other instrument has more than one underlying reference. Behind some of these relationships, for example commodity correlation and interest rate-foreign exchange correlations, typically lie macroeconomic factors such as the impact of global demand on groups of commodities, or the pricing parity effect of interest rates on foreign exchange rates. More specific relationships can exist between credit references or equity stocks in the case of credit derivatives and equity basket derivatives, for example. Credit correlations are used to estimate the relationship between the credit performance of a range of credit names, and stock correlations are used to estimate the relationship between the returns of a range of equities. A derivative with a correlation exposure will be either long- or short-correlation. A high correlation suggests a strong relationship between the underlying references is in force, and this will lead to an increase in value of a long-correlation derivative. Negative correlations suggest that the relationship between underlying references is opposing, i.e., an increase in price of one underlying reference will lead to a reduction in the price of the other.

An EBITDA ('earnings before interest, tax, depreciation and amortization') multiple approach can be used in the valuation of less liquid securities. Under this approach the enterprise value ('EV') of an entity can be estimated via identifying the ratio of the EV to EBITDA of a comparable observable entity and applying this ratio to the EBITDA of the entity for which a valuation is being estimated. Under this approach a liquidity adjustment is often applied due to the difference in liquidity between the generally listed comparable used and the company under valuation. A higher EV/EBITDA multiple will result in a higher fair value.

Financial instruments classified in Level 3 and quantitative information about unobservable inputs

Dec 31, 2014

in € m. (unless stated otherwise)	Fair value		Valuation technique(s) <sup>1</sup>	Significant unobservable input(s) (Level 3)	Range	
	Assets	Liabilities				
<b>Financial instruments held at fair value – held for trading, designated at fair value and available-for-sale:</b>						
Mortgage and other asset backed securities held for trading:						
Commercial mortgage-backed securities	342	0	Price based Discounted cash flow	Price Credit spread (bps) Constant default rate <sup>2</sup>	0 % 246	106 % 1,375
Mortgage- and other asset-backed securities	2,342	0	Price based Discounted cash flow	Price Credit spread (bps) Recovery rate Constant default rate Constant prepayment rate	0 % 72 0 % 0 % 0 %	184 % 1,648 97 % 13 % 22 %
<b>Total mortgage- and other asset-backed securities</b>	<b>2,684</b>	<b>0</b>				
Debt securities and other debt obligations	5,936	1,202	Price based	Price	0 %	286 %
Held for trading	5,477	43	Discounted cash flow	Credit spread (bps)	32	1,629
Sovereign and quasi sovereign obligations	835					
Corporate debt securities and other debt obligations	4,643					
Available-for-sale	459					
Designated at fair value	0	1,159				
Equity securities	1,719	0	Market approach	Price per net asset value Enterprise value/EBITDA (multiple)	49 % 1	100 % 18
Held for trading	795	0				
Available-for-sale	895		Discounted cash flow	Weighted average cost capital	6 %	13 %
Designated at fair value	29					
Loans	10,648	0	Price based	Price	0 %	137 %
Held for trading	4,148	0	Discounted cash flow	Credit spread (bps) Constant default rate Recovery rate	95 2 % 0 %	3,040 21 % 67 %
Designated at fair value	3,719					
Available-for-sale	2,781					
Loan commitments	0	87	Discounted cash flow	Credit spread (bps) Recovery rate Utilization	115 20 % 0 %	1,000 80 % 100 %
Other financial instruments	748 <sup>3</sup>	1,121 <sup>4</sup>	Loan pricing model Discounted cash flow	IRR	0 % 2 %	24 %
<b>Total non-derivative financial instruments held at fair value</b>	<b>21,735</b>	<b>2,409</b>				

<sup>1</sup> Valuation technique(s) and subsequently the significant unobservable input(s) relate to the respective total position.

<sup>2</sup> No longer a significant unobservable input.

<sup>3</sup> Other financial assets include € 50 million of other trading assets, € 405 million of other financial assets designated at fair value and € 293 million other financial assets available for sale.

<sup>4</sup> Other financial liabilities include € 1 billion of securities sold under repurchase agreements designated at fair value and € 104 million of other financial liabilities designated at fair value.

Dec 31, 2014

in € m. (unless stated otherwise)	Fair value		Valuation technique(s)	Significant unobservable input(s) (Level 3)	Range
	Assets	Liabilities			
<b>Financial instruments held at fair value:</b>					
Market values from derivative financial instruments:					
Interest rate derivatives	3,324	2,211	Discounted cash flow	Swap rate (bps)	42 2,418
				Inflation swap rate	(1) % 8 %
				Constant default rate	2 % 27 %
				Constant prepayment rate	2 % 21 %
			Option pricing model	Inflation volatility	0 % 8 %
				Interest rate volatility	1 % 101 %
				IR - IR correlation	(2) % 100 %
				Hybrid correlation	(70) % 95 %
Credit derivatives	3,586	1,921	Discounted cash flow	Credit spread (bps)	155 9,480
				Recovery rate	0 % 100 %
			Correlation pricing model	Credit correlation	13 % 96 %
Equity derivatives	1,118	1,258	Option pricing model	Stock volatility	8 % 84 %
				Index volatility	8 % 99 %
				Index - index correlation	48 % 98 %
				Stock - stock correlation	9 % 95 %
FX derivatives	264	242	Option pricing model	Volatility	6 % 26 %
Other derivatives	1,267	368 <sup>1</sup>	Discounted cash flow	Credit spread (bps)	44 1,500
			Option pricing model	Index volatility	7 % 138 %
				Commodity correlation	(30) % 60 %
				Commodity forward (€/Ton) <sup>2</sup>	
<b>Total market values from derivative financial instruments</b>	<b>9,559</b>	<b>6,001</b>			

<sup>1</sup> Includes derivatives which are embedded in contracts where the host contract is held at amortized cost but for which the embedded derivative is separated.

<sup>2</sup> No longer a material exposure on this parameter.

Dec 31, 2013						
in € m. (unless stated otherwise)	Fair value		Valuation technique(s) <sup>1</sup>	Significant unobservable input(s) (Level 3)	Range	
	Assets	Liabilities				
<b>Financial instruments held at fair value – held for trading, designated at fair value and available-for-sale:</b>						
Mortgage and other asset backed securities held for trading:						
Commercial mortgage-backed securities	361	0	Price based Discounted cash flow	Price Credit spread (bps) Constant default rate	0 % 100 1 %	103 % 2,470 3 %
Mortgage- and other asset-backed securities	2,274	0	Price based Discounted cash flow	Price Credit spread (bps) Recovery rate Constant default rate Constant prepayment rate	0 % 70 0 % 0 % 0 %	134 % 3,180 70 % 25 % 30 %
<b>Total mortgage- and other asset-backed securities</b>	<b>2,635</b>	<b>0</b>				
Debt securities and other debt obligations	4,016	1,205	Price based	Price	0 %	156 %
Held for trading	3,898	16	Discounted cash flow	Credit spread (bps)	438	5,000
Sovereign and quasi sovereign obligations	597					
Corporate debt securities and other debt obligations	3,300					
Available-for-sale	118					
Designated at fair value		1,189				
Equity securities	1,074	8	Market approach	Price per net asset value Enterprise value/EBITDA (multiple)	62 % 1	100 % 14
Held for trading	428	8				
Available-for-sale	646		Discounted cash flow	Weighted average cost capital	7 %	12 %
Designated at fair value						
Loans	8,878	0	Price based	Price	0 %	122 %
Held for trading	4,280	0	Discounted cash flow	Credit spread (bps) Constant default rate	59 5 %	3,500 22 %
Designated at fair value	2,621			Recovery rate	15 %	60 %
Available-for-sale	1,976					
Loan commitments	0	186	Discounted cash flow	Credit spread (bps) Recovery rate Utilization	5 35 % 0 %	1,000 80 % 100 %
Other financial instruments	1,875 <sup>2</sup>	67 <sup>3</sup>	Discounted cash flow	IRR	2 %	46 %
<b>Total non-derivative financial instruments held at fair value</b>	<b>18,477</b>	<b>1,466</b>				

<sup>1</sup> Valuation technique(s) and subsequently the significant unobservable input(s) relate to the respective total position.

<sup>2</sup> Other financial assets include € 784 million of other trading assets, € 502 million of other financial assets designated at fair value, € 588 million other financial assets available for sale and € 1 million of assets held for sale related to BHF-BANK.

<sup>3</sup> Other financial liabilities include € 67 million of other financial liabilities designated at fair value.

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in € m. (unless stated otherwise)	Fair value		Valuation technique(s)	Significant unobservable input(s) (Level 3)	Range
	Assets	Liabilities			
<b>Financial instruments held at fair value:</b>					
Market values from derivative financial instruments:					
Interest rate derivatives	2,551	2,156	Discounted cash flow	Swap rate (bps)	2 1,336
				Inflation swap rate	0 % 8 %
			Option pricing model	Inflation volatility	0 % 3 %
				Interest rate volatility	10 % 95 %
				IR - IR correlation	(2) % 91 %
				Hybrid correlation	(70) % 95 %
Credit derivatives	4,377	2,334	Discounted cash flow	Credit spread (bps)	2 4,093
				Recovery rate	0 % 75 %
			Correlation pricing model	Credit correlation	13 % 88 %
Equity derivatives	1,419	1,987	Option pricing model	Stock volatility	10 % 100 %
				Index volatility	11 % 98 %
				Index - index correlation	62 % 98 %
				Stock - stock correlation	10 % 97 %
FX derivatives	529	455	Option pricing model	Volatility	0 % 30 %
Other derivatives	1,680	1,142 <sup>1</sup>	Discounted cash flow	Credit spread (bps)	320 1,500
			Option pricing model	Index volatility	4 % 23 %
				Commodity correlation	(30) % 100 %
				Commodity forward (€/Ton)	97 106
<b>Total market values from derivative financial instruments</b>	<b>10,556</b>	<b>8,074</b>			

<sup>1</sup> Includes derivatives which are embedded in contracts where the host contract is held at amortized cost but for which the embedded derivative is separated.

### Unrealized Gains or Losses on Level 3 Instruments held or in Issue at the Reporting Date

The unrealized gains or losses on Level 3 Instruments are not due solely to unobservable parameters. Many of the parameter inputs to the valuation of instruments in this level of the hierarchy are observable and the gain or loss is partly due to movements in these observable parameters over the period. Many of the positions in this level of the hierarchy are economically hedged by instruments which are categorized in other levels of the fair value hierarchy. The offsetting gains and losses that have been recorded on all such hedges are not included in the table below, which only shows the gains and losses related to the level 3 classified instruments themselves held at the reporting date in accordance with IFRS 13. The unrealized gains and losses on level 3 instruments are included in both net interest income and net gains on financial assets/liabilities at fair value through profit or loss in the consolidated income statement.

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Financial assets held at fair value:</b>		
Trading securities	617	(5)
Positive market values from derivative financial instruments	951	(1,609)
Other trading assets	(251)	(50)
Financial assets designated at fair value through profit or loss	147	220
Financial assets available for sale	190	25
Other financial assets at fair value	0	0
<b>Total financial assets held at fair value</b>	<b>1,652</b>	<b>(1,419)</b>
<b>Financial liabilities held at fair value:</b>		
Trading securities	0	5
Negative market values from derivative financial instruments	(787)	(396)
Other trading liabilities	0	0
Financial liabilities designated at fair value through profit or loss	(48)	25
Other financial liabilities at fair value	46	(159)
<b>Total financial liabilities held at fair value</b>	<b>(789)</b>	<b>(525)</b>
<b>Total</b>	<b>864</b>	<b>(1,944)</b>

## Recognition of Trade Date Profit

If there are significant unobservable inputs used in a valuation technique, the financial instrument is recognized at the transaction price and any trade date profit is deferred. The table below presents the year-to-year movement of the trade date profits deferred due to significant unobservable parameters for financial instruments classified at fair value through profit or loss. The balance is predominantly related to derivative instruments.

in € m.	2014	2013
Balance, beginning of year	<b>796</b>	<b>699</b>
New trades during the period	650	595
Amortization	(251)	(315)
Matured trades	(173)	(127)
Subsequent move to observability	(67)	(40)
Exchange rate changes	18	(16)
Balance, end of year	<b>973</b>	<b>796</b>

## 15 – Fair Value of Financial Instruments not carried at Fair Value

The valuation techniques used to establish fair value for the Group's financial instruments which are not carried at fair value in the balance sheet and their respective IFRS fair value hierarchy categorization are consistent with those outlined in Note 14 "Financial Instruments carried at Fair Value".

As described in Note 13 "Amendments to IAS 39 and IFRS 7, 'Reclassification of Financial Assets'", the Group reclassified certain eligible assets from the trading and available for sale classifications to loans. The Group continues to apply the relevant valuation techniques set out in Note 14 "Financial Instruments carried at Fair Value", to the reclassified assets.

Other financial instruments not carried at fair value are not managed on a fair value basis, for example, retail loans and deposits and credit facilities extended to corporate clients. For these instruments fair values are calculated for disclosure purposes only and do not impact the balance sheet or income statement. Additionally, since the instruments generally do not trade there is significant management judgment required to determine these fair values.

**Short-term financial instruments** – The carrying value represents a reasonable estimate of fair value for the following financial instruments which are predominantly short-term:

Assets	Liabilities
Cash and due from banks	Deposits
Interest-earning deposits with banks	Central bank funds purchased and securities sold under repurchase agreements
Central bank funds sold and securities purchased under resale agreements	Securities loaned
Securities borrowed	Other short-term borrowings
Other assets	Other liabilities

For longer-term financial instruments within these categories, fair value is determined by discounting contractual cash flows using rates which could be earned for assets with similar remaining maturities and credit risks and, in the case of liabilities, rates at which the liabilities with similar remaining maturities could be issued, at the balance sheet date.

**Loans** – Fair value is determined using discounted cash flow models that incorporate parameter inputs for credit risk, interest rate risk, foreign exchange risk, loss given default estimates and amounts utilized given default, as appropriate. Credit risk, loss given default and utilization given default parameters are determined using information from the loan agreement or credit default swap markets, where available and appropriate.

For retail lending portfolios with a large number of homogenous loans (i.e., German residential mortgages), the fair value is calculated on a portfolio basis by discounting the portfolio's contractual cash flows using risk-free interest rates. This present value calculation is then adjusted for credit risk by discounting at the margins which could be earned on similar loans if issued at the balance sheet date. For other portfolios the present value calculation is adjusted for credit risk by calculating the expected loss over the estimated life of the loan based on various parameters including probability of default and loss given default and level of collateralization. The fair value of corporate lending portfolios is estimated by discounting a projected margin over expected maturities using parameters derived from the current market values of collateralized loan obligation ("CLO") transactions collateralized with loan portfolios that are similar to the Group's corporate lending portfolio.

**Securities purchased under resale agreements, securities borrowed, securities sold under repurchase agreements and securities loaned** – Fair value is derived from valuation techniques by discounting future cash flows using the appropriate credit risk-adjusted discount rate. The credit risk-adjusted discount rate includes consideration of the collateral received or pledged in the transaction. These products are typically short-term and highly collateralized, therefore the fair value is not significantly different to the carrying value.

**Long-term debt and trust preferred securities** – Fair value is determined from quoted market prices, where available. Where quoted market prices are not available, fair value is estimated using a valuation technique that discounts the remaining contractual cash at a rate at which an instrument with similar characteristics could be issued at the balance sheet date.

**Estimated fair value of financial instruments not carried at fair value on the balance sheet<sup>1</sup>**

in € m.	Dec 31, 2014				
	Carrying value	Fair value	Quoted prices in active market (Level 1)	Valuation technique observable parameters (Level 2)	Valuation technique unobservable parameters (Level 3)
<b>Financial assets:</b>					
Cash and due from banks	20,055	20,055	20,055	0	0
Interest-earning deposits with banks	63,518	63,518	30,334	33,184	0
Central bank funds sold and securities purchased under resale agreements	17,796	17,796	0	17,796	0
Securities borrowed	25,834	25,834	0	25,834	0
Loans	405,612	410,769	0	29,786	380,983
Other financial assets	120,838	120,827	0	120,820	7
<b>Financial liabilities:</b>					
Deposits	532,931	532,581	2,754	529,826	0
Central bank funds purchased and securities sold under repurchase agreements	10,887	10,887	0	10,887	0
Securities loaned	2,339	2,339	0	2,339	0
Other short-term borrowings	42,931	42,929	0	42,825	105
Other financial liabilities	159,930	159,930	2,575	157,300	55
Long-term debt	144,837	146,215	0	135,016	11,199
Trust preferred securities	10,573	12,251	0	11,075	1,176



in € m.	Dec 31, 2013				
	Carrying value	Fair value	Quoted prices in active market (Level 1)	Valuation technique observable parameters (Level 2)	Valuation technique unobservable parameters (Level 3)
<b>Financial assets:</b>					
Cash and due from banks	17,155	17,155	17,155	0	0
Interest-earning deposits with banks	77,984	77,985	2,413	75,571	0
Central bank funds sold and securities purchased under resale agreements	27,363	27,363	0	27,363	0
Securities borrowed	20,870	20,870	0	20,870	0
Loans	376,582	378,085	0	27,171	350,913
Other financial assets	92,507	92,532	0	90,379	2,153
<b>Financial liabilities:</b>					
Deposits	527,750	527,609	3,888	523,721	0
Central bank funds purchased and securities sold under repurchase agreements	13,381	13,385	0	13,385	0
Securities loaned	2,304	2,304	0	2,171	134
Other short-term borrowings	59,767	59,763	0	59,717	45
Other financial liabilities <sup>2</sup>	142,649	142,666	3,031	139,627	8
Long-term debt	133,082	134,359	0	105,954	28,406
Trust preferred securities	11,926	12,915	0	11,828	1,087

<sup>1</sup> Amounts generally presented on a gross basis, in line with the Group's accounting policy regarding offsetting of financial instruments as described in Note 1 "Significant Accounting Policies and Critical Accounting Estimates".

<sup>2</sup> In 2014 the prior year numbers were restated (increase of € 3.0 billion to level 1 other financial liabilities, decrease of € 3.0 billion to level 2 other financial liabilities).

**Loans** – The difference between fair value and carrying value arose predominantly due to an increase in expected default rates and reduction in liquidity as implied from market pricing since initial recognition. These reductions in fair value are offset by an increase in fair value due to interest rate movements on fixed rate instruments.

**Long-term debt and trust preferred securities** – The difference between fair value and carrying value is due to the effect of changes in the rates at which the Group could issue debt with similar maturity and subordination at the balance sheet date compared to when the instrument was issued.

## 16 – Financial Assets Available for Sale

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Debt securities:</b>		
German government	14,370	9,076
U.S. Treasury and U.S. government agencies	235	1,571
U.S. local (municipal) governments	2,777	126
Other foreign governments	31,805	22,570
Corporates	8,512	9,248
Other asset-backed securities	646	943
Mortgage-backed securities, including obligations of U.S. federal agencies	236	53
Other debt securities	551	656
<b>Total debt securities</b>	<b>59,132</b>	<b>44,242</b>
<b>Equity securities:</b>		
Equity shares	1,184	979
Investment certificates and mutual funds	99	98
<b>Total equity securities</b>	<b>1,283</b>	<b>1,076</b>
<b>Other equity interests</b>	<b>976</b>	<b>837</b>
<b>Loans</b>	<b>2,906</b>	<b>2,170</b>
<b>Total financial assets available for sale</b>	<b>64,297</b>	<b>48,326</b>

Please also refer to Note 7 "Net Gains (Losses) on Financial Assets Available for Sale" of this report.

## 17 – Equity Method Investments

Investments in associates and jointly controlled entities are accounted for using the equity method of accounting.

The Group holds interests in 116 (2013: 115) associates and 15 (2013: 20) jointly controlled entities. One associate is considered to be material to the Group, based on the carrying value of the investment and the Group's income from this investee.

### Significant investments as of December 31, 2014

Investment	Principal place of business	Nature of relationship	Ownership percentage
Hua Xia Bank Company Limited <sup>1</sup>	Beijing, China	Strategic Investment	19.99 %

<sup>1</sup> The Group has significant influence over the investee through its ownership share and board seats.

### Summarized financial information on Hua Xia Bank Company Limited

in € m.	Twelve months ended Sep 30, 2014 <sup>1</sup>	Twelve months ended Sep 30, 2013 <sup>1</sup>
Total net revenues	6,350	5,398
Net income	2,109	1,815
Other comprehensive income	74	(89)
<b>Total comprehensive income<sup>2</sup></b>	<b>2,183</b>	<b>1,727</b>
Total assets	229,921	187,305
Total liabilities	217,433	177,343
<b>Net assets of the equity method investee</b>	<b>12,488</b>	<b>9,962</b>

<sup>1</sup> The figures are based on the quarterly published financial statements under Chinese GAAP of the investee as of twelve months ended on September 30, 2014 and September 30, 2013.

<sup>2</sup> The Group received dividends from Hua Xia Bank Company Limited of € 98 million during the reporting period 2014 (2013: € 78 million).

### Reconciliation of total net assets to the Group's carrying amount

in € m.	Twelve months ended Sept 30, 2014 <sup>1</sup>	Twelve months ended Sept 30, 2013 <sup>1</sup>
<b>Net assets of the equity method investee</b>	<b>12,488</b>	<b>9,962</b>
Group's ownership percentage on the investee's equity	19.99 %	19.99 %
DB's share of net assets	2,496	1,991
Goodwill	392	367
Intangible Assets	71	69
Other adjustments	(18)	38
<b>Carrying amount<sup>2</sup></b>	<b>2,941</b>	<b>2,464</b>

<sup>1</sup> The figures are based on the quarterly published financial statements under Chinese GAAP of the investee as of twelve months ended on September 30, 2014 and September 30, 2013.

<sup>2</sup> As per December 31, 2014 the quoted market price of Hua Xia Bank Company Limited is € 3,180 million and the carrying amount of the stake is € 3,144 million. An impairment test according to IAS 36 is therefore not required.

### Aggregated financial information on the Group's share in associates and joint ventures that are individually immaterial

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Carrying amount of all associates that are individually immaterial to the Group</b>	<b>999</b>	<b>1,037</b>
Aggregated amount of the Group's share of profit (loss) from continuing operations	130	59
Aggregated amount of the Group's share of post-tax profit (loss) from discontinued operations	0	0
Aggregated amount of the Group's share of other comprehensive income	3	69
<b>Aggregated amount of the Group's share of total comprehensive income</b>	<b>133</b>	<b>127</b>

## 18 – Offsetting Financial Assets and Financial Liabilities

The Group is eligible to present certain financial assets and financial liabilities on a net basis on the balance sheet pursuant to criteria described in Note 1 “Significant Accounting Policies and Critical Accounting Estimates: Offsetting Financial Instruments”.

The following tables provide information on the impact of offsetting on the consolidated balance sheet, as well as the financial impact of netting for instruments subject to an enforceable master netting arrangement or similar agreement as well as available cash and financial instrument collateral.

### Assets

in € m.	Gross amounts of financial assets	Gross amounts set off on the balance sheet	Net amounts of financial assets presented on the balance sheet	Amounts not set off on the balance sheet			Net amount
				Impact of Master Netting Agreements	Cash collateral	Financial instrument collateral <sup>1</sup>	
Central bank funds sold and securities purchased under resale agreements (enforceable)	17,051	(2,419)	14,632	0	0	(14,602)	29
Central bank funds sold and securities purchased under resale agreements (non-enforceable)	3,164	0	3,164	0	0	(2,386)	779
Securities borrowed (enforceable)	11,891	0	11,891	0	0	(11,406)	485
Securities borrowed (non-enforceable)	13,943	0	13,943	0	0	(13,294)	649
Financial assets at fair value through profit or loss							
Trading assets	196,157	(476)	195,681	0	(11)	(1,049)	194,621
Positive market values from derivative financial instruments (enforceable)	823,578	(217,158)	606,421	(519,590)	(61,518)	(15,330)	9,982
Positive market values from derivative financial instruments (non-enforceable)	23,537	0	23,537	0	0	0	23,537
Financial assets designated at fair value through profit or loss (enforceable)	101,845	(37,075)	64,770	(2,782)	(1,924)	(50,245)	9,819
Financial assets designated at fair value through profit or loss (non-enforceable)	52,516	0	52,516	0	0	(31,358)	21,158
Total financial assets at fair value through profit or loss	1,197,633	(254,708)	942,924	(522,373)	(63,453)	(97,982)	259,117
Loans	405,673	(61)	405,612	0	(16,259)	(46,112)	343,242
Other assets	157,771	(19,792)	137,980	(67,009)	(239)	(13)	70,720
thereof: Positive market values from derivatives qualifying for hedge accounting (enforceable)	10,723	(6,320)	4,403	(3,837)	0	0	566
Remaining assets not subject to netting	178,557	0	178,557	0	(874)	(451)	177,231
<b>Total assets</b>	<b>1,985,683</b>	<b>(276,980)</b>	<b>1,708,703</b>	<b>(589,381)</b>	<b>(80,825)</b>	<b>(186,246)</b>	<b>852,252</b>

<sup>1</sup> Excludes real estate and other non-financial instrument collateral.

Liabilities

in € m.	2014						
	Gross amounts of financial liabilities	Gross amounts set off on the balance sheet	Net amounts of financial liabilities presented on the balance sheet	Amounts not set off on the balance sheet			Net amount
Impact of Master Netting Agreements				Cash collateral	Financial instrument collateral		
Deposits	532,992	(61)	532,931	0	0	0	532,931
Central bank funds purchased and securities sold under repurchase agreements (enforceable)	5,673	(2,419)	3,254	0	0	(2,966)	288
Central bank funds purchased and securities sold under repurchase agreements (non-enforceable)	7,633	0	7,633	0	0	(2,278)	5,356
Securities loaned (enforceable)	1,791	0	1,791	0	0	(1,614)	177
Securities loaned (non-enforceable)	549	0	549	0	0	(209)	339
Financial liabilities at fair value through profit or loss							
Trading liabilities	42,960	(1,117)	41,843	0	0	0	41,843
Negative market values from derivative financial instruments (enforceable)	803,073	(217,597)	585,475	(518,364)	(63,172)	(3,939)	0
Negative market values from derivative financial instruments (non-enforceable)	24,726	0	24,726	0	0	(11,996)	12,731
Financial liabilities designated at fair value through profit or loss (enforceable)	52,517	(35,994)	16,523	(2,782)	0	(13,741)	0
Financial liabilities designated at fair value through profit or loss (non-enforceable)	96,452	0	96,452	0	(3,130)	(5,718)	87,603
Total financial liabilities at fair value through profit or loss	1,019,728	(254,708)	765,019	(521,146)	(66,302)	(35,394)	142,176
Other liabilities	136,294	(19,792)	116,502	(71,645)	0	0	44,858
thereof: Negative market values from derivatives qualifying for hedge accounting (enforceable)	11,383	(6,320)	5,063	(5,063)	0	0	0
Remaining liabilities not subject to netting	207,801	0	207,801	0	0	0	207,801
<b>Total liabilities</b>	<b>1,912,461</b>	<b>(276,980)</b>	<b>1,635,481</b>	<b>(592,791)</b>	<b>(66,302)</b>	<b>(42,460)</b>	<b>933,927</b>

Assets

in € m.	2013						
	Gross amounts of financial assets	Gross amounts set off on the balance sheet	Net amounts of financial assets presented on the balance sheet	Amounts not set off on the balance sheet			Net amount
Impact of Master Netting Agreements				Cash collateral	Financial instrument collateral <sup>1</sup>		
Central bank funds sold and securities purchased under resale agreements (enforceable)	26,675	(2,390)	24,285	0	0	(24,271)	15
Central bank funds sold and securities purchased under resale agreements (non-enforceable)	3,077	0	3,077	0	0	(830)	2,248
Securities borrowed (enforceable)	11,438	0	11,438	0	0	(11,051)	386
Securities borrowed (non-enforceable)	9,432	0	9,432	0	0	(9,004)	428
Financial assets at fair value through profit or loss							
Trading assets	211,260	(1,190)	210,070	0	(311)	(2,881)	206,878
Positive market values from derivative financial instruments (enforceable)	738,425	(270,584)	467,841	(406,616)	(47,470)	(10,297)	3,458
Positive market values from derivative financial instruments (non-enforceable)	36,749	0	36,749	0	0	0	36,749
Financial assets designated at fair value through profit or loss (enforceable)	133,122	(19,575)	113,547	(17,121)	0	(84,266)	12,160
Financial assets designated at fair value through profit or loss (non-enforceable)	71,050	0	71,050	0	0	(50,263)	20,787
Total financial assets at fair value through profit or loss	1,190,605	(291,348)	899,257	(423,737)	(47,781)	(147,706)	280,032
Loans	376,638	(56)	376,582	0	(11,042)	(46,899)	318,640
Other assets	128,724	(16,185)	112,539	(43,574)	(278)	(385)	68,302
thereof: Positive market values from derivatives qualifying for hedge accounting (enforceable)	9,375	(5,412)	3,963	(3,518)	0	0	445
Remaining assets not subject to netting	174,790	0	174,790	0	0	(755)	174,035
<b>Total assets</b>	<b>1,921,380</b>	<b>(309,979)</b>	<b>1,611,400</b>	<b>(467,311)</b>	<b>(59,102)</b>	<b>(240,901)</b>	<b>844,087</b>

<sup>1</sup> Excludes real estate and other non-financial instrument collateral.

Liabilities

in € m.	Gross amounts of financial liabilities	Gross amounts set off on the balance sheet	Net amounts of financial liabilities presented on the balance sheet	Amounts not set off on the balance sheet			Net amount
				Impact of Master Netting Agreements	Cash collateral	Financial instrument collateral	
Deposits	527,750	0	527,750	0	0	0	527,750
Central bank funds purchased and securities sold under repurchase agreements (enforceable)	7,098	(2,390)	4,708	0	0	(4,675)	33
Central bank funds purchased and securities sold under repurchase agreements (non-enforceable)	8,673	0	8,673	0	0	(7,080)	1,594
Securities loaned (enforceable)	2,304	0	2,304	0	0	(2,112)	192
Securities loaned (non-enforceable)	0	0	0	0	0	0	0
Financial liabilities at fair value through profit or loss							
Trading liabilities	57,702	(1,898)	55,804	0	0	0	55,804
Negative market values from derivative financial instruments (enforceable)	721,233	(268,819)	452,414	(411,547)	(40,055)	(812)	0
Negative market values from derivative financial instruments (non-enforceable)	31,015	0	31,015	0	0	(7,639)	23,376
Financial liabilities designated at fair value through profit or loss (enforceable)	88,021	(18,262)	69,759	(17,121)	(588)	(49,055)	2,995
Financial liabilities designated at fair value through profit or loss (non-enforceable)	28,413	0	28,413	0	0	(3,890)	24,523
Total financial liabilities at fair value through profit or loss	926,384	(288,980)	637,404	(428,668)	(40,644)	(61,395)	106,698
Other liabilities	182,204	(18,610)	163,595	(46,058)	0	0	117,537
thereof: Negative market values from derivatives qualifying for hedge accounting (enforceable)	6,028	(5,412)	616	(616)	0	0	0
Remaining liabilities not subject to netting	212,000	0	212,000	0	0	0	212,000
<b>Total liabilities</b>	<b>1,866,414</b>	<b>(309,979)</b>	<b>1,556,434</b>	<b>(474,725)</b>	<b>(40,644)</b>	<b>(75,262)</b>	<b>965,803</b>

The column 'Gross amounts set off on the balance sheet' discloses the amounts offset in accordance with all the criteria described in Note 1 "Significant Accounting Policies and Critical Accounting Estimates: Offsetting Financial Instruments".

The column 'Impact of Master Netting Agreements' discloses the amounts that are subject to master netting agreements but were not offset because they did not meet the net settlement/simultaneous settlement criteria; or because the rights of set off are conditional upon the default of the counterparty only. The amounts presented for other assets and other liabilities include cash margin receivables and payables respectively.

The columns 'Cash collateral' and 'Financial instrument collateral' disclose the cash and financial instrument collateral amounts received or pledged in relation to the total amounts of assets and liabilities, including those that were not offset.

Non-enforceable master netting agreements refer to contracts executed in jurisdictions where the rights of set off may not be upheld under the local bankruptcy laws.

The cash collateral received against the positive market values of derivatives and the cash collateral pledged towards the negative mark-to-market values of derivatives are booked within the 'Other liabilities' and 'Other assets' balances respectively.

The Cash and Financial instrument collateral amounts disclosed reflect their fair values. The rights of set off relating to the cash and financial instrument collateral are conditional upon the default of the counterparty.

## 19 – Loans

### Loans by industry classification

in € m.	Dec 31, 2014	Dec 31, 2013
Banks and insurance	24,202	25,100
Manufacturing	25,619	21,406
Households (excluding mortgages)	44,839	45,440
Households – mortgages	153,140	148,076
Public sector	16,819	16,228
Wholesale and retail trade	15,714	13,965
Commercial real estate activities	35,764	34,259
Lease financing	1,165	1,429
Fund management activities	12,138	10,029
Other	81,483	66,154
<b>Gross loans</b>	<b>410,883</b>	<b>382,086</b>
(Deferred expense)/unearned income	58	(85)
<b>Loans less (deferred expense)/unearned income</b>	<b>410,825</b>	<b>382,171</b>
Less: Allowance for loan losses	5,212	5,589
<b>Total loans</b>	<b>405,612</b>	<b>376,582</b>

## 20 – Allowance for Credit Losses

The allowance for credit losses consists of an allowance for loan losses and an allowance for off-balance sheet positions.

### Breakdown of the movements in the Group's allowance for loan losses

in € m.	2014			2013			2012		
	Individually assessed	Collectively assessed	Total	Individually assessed	Collectively assessed	Total	Individually assessed	Collectively assessed	Total
<b>Allowance, beginning of year</b>	<b>2,857</b>	<b>2,732</b>	<b>5,589</b>	<b>2,266</b>	<b>2,426</b>	<b>4,692</b>	<b>2,011</b>	<b>2,147</b>	<b>4,158</b>
Provision for loan losses	499	631	1,129	1,377	683	2,060	1,115	613	1,728
Net charge-offs:	(997)	(512)	(1,509)	(701)	(352)	(1,053)	(762)	(324)	(1,086)
Charge-offs	(1,037)	(613)	(1,650)	(730)	(485)	(1,215)	(798)	(483)	(1,281)
Recoveries	40	101	141	30	132	162	36	158	195
Other Changes	5	(2)	3	(85)	(25)	(110)	(98)	(9)	(108)
<b>Allowance, end of year</b>	<b>2,364</b>	<b>2,849</b>	<b>5,212</b>	<b>2,857</b>	<b>2,732</b>	<b>5,589</b>	<b>2,266</b>	<b>2,426</b>	<b>4,692</b>

### Activity in the Group's allowance for off-balance sheet positions (contingent liabilities and lending commitments)

in € m.	2014			2013			2012		
	Individually assessed	Collectively assessed	Total	Individually assessed	Collectively assessed	Total	Individually assessed	Collectively assessed	Total
<b>Allowance, beginning of year</b>	<b>102</b>	<b>114</b>	<b>216</b>	<b>118</b>	<b>97</b>	<b>215</b>	<b>127</b>	<b>98</b>	<b>225</b>
Provision for off-balance sheet positions	(13)	18	4	(15)	21	5	(7)	0	(7)
Usage	0	0	0	0	0	0	0	0	0
Other changes	(4)	10	6	0	(3)	(4)	(2)	(1)	(3)
<b>Allowance, end of year</b>	<b>85</b>	<b>141</b>	<b>226</b>	<b>102</b>	<b>114</b>	<b>216</b>	<b>118</b>	<b>97</b>	<b>215</b>

## 21 – Transfers of Financial Assets

The Group enters into transactions in which it transfers financial assets held on the balance sheet and as a result may either be eligible to derecognize the transferred asset in its entirety or must continue to recognize the transferred asset to the extent of any continuing involvement, depending on certain criteria. These criteria are discussed in Note 1 “Significant Accounting Policies and Critical Accounting Estimates”.

Where financial assets are not eligible to be derecognized, the transfers are viewed as secured financing transactions, with any consideration received resulting in a corresponding liability. The Group is not entitled to use these financial assets for any other purposes. The most common transactions of this nature entered into by the Group are repurchase agreements, securities lending agreements and total return swaps, in which the Group retains substantially all of the associated credit, equity price, interest rate and foreign exchange risks and rewards associated with the assets as well as the associated income streams.

#### Information on asset types and associated transactions that did not qualify for derecognition

in € m.	Dec 31, 2014	Dec 31, 2013
Carrying amount of transferred assets		
Trading securities not derecognized due to the following transactions:		
Repurchase agreements	24,410	32,714
Securities lending agreements	52,531	42,884
Total return swaps	3,738	7,960
Consolidated Group Sponsored Securitizations	507	168
<b>Total trading securities</b>	<b>81,186</b>	<b>83,726</b>
Other trading assets	433	866
Financial assets available for sale	1,731	507
Loans	2,225	2,085
<b>Total</b>	<b>85,575</b>	<b>87,183</b>
Carrying amount of associated liabilities	<b>57,800</b>	<b>68,435</b>

#### Information on assets transferred that did not qualify for derecognition where associated liability is recourse only to the transferred assets<sup>1</sup>

in € m.	Dec 31, 2014		Dec 31, 2013	
	Carrying value	Fair value	Carrying value	Fair value
Trading securities	507	507	168	168
Other trading assets	370	370	333	333
Financial assets available for sale	1,660	1,660	252	252
Loans	2,074	2,087	1,902	1,928
<b>Total</b>	<b>4,611</b>	<b>4,624</b>	<b>2,654</b>	<b>2,680</b>
Associated liability	4,282	4,282	2,663	2,663
<b>Net position</b>	<b>329</b>	<b>342</b>	<b>(9)</b>	<b>17</b>

<sup>1</sup> Associated liabilities are notes issued by Consolidated Group Sponsored Securitizations.

#### Carrying value of assets transferred in which the Group still accounts for the asset to the extent of its continuing involvement

in € m.	Dec 31, 2014	Dec 31, 2013
Carrying amount of the original assets transferred:		
Trading securities	254	210
Other trading assets	0	1
Carrying amount of the assets continued to be recognized:		
Trading securities	26	57
Other trading assets	0	1
<b>Carrying amount of associated liabilities</b>	<b>25</b>	<b>58</b>

The Group could retain some exposure to the future performance of a transferred asset either through new or existing contractual rights and obligations and still be eligible to derecognize the asset. This on-going involvement will be recognized as a new instrument which may be different from the original financial asset that was transferred. Typical transactions include retaining senior notes of non-consolidated securitizations to which originated loans have been transferred; financing arrangements with structured entities to which the Group has sold a portfolio of assets; or sales of assets with credit-contingent swaps. The Group's exposure to such transactions is not considered to be significant as any substantial retention of risks associated with the transferred asset will commonly result in an initial failure to derecognize. Transactions not considered to result in an on-going involvement include normal warranties on fraudulent activities that could invalidate a transfer in the event of legal action, qualifying pass-through arrangements and standard trustee or administrative fees that are not linked to performance.

The impact on the Group's Balance Sheet of on-going involvement associated with transferred assets derecognized in full:

in € m.	Dec 31, 2014			Dec 31, 2013		
	Carrying value	Fair value	Maximum Exposure to Loss <sup>1</sup>	Carrying value	Fair value	Maximum Exposure to Loss <sup>1</sup>
<b>Loans:</b>						
Securitization notes	93	89	153	289	198	365
Other	12	12	12	0	0	0
<b>Total Loans</b>	<b>105</b>	<b>101</b>	<b>165</b>	<b>289</b>	<b>198</b>	<b>365</b>
<b>Financial assets held at Fair Value through the P&amp;L:</b>						
Securitization notes	511	511	511	1,153	1,153	1,153
Non-standard Interest Rate, cross-currency or inflation-linked swap	33	33	33	178	178	178
<b>Total Financial assets held at Fair Value through the P&amp;L</b>	<b>544</b>	<b>544</b>	<b>544</b>	<b>1,332</b>	<b>1,332</b>	<b>1,332</b>
<b>Financial assets available for sale:</b>						
Securitization notes	13	13	13	12	12	12
<b>Total Financial assets available for sale</b>	<b>13</b>	<b>13</b>	<b>13</b>	<b>12</b>	<b>12</b>	<b>12</b>
<b>Total financial assets representing on-going involvement</b>	<b>662</b>	<b>658</b>	<b>722</b>	<b>1,633</b>	<b>1,542</b>	<b>1,708</b>
<b>Financial liabilities held at Fair Value through the P&amp;L:</b>						
Non-standard Interest Rate, cross-currency or inflation-linked swap	32	32	0	40	40	0
<b>Total financial liabilities representing on-going involvement</b>	<b>32</b>	<b>32</b>	<b>0</b>	<b>40</b>	<b>40</b>	<b>0</b>

<sup>1</sup>The maximum exposure to loss is defined as the carrying value plus the notional value of any undrawn loan commitments.

The impact on the Group's Statement of Income of on-going involvement associated with transferred assets derecognized in full:

in € m.	Dec 31, 2014			Dec 31, 2013		
	Year-to-date P&L	Cumulative P&L	Gain/(loss) on disposal	Year-to-date P&L	Cumulative P&L	Gain/(loss) on disposal
Securitization notes	55	171	0	323	282	0 <sup>1</sup>
Non-standard Interest Rate, cross-currency or inflation-linked swap	30	671	0	267	729	3
<b>Net gains/(losses) recognized from on-going involvement in derecognized assets</b>	<b>85</b>	<b>842</b>	<b>0</b>	<b>590</b>	<b>1,011</b>	<b>3</b>

<sup>1</sup> Typically, sales of assets into securitization vehicles were of assets that were classified as Fair Value through P&L, therefore any gain or loss on disposal is immaterial.

## 22 – Assets Pledged and Received as Collateral

The Group pledges assets primarily for repurchase agreements, securities borrowing agreements as well as other borrowing arrangements and for margining purposes on OTC derivative liabilities. Pledges are generally conducted under terms that are usual and customary for standard securitized borrowing contracts and other transactions described.

Carrying value of the Group's assets pledged as collateral for liabilities or contingent liabilities<sup>1</sup>

in € m.	Dec 31, 2014	Dec 31, 2013
Financial assets at fair value through profit or loss	53,699	67,059
Financial assets available for sale	3,517	4,237
Loans	45,919	46,562
Other	302	884
<b>Total</b>	<b>103,438</b>	<b>118,741</b>

<sup>1</sup> Excludes assets pledged as collateral from transactions that do not result in liabilities or contingent liabilities

Total assets pledged to creditors available for sale or repledge<sup>1</sup>

in €	Dec 31, 2014	Dec 31, 2013
Financial assets at fair value through profit or loss	73,557	73,960
Financial assets available for sale	67	0
<b>Total</b>	<b>73,624</b>	<b>73,960</b>

<sup>1</sup> Includes assets pledged as collateral from transactions that do not result in liabilities or contingent liabilities

The Group receives collateral primarily in reverse repurchase agreements, securities lending agreements, derivatives transactions, customer margin loans and other transactions. These transactions are generally conducted under terms that are usual and customary for standard secured lending activities and the other transac-



tions described. The Group, as the secured party, has the right to sell or repledge such collateral, subject to the Group returning equivalent securities upon completion of the transaction. This right is used primarily to cover short sales, securities loaned and securities sold under repurchase agreements.

#### Fair Value of collateral received

in € m.	Dec 31, 2014	Dec 31, 2013
Securities and other financial assets accepted as collateral	253,722	281,974
thereof:		
collateral sold or repledged	203,321	241,700

## 23 – Property and Equipment

in € m.	Owner occupied properties	Furniture and equipment	Leasehold improvements	Construction-in-progress	Total
<b>Cost of acquisition:</b>					
<b>Balance as of January 1, 2013</b>	<b>4,018</b>	<b>4,054</b>	<b>2,146</b>	<b>235</b>	<b>10,453</b>
Changes in the group of consolidated companies	0	14	9	0	24
Additions	42	247	111	113	513
Transfers	(23)	45	116	(173)	(35)
Reclassifications (to)/from "held for sale"	(105)	(19)	(5)	(3)	(131)
Disposals	89	279	76	0	443
Exchange rate changes	(94)	(137)	(63)	(2)	(296)
<b>Balance as of December 31, 2013</b>	<b>3,749</b>	<b>3,926</b>	<b>2,240</b>	<b>170</b>	<b>10,084</b>
Changes in the group of consolidated companies	(8)	11	(1)	0	3
Additions	42	332	122	173	669
Transfers	10	26	122	(153)	5
Reclassifications (to)/from "held for sale"	(2,507)	(1,364)	(133)	(55)	(4,058)
Disposals	0	201	39	0	241
Exchange rate changes	275	217	68	6	566
<b>Balance as of December 31, 2014</b>	<b>1,560</b>	<b>2,947</b>	<b>2,379</b>	<b>141</b>	<b>7,027</b>
<b>Accumulated depreciation and impairment:</b>					
<b>Balance as of January 1, 2013</b>	<b>1,468</b>	<b>2,717</b>	<b>1,305</b>	<b>0</b>	<b>5,490</b>
Changes in the group of consolidated companies	0	14	6	0	20
Depreciation	77	376	171	0	625
Impairment losses	52	17	1	0	69
Reversals of impairment losses	0	0	0	0	0
Transfers	(2)	1	(2)	0	(3)
Reclassifications (to)/from "held for sale"	0	(13)	(1)	0	(14)
Disposals	27	243	64	0	334
Exchange rate changes	(43)	(106)	(39)	0	(188)
<b>Balance as of December 31, 2013</b>	<b>1,525</b>	<b>2,762</b>	<b>1,378</b>	<b>0</b>	<b>5,665</b>
Changes in the group of consolidated companies	0	8	(1)	0	6
Depreciation	39	271	179	0	490
Impairment losses	58	105	10	0	172
Reversals of impairment losses	0	0	0	0	0
Transfers	28	10	22	0	59
Reclassifications (to)/from "held for sale"	(1,289)	(1,127)	(95)	0	(2,511)
Disposals	2	83	34	0	119
Exchange rate changes	140	175	41	0	356
<b>Balance as of December 31, 2014</b>	<b>498</b>	<b>2,121</b>	<b>1,500</b>	<b>0</b>	<b>4,118</b>
<b>Carrying amount:</b>					
<b>Balance as of December 31, 2013</b>	<b>2,224</b>	<b>1,164</b>	<b>862</b>	<b>170</b>	<b>4,420</b>
<b>Balance as of December 31, 2014</b>	<b>1,062</b>	<b>826</b>	<b>880</b>	<b>141</b>	<b>2,909</b>

Impairment losses on property and equipment are recorded within general and administrative expenses for the income statement.

The carrying value of items of property and equipment on which there is a restriction on sale was € 57 million as of December 31, 2014.

Commitments for the acquisition of property and equipment were € 42 million at year-end 2014.

The Cosmopolitan of Las Vegas was reclassified to held for sale in the year and subsequently sold. For further information please see Note 26 “Non-Current Assets and Disposal Groups Held for Sale”.

## 24 – Leases

The Group is lessee under lease arrangements covering property and equipment.

### Finance Lease Commitments

Most of the Group’s finance lease arrangements are made under usual terms and conditions.

#### Net Carrying Value of Leasing Assets Held under finance leases

in € m.	Dec 31, 2014	Dec 31, 2013
Land and buildings	13	82
Furniture and equipment	1	1
Other	5	0
<b>Net carrying value</b>	<b>19</b>	<b>84</b>

#### Future Minimum Lease Payments Required under the Group’s Finance Leases

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Future minimum lease payments:</b>		
Not later than one year	6	26
Later than one year and not later than five years	24	11
Later than five years	84	10
<b>Total future minimum lease payments</b>	<b>114</b>	<b>47</b>
Less: Future interest charges	71	19
<b>Present value of finance lease commitments</b>	<b>43</b>	<b>28</b>
<b>Future minimum lease payments to be received</b>	<b>9</b>	<b>12</b>
<b>Contingent rent recognized in the income statement<sup>1</sup></b>	<b>0</b>	<b>1</b>

<sup>1</sup> The contingent rent is based on market interest rates, such as three months EURIBOR; below a certain rate the Group receives a rebate.

### Operating Lease Commitments

The Group leases the majority of its offices and branches under long-term agreements. Most of the lease contracts are made under usual terms and conditions, which means they include options to extend the lease by a defined amount of time, price adjustment clauses and escalation clauses in line with general office rental market conditions. However, the lease agreements do not include any clauses that impose any restriction on the Group’s ability to pay dividends, engage in debt financing transactions or enter into further lease agreements. The Group has one significant lease contract which contains five options to extend the lease each for a period of five years and there is no purchase option in this specific lease.

#### Future Minimum Lease Payments Required under the Group’s Operating Leases

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Future minimum rental payments:</b>		
Not later than one year	778	824
Later than one year and not later than five years	2,370	2,324
Later than five years	1,955	1,865
<b>Total future minimum rental payments</b>	<b>5,103</b>	<b>5,013</b>
Less: Future minimum rentals to be received	171	161
<b>Net future minimum rental payments</b>	<b>4,932</b>	<b>4,852</b>

As of December 31, 2014, the total future minimum rental payments included € 386 million for the Group headquarters in Frankfurt am Main that was sold and leased back on December 1, 2011. The Group entered into a 181 months leaseback arrangement for the entire facility in connection with the transaction.

In 2014, the rental payments for lease and sublease agreements amounted to € 815 million. This included charges of € 835 million for minimum lease payments and € 10 million for contingent rents as well as € 29 million related to sublease rentals received.

## 25 – Goodwill and Other Intangible Assets

### Goodwill

#### Changes in Goodwill

The changes in the carrying amount of goodwill, as well as gross amounts and accumulated impairment losses of goodwill, for the years ended December 31, 2014, and 2013, are shown below by cash-generating units (“CGU”).

#### Goodwill allocated to cash-generating units

in € m.	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit <sup>1</sup>	Others	Total
<b>Balance as of January 1, 2013</b>	<b>1,953</b>	<b>2,736</b>	<b>432</b>	<b>3,979</b>	<b>0</b>	<b>197</b>	<b>9,297</b>
Goodwill acquired during the year	4	24	6	2	0	0	37
Purchase accounting adjustments	0	0	0	0	0	0	0
Transfers	(9)	0	8	1	0	0	0
Reclassification from (to) “held for sale”	0	0	0	(5)	0	0	(5)
Goodwill related to dispositions without being classified as “held for sale”	(1)	0	(1)	(1)	0	0	(3)
Impairment losses <sup>2</sup>	0	0	0	0	0	0	0
Exchange rate changes/other	(84)	(2)	(14)	(133)	0	(18)	(252)
<b>Balance as of December 31, 2013</b>	<b>1,863</b>	<b>2,758</b>	<b>431</b>	<b>3,843</b>	<b>0</b>	<b>179</b>	<b>9,074</b>
<b>Gross amount of goodwill</b>	<b>2,963</b>	<b>2,758</b>	<b>431</b>	<b>3,843</b>	<b>651</b>	<b>646</b>	<b>11,292</b>
<b>Accumulated impairment losses</b>	<b>(1,100)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(651)</b>	<b>(467)</b>	<b>(2,218)</b>
<b>Balance as of January 1, 2014</b>	<b>1,863</b>	<b>2,758</b>	<b>431</b>	<b>3,843</b>	<b>0</b>	<b>179</b>	<b>9,074</b>
Goodwill acquired during the year	0	0	0	0	0	0	0
Purchase accounting adjustments	0	1	0	0	0	0	1
Transfers	0	0	0	0	0	0	0
Reclassification from (to) “held for sale”	(13)	(1)	0	(3)	0	0	(17)
Goodwill related to dispositions without being classified as “held for sale”	0	0	(1)	(2)	0	0	(3)
Impairment losses <sup>2</sup>	0	0	0	0	0	(49)	(49)
Exchange rate changes/other	166	5	44	293	0	4	512
<b>Balance as of December 31, 2014</b>	<b>2,016</b>	<b>2,763</b>	<b>474</b>	<b>4,131</b>	<b>0</b>	<b>134</b>	<b>9,518</b>
<b>Gross amount of goodwill</b>	<b>3,249</b>	<b>2,763</b>	<b>474</b>	<b>4,131</b>	<b>651</b>	<b>676</b>	<b>11,944</b>
<b>Accumulated impairment losses</b>	<b>(1,233)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(651)</b>	<b>(542)</b>	<b>(2,426)</b>

<sup>1</sup> Includes primary CGUs NCOU Wholesale Assets and NCOU Operating Assets.

<sup>2</sup> Impairment losses of goodwill are recorded as impairment of intangible assets in the income statement.

In addition to the primary CGUs, the segments CB&S and NCOU carry goodwill resulting from the acquisition of nonintegrated investments which are not allocated to the respective segments’ primary CGUs. Such goodwill is summarized as “Others” in the table above. The nonintegrated investments in the NCOU consist of Maher Terminals LLC and Maher Terminals of Canada Corp.

In 2014, changes in goodwill (other than those related to exchange rate changes) mainly included the impairment of € 49 million recorded in the NCOU upon write-off of goodwill related to the nonintegrated investment in Maher Terminals LLC (included in column 'Others' of the above table), which was based on the continuing market uncertainty on the demand for U.S consumables impacting business volumes. The fair value less costs of disposal of the investment was determined based on a discounted free cash flow model. Accordingly, the fair value measurement was categorized as level 3 in the fair value hierarchy. The carrying amount of Maher Terminals LLC exceeded its recoverable amount, resulting in an impairment loss of € 194 million, which was recorded as impairment of intangible assets. Of that impairment amount, € 49 million was allocated to fully write-off related goodwill and another € 145 million was allocated to other intangible assets included in the CGU (see 'Other Amortizing Intangible Assets' in this Note). Key assumptions used in the fair value estimation included a discount rate (weighted average cost of capital, post-tax) of 9.3 % (prior year 9.1 %), a terminal value growth rate of 5.3 % and an average EBITDA growth rate of 13.2 %.

During 2013, changes in goodwill mainly included additions of € 37 million related to the step-acquisition of the Group's joint venture Xchanging etb GmbH. For more details on this transaction, please refer to Note 3 "Acquisitions and Dispositions".

In 2012, goodwill changes mainly included impairments of € 1,595 million recorded in the fourth quarter as a result of the annual goodwill impairment test conducted under the organizational structures both prior to as well as post re-segmentation.

### Goodwill Impairment Test

For the purposes of impairment testing, goodwill acquired in a business combination is allocated to CGUs. On the basis as described in Note 1 "Significant Accounting Policies and Critical Accounting Estimates", the Group's primary CGUs are as outlined above. "Other" goodwill is tested individually for impairment on the level of each of the nonintegrated investments. Goodwill is tested for impairment annually in the fourth quarter by comparing the recoverable amount of each goodwill carrying CGU with its carrying amount. In addition, in accordance with IAS 36, the Group tests goodwill whenever a triggering event is identified. The recoverable amount is the higher of a CGU's fair value less costs of disposal and its value in use.

The carrying amount of a primary CGU is derived using a capital allocation model. The allocation uses the Group's total equity at the date of valuation, including Additional Tier 1 Notes ("AT1 Notes"), which constitute unsecured and subordinated notes of Deutsche Bank and which are classified as Additional equity components in accordance with IFRS. Total equity is adjusted for specific effects related to nonintegrated investments, which are tested separately for impairment as outlined above, and for an add-on adjustment for goodwill attributable to noncontrolling interests. The carrying amount (excluding the AT1 Notes) is allocated to the primary CGUs in a two-step process. In the first step, total equity that is readily identifiable is allocated to the respective individual CGUs. This includes goodwill (plus the add-on adjustment for noncontrolling interests), unamortized other intangible assets as well as certain unrealized net gains and losses recorded directly in equity and noncontrolling interests. In the second step, the remaining balance of the carrying amount (excluding the AT1 Notes) is allocated across the CGUs based on the CGU's share of risk-weighted assets and certain capital deduction items relative to the Group (each is adjusted for items pertaining to nonintegrated investments). The AT1 Notes are allocated to the primary CGUs in proportion to their specific Leverage Ratio Shortfall ("LRS"), with LRS being a function of the Group's target Leverage Ratio, the CGU's Leverage Ratio Exposure Measure and the allocated Common Equity Tier 1 Capital. The carrying amount for nonintegrated investments is determined on the basis of their respective equity.

The annual goodwill impairment tests in both 2014 and 2013 did not result in an impairment loss on the goodwill of the Group's primary CGUs as the recoverable amounts for these CGUs were higher than their respective carrying amounts.

As a result of the Group's re-segmentation during the fourth quarter 2012 (see Note 4 "Business Segments and Related Information – Business Segments" for details), the annual impairment test had to be conducted both in the structure prior to re-segmentation ("old structure") and post re-segmentation ("new structure"). These impairment tests resulted in goodwill impairments totaling € 1,595 million, consisting of € 1,174 million in the CGU CB&S under the old structure and of € 421 million in the CGUs Wholesale Assets (€ 369 million) and Operating Assets (€ 52 million) within the Corporate Division NCOU under the new structure.

### Recoverable Amount

The Group determines the recoverable amounts of its primary CGUs on the basis of value in use and employs a DCF model, which reflects the specifics of the banking business and its regulatory environment. The model calculates the present value of the estimated future earnings that are distributable to shareholders after fulfilling the respective regulatory capital requirements. The recoverable amounts also include the value in use of the AT1 Notes, allocated to the primary CGUs consistent to their treatment in the carrying amount.

The DCF model uses earnings projections and respective capitalization assumptions (with capital ratios no lesser than: Common Equity Tier 1 capital ratio: 10 %, Tier 1 capital ratio: 11.5 % and a Tier 1 leverage ratio: 3.5 %) based on five-year financial plans agreed by management, which are discounted to their present value. Estimating future earnings and capital requirements involves judgment and the consideration of past and current performances as well as expected developments in the respective markets, and in the overall macroeconomic and regulatory environments. Earnings projections beyond the initial five-year period are, where applicable, adjusted to derive a sustainable level and are, in case of a going concern, assumed to increase by or converge towards a constant long-term growth rate of 3.2 % (2013: 3.2 %). This is based on expectations for the development of gross domestic product and inflation, and is captured in the terminal value.

### Key Assumptions and Sensitivities

**Key Assumptions:** The value in use of a CGU is sensitive to the earnings projections, to the discount rate (cost of equity) applied and, to a much lesser extent, to the long-term growth rate. The discount rates applied have been determined based on the capital asset pricing model and comprise a risk-free interest rate, a market risk premium and a factor covering the systematic market risk (beta factor). The values for the risk-free interest rate, the market risk premium and the beta factors are determined using external sources of information. CGU-specific beta factors are determined based on a respective group of peer companies. Variations in all of these components might impact the calculation of the discount rates.

#### Primary cash-generating units

	Discount rate (pre-tax, determined implicitly based on post-tax rates)	
	2014	2013
Corporate Banking & Securities	14.5 %	16.5 %
Private & Business Clients	13.7 %	14.3 %
Global Transaction Banking	11.7 %	13.1 %
Deutsche Asset & Wealth Management	12.6 %	12.8 %
Non-Core Operations Unit <sup>1</sup>	14.8 %/14.5 %	17.0 %/16.6 %

<sup>1</sup> Comprised of two primary CGUs: NCOU Wholesale Assets (14.8 %) and NCOU Operating Assets (14.5 %). Stated pre-tax discount rates assume worst case post-tax valuation scenarios, whereas both CGUs are valued applying identical post-tax discount rates. Varying pre-tax rates are due to different cash-flow composition and pattern.

Management determined the values for the key assumptions in the following table based on a combination of internal and external analysis. Estimates for efficiency and the cost reduction program are based on progress made to date and scheduled future projects and initiatives.

Primary cash-generating unit	Description of key assumptions	Uncertainty associated with key assumptions and potential events/circumstances that could have a negative effect
Corporate Banking & Securities	<ul style="list-style-type: none"> <li>- Focus on client flows and solutions, benefiting from leading client market shares and higher customer penetration</li> <li>- Improved macro environment, especially in the Americas, whilst Europe is expected to see slower growth</li> <li>- Overall CB&amp;S revenue pools are expected to see moderate growth. Corporate Finance and Equities revenue pools expected to trend higher, but Sales &amp; trading Debt revenue pools will remain under pressure.</li> <li>- Targeted risk and balance sheet reduction and execution of management action to mitigate the impact of regulatory change</li> <li>- Improved asset efficiency under new regulatory framework and rigorously managed risk exposure</li> <li>- Reap benefits from Operational Excellence (OpEx) Program</li> <li>- Focus on efficiency gains from front-to-back platform improvements, whilst fully complying with regulatory requirements</li> <li>- Capitalize on close co-operation with other areas of the organization</li> </ul>	<ul style="list-style-type: none"> <li>- Potentially weaker macroeconomic environment due to still fragile growth impacted by potential event risks, particularly disorderly withdrawal of bank support for the global economy, leading to slowdown in activity and reduced investor appetite</li> <li>- Structure and content of a range of regulatory changes being drafted in various jurisdictions could have a more severe impact than anticipated</li> <li>- Potential margin compression and increased competition in products with lower capital requirements beyond expected levels</li> <li>- Outcome of major litigation cases</li> <li>- Cost and efficiency gains and expected benefits from Group-wide Operational Excellence (OpEx) Program are not realized as anticipated</li> <li>- Increase cost pressures from regulatory driven spend</li> <li>- Delay in execution of risk mitigation strategies and further headwinds from regulatory technical standards, regulatory focus on operational risk and the continued review of RWA measurement on Basel level</li> </ul>
Private & Business Clients	<ul style="list-style-type: none"> <li>- Leading position in home market Germany, strong position in other European markets, growth options in key Asian countries and a highly efficient platform</li> <li>- Improvement of digital capabilities as key initiative in PBC <ul style="list-style-type: none"> <li>- Selective growth in Credit Products and expanding in investment and insurance business in advisory banking horizon partially mitigating impacts from low interest rate environment and leverage constraints</li> </ul> </li> <li>- Achievement of synergies between Deutsche Bank and Postbank on the revenue and the cost side</li> <li>- Cost savings in light of Group-wide OpEx</li> <li>- Efficient use from our growth investments in key Asian countries</li> </ul>	<ul style="list-style-type: none"> <li>- Significant economic decline potentially resulting in higher unemployment rates, increasing credit loss provisions and lower business growth</li> <li>- The development of investment product markets and respective revenues additionally depend on customer confidence for investments</li> <li>- Continued low interest rates potentially leading to a further margin compression</li> <li>- Synergies related to Postbank acquisition are not realized or are realized later than foreseen</li> <li>- Lower synergy achievement rates related to PBC's efficiency programs</li> <li>- An environment of tightening regulation leading to further not yet anticipated impact on revenues and costs</li> </ul>
Global Transaction Banking	<ul style="list-style-type: none"> <li>- Cost savings in light of Group-wide OpEx</li> <li>- Capitalize on synergies resulting from closer co-operation with other areas of the bank</li> <li>- Macroeconomic recovery</li> <li>- Interest rate recovery from mid 2015 onwards</li> <li>- Positive development of international trade volumes, cross-border payments and corporate actions</li> <li>- Deepening relationships with Complex Corporates and Institutional Clients in existing regions while pushing further growth in Emerging Markets</li> <li>- Successful turn-around of the commercial banking activities in the Netherlands</li> </ul>	<ul style="list-style-type: none"> <li>- Slower recovery of the world economy and its impact on trade volumes, interest rates and foreign exchange rates</li> <li>- Unfavorable margin development and adverse competition levels in key markets and products beyond expected levels</li> <li>- Uncertainty around regulation and its potential implications not yet anticipated</li> <li>- Cost savings in light of Group-wide OpEx do not materialize as anticipated</li> <li>- Outcome of potential legal matters</li> <li>- Benefits from the turn-around measures of the commercial banking activities in the Netherlands are not realized as expected</li> </ul>
Deutsche Asset & Wealth Management	<ul style="list-style-type: none"> <li>- Cost savings in light of Group-wide OpEx and Deutsche AWM platform optimization from merger of AM, PWM and Passive CB&amp;S to form Deutsche AWM</li> <li>- Deutsche AWM's overall internal strategy continuously informed by market trends and developments, including global wealth creation, a growing retirement market and the rapid expansion of alternatives and passive investment offerings</li> <li>- Expanding business with ultra high net worth clients</li> <li>- Building out the alternatives and passive/ETF businesses</li> <li>- Home market leadership in Germany through Wealth Management and DWS</li> <li>- Organic growth strategy in Asia/Pacific and Americas as well as intensified co-operation with CB&amp;S and GTB</li> <li>- Strong coverage of emerging markets</li> </ul>	<ul style="list-style-type: none"> <li>- Major industry threats, i.e., market volatility, sovereign debt burden, increasing costs from regulatory changes</li> <li>- Investors continue to hold assets out of the markets, retreat to cash or simpler, lower fee products</li> <li>- Business/execution risks, i.e., under achievement of net new money targets from market uncertainty, loss of high quality relationship managers</li> <li>- Difficulties in executing organic growth strategies through certain restrictions, e.g. unable to hire relationship managers</li> <li>- Cost savings following efficiency gains and expected IT/process improvements are not achieved to the extent planned</li> <li>- Uncertainty around regulation and its potential implications not yet anticipated</li> </ul>

Primary cash-generating unit	Description of key assumptions	Uncertainty associated with key assumptions and potential events/circumstances that could have a negative effect
	- Maintained or increased market share in the fragmented competitive environment	
Non-Core Operations Unit Wholesale Assets	- Continued execution of successful de-risking program - Continued capitalization of other divisions sales and distribution networks to facilitate successful de-risking program	- Potentially weaker macroeconomic environment due to still fragile growth impacted by event risks, particularly disorderly withdrawal of bank support for the global economy, leading to slowdown in activity and reduced ability to de-risk at an economically viable level - Structure and content of a range of regulatory changes being drafted in various jurisdictions could have a more severe impact than anticipated - Outcome of litigation cases
Non-Core Operations Unit Operating Assets	- Continued efforts to improve the underlying performance of operating assets in preparation for eventual sale	- Potentially weaker macroeconomic environment due to still fragile growth impacted by event risks, particularly disorderly withdrawal of bank support for the global economy, leading to slowdown in activity and reduced ability to dispose of operating assets at an economically viable level - Outcome of litigation cases

**Sensitivities:** In validating the value in use determined for the CGUs, certain external factors as well as the major value drivers of each CGU are reviewed regularly. Deutsche Bank's market capitalization remained below book value in 2014. In order to test the resilience of the value in use, key assumptions used in the DCF model (for example, the discount rate and the earnings projections) are sensitized. Management believes that the only CGUs where reasonable possible changes in key assumptions could cause an impairment loss were CB&S and PBC, for which the recoverable amount exceeded the respective carrying amount by 16 % or € 5.0 billion (CB&S) and 63 % or € 9.9 billion (PBC).

**Change in certain key assumptions to cause the recoverable to equal the carrying amount**

Change in Key Assumptions	CB&S	PBC
Discount rate (post tax) increase from/to	10.3 %/11.5 %	10.0 %/14.1 %
Projected future earnings in each period	(12) %	(34) %
Long term growth rates	N/M <sup>1</sup>	N/M <sup>1</sup>

N/M – Not meaningful

<sup>1</sup> A rate of 0 % would still lead to a recoverable amount in excess of the carrying amount.

The recoverable amounts of all remaining primary CGUs, except for those in the NCOU, were substantially in excess of their respective carrying amounts.

However, a review of the Group's strategy or certain political or global risks for the banking industry such as a return of the European sovereign debt crisis, uncertainties regarding the implementation of already adopted regulation and the introduction of legislation that is already under discussion as well as a slowdown of GDP growth may negatively impact the performance forecasts of certain of the Group's CGUs and, thus, could result in an impairment of goodwill in the future.

## Other Intangible Assets

The changes of other intangible assets by asset classes for the years ended December 31, 2014, and 2013, are as follows.

in € m.	Purchased intangible assets							Internally generated intangible assets	Total other intangible assets	
	Unamortized			Amortized				Amortized		
	Retail investment management agreements	Other	Total unamortized purchased intangible assets	Customer-related intangible assets	Value of business acquired	Contract-based intangible assets	Software and other	Total amortized purchased intangible assets		Software
<b>Cost of acquisition/manufacture:</b>										
<b>Balance as of January 1, 2013</b>	<b>878</b>	<b>440</b>	<b>1,318</b>	<b>1,519</b>	<b>848</b>	<b>686</b>	<b>938</b>	<b>3,991</b>	<b>2,261</b>	<b>7,570</b>
Additions	0	0	0	24	0	0	41	65	663	728
Changes in the group of consolidated companies	0	0	0	(12)	0	0	11	(1)	0	(1)
Disposals	0	0	0	0	0	0	19	19	36	55
Reclassifications from (to) "held for sale"	0	0	0	(48)	0	0	(41)	(89)	(10)	(99)
Transfers	0	0	0	0	0	0	22	22	(68)	(46)
Exchange rate changes	(38)	1	(37)	(34)	(18)	(25)	(16)	(93)	(34)	(164)
<b>Balance as of December 31, 2013</b>	<b>840</b>	<b>441</b>	<b>1,281</b>	<b>1,449</b>	<b>830</b>	<b>661</b>	<b>936</b>	<b>3,876</b>	<b>2,776</b>	<b>7,933</b>
Additions	0	0	0	40	0	0	52	92	962	1,054
Changes in the group of consolidated companies	0	0	0	0	0	(14)	(2)	(16)	0	(16)
Disposals	0	0	0	9	0	0	12	21	99	120
Reclassifications from (to) "held for sale"	0	0	0	0	0	0	0	0	0	0
Transfers	0	0	0	(3)	0	(1)	17	13	(26)	(13)
Exchange rate changes	111	0	111	53	58	74	33	218	102	431
<b>Balance as of December 31, 2014</b>	<b>951</b>	<b>441</b>	<b>1,392</b>	<b>1,530</b>	<b>888</b>	<b>720</b>	<b>1,024</b>	<b>4,162</b>	<b>3,715</b>	<b>9,269</b>
<b>Accumulated amortization and impairment:</b>										
<b>Balance as of January 1, 2013</b>	<b>300</b>	<b>2</b>	<b>302</b>	<b>741</b>	<b>164</b>	<b>142</b>	<b>592</b>	<b>1,639</b>	<b>707</b>	<b>2,648</b>
Amortization for the year	0	0	0	99	32	36	112	279	239	518 <sup>1</sup>
Changes in the group of consolidated companies	0	0	0	(12)	0	0	6	(6)	0	(6)
Disposals	0	0	0	0	0	0	13	13	34	47
Reclassifications from (to) "held for sale"	0	0	0	(39)	0	0	(32)	(71)	(6)	(77)
Impairment losses	0	0	0	72	0	7	4	83	43	126 <sup>2</sup>
Reversals of impairment losses	0	0	0	0	0	0	0	0	0	0
Transfers	0	0	0	0	0	0	10	10	(21)	(11)
Exchange rate changes	(13)	0	(13)	(25)	(2)	(5)	(12)	(44)	(19)	(76)
<b>Balance as of December 31, 2013</b>	<b>287</b>	<b>2</b>	<b>289</b>	<b>836</b>	<b>194</b>	<b>180</b>	<b>667</b>	<b>1,877</b>	<b>909</b>	<b>3,075</b>
Amortization for the year	0	0	0	99	35	35	78	247	335	582 <sup>3</sup>
Changes in the group of consolidated companies	0	0	0	0	0	(6)	(2)	(8)	(1)	(9)
Disposals	0	0	0	8	0	0	12	20	97	117
Reclassifications from (to) "held for sale"	0	0	0	0	0	0	0	0	0	0
Impairment losses	0	0	0	0	0	117	29	146	48	194 <sup>4</sup>
Reversals of impairment losses	84	0	84	0	0	0	0	0	0	84 <sup>5</sup>
Transfers	0	0	0	1	0	0	2	3	(8)	(5)
Exchange rate changes	37	1	38	49	14	17	19	99	63	200
<b>Balance as of December 31, 2014</b>	<b>240</b>	<b>3</b>	<b>243</b>	<b>977</b>	<b>243</b>	<b>343</b>	<b>781</b>	<b>2,344</b>	<b>1,249</b>	<b>3,836</b>
<b>Carrying amount:</b>										
<b>As of December 31, 2013</b>	<b>553</b>	<b>439</b>	<b>992</b>	<b>613</b>	<b>636</b>	<b>481</b>	<b>269</b>	<b>1,999</b>	<b>1,867</b>	<b>4,858</b>
<b>As of December 31, 2014</b>	<b>711</b>	<b>438</b>	<b>1,149</b>	<b>553</b>	<b>645</b>	<b>377</b>	<b>243</b>	<b>1,818</b>	<b>2,466</b>	<b>5,433</b>

<sup>1</sup> The € 518 million were included in general and administrative expenses.

<sup>2</sup> Of which € 79 million were included in impairment of intangible assets, consisting of impairments of customer-related intangible assets (€ 72 million) and beneficial contracts (€ 7 million). Furthermore, € 47 million of impairments related to purchased (€ 4 million) and self-developed software (€ 43 million) were recorded in general and administrative expenses.

<sup>3</sup> The € 582 million were included in general and administrative expenses.

<sup>4</sup> Of which € 146 million were included in impairment of intangible assets, consisting of impairments of contract-based intangible assets (€ 117 million) and trade names (€ 29 million). Furthermore, € 48 million of impairments related to self-developed software were recorded in general and administrative expenses.

<sup>5</sup> € 84 million were recorded as reversal of a prior year's impairment and are included under impairment of intangible assets.



## Amortizing Intangible Assets

In 2014, additions to internally generated intangible assets were € 962 million, which represent the capitalization of expenses incurred in conjunction with the Group's activities related to the development of own-used software. Impairments of € 146 million recorded on purchased other intangible assets were largely attributable to Maher Terminals LLC (NCOU; thereof € 116 million on lease rights ('contract-based') and € 29 million on trade mark ('software and others')), following the continued negative outlook for container and business volumes (please refer to 'Changes in Goodwill' in this Note for additional information on the valuation result of Maher Terminals LLC). The impairment of self-developed software of € 48 million was largely a result of the reassessment of current platform software under the OpEx Program.

Changes in amortizing other intangible assets recognized during 2013 mainly included additions of € 663 million to internally generated intangible assets. Impairments of € 83 million recorded on purchased other intangible assets were largely attributable to the commercial banking activities in the Netherlands (GTB), which had seen similar charges already in 2012. The impairment on self-developed software of € 43 million was largely a result of the reassessment of current platform software under the OpEx Program.

In 2012, impairments recorded on customer-related intangible assets totaling € 86 million included € 73 million in connection with measures initiated in the fourth quarter 2012 to turnaround the acquired commercial banking activities in the Netherlands (GTB) and € 13 million related to the realignment of PBC's Consumer Banking proposition. The impairment of self-developed software of € 95 million was mainly the result of changes in the planned deployment of an IT system in Deutsche AWM.

Other intangible assets with finite useful lives are generally amortized over their useful lives based on the straight-line method (except for the VOBA, as explained in Note 41 "Insurance and Investment Contracts").

### Useful lives of other amortized intangible assets by asset class

	Useful lives in years
<b>Internally generated intangible assets:</b>	
Software	up to 10
<b>Purchased intangible assets:</b>	
Customer-related intangible assets	up to 25
Contract-based intangible assets	up to 23
Value of business acquired	up to 30
Other	up to 80

## Unamortized Intangible Assets

Within this asset class, the Group recognizes certain contract-based and marketing-related intangible assets, which are deemed to have an indefinite useful life.

In particular, the asset class comprises the below detailed investment management agreements related to retail mutual funds and certain trademarks. Due to the specific nature of these intangible assets, market prices are ordinarily not observable and, therefore, the Group values such assets based on the income approach, using a post-tax DCF-methodology.

**Retail investment management agreements:** These assets, amounting to € 711 million, relate to the Group's U.S. retail mutual fund business and are allocated to the Deutsche AWM CGU. Retail investment management agreements are contracts that give DWS Investments the exclusive right to manage a variety of mutual funds for a specified period. Since these contracts are easily renewable, the cost of renewal is minimal, and they have a long history of renewal, these agreements are not expected to have a foreseeable limit on the contract period. Therefore, the rights to manage the associated assets under management are expected to generate cash flows for an indefinite period of time. This intangible asset was recorded at fair value based upon a valuation provided by a third party at the date of the Group's acquisition of Zurich Scudder Investments, Inc. in 2002.

The recoverable amount of the asset of € 711 million was calculated as fair value less costs of disposal using the multi-period excess earnings method and the fair value measurement was categorized as level 3 in the fair value hierarchy. The key assumptions in determining the fair value less costs of disposal include the asset mix, the flows forecast and the effective fee rate. The discount rates (cost of equity) applied in the calculation were 10.7 % in 2014 and 11.4 % in 2013. Therefore, in 2014, a reversal of impairment of € 84 million was recognized and recorded in impairment of intangible assets in the income statement, mainly due to a positive flows forecast on the back of a strengthening franchise, a favorable asset mix and a decrease in the discount rate. In 2013, neither an impairment nor write-up was recorded, as the valuation remained steady to prior year. In 2012, a loss of € 202 million was recognized in the income statement as impairment of intangible assets. The impairment loss was predominantly due to declines in the expected development of invested asset flows, considering historical growth trends and impacts from the strategic review of the business conducted in 2012 as well as the competitive environment.

**Trademarks:** The other unamortized intangible assets include the Postbank (allocated to CGU PBC) and the Sal. Oppenheim (allocated to CGU Deutsche AWM) trademarks, which were acquired in 2010. The Postbank trademark was initially recognized in 2010 at € 382 million. In finalizing the purchase price allocation in 2011, the fair value of the Postbank trademark increased to € 411 million. The Sal. Oppenheim trademark was recognized at € 27 million. Since both trademarks are expected to generate cash flows for an indefinite period of time, they are classified as unamortized intangible assets. Both trademarks were recorded at fair value at the acquisition date, based on third party valuations. The recoverable amounts were calculated as the fair value less costs of disposal of the trademarks based on the income approach using the relief-from-royalty method. Since acquisition, there have been no impairments.

## 26 – Non-Current Assets and Disposal Groups Held for Sale

Within the balance sheet, non-current assets and disposal groups held for sale are included in other assets and other liabilities.

in € m.	Dec 31, 2014	Dec 31, 2013
Cash, due and deposits from banks, Central bank funds sold and securities purchased under resale agreements	0	574
Trading assets, Derivatives, Financial assets designated at fair value through P&L	0	525
Financial assets available for sale	0	2,917
Loans	0	2,032
Property and equipment	142	212
Other assets	38	411
<b>Total assets classified as held for sale</b>	<b>180</b>	<b>6,670</b>
Deposits, Central bank funds purchased and securities sold under resale agreements	0	4,425
Trading liabilities, Derivatives, Financial liabilities designated at fair value through P&L	0	439
Long-term debt	0	856
Other liabilities	0	544
<b>Total liabilities classified as held for sale</b>	<b>0</b>	<b>6,264</b>

As of December 31, 2014 and December 31, 2013, unrealized net gains of € 0 million and € 2 million, respectively, relating to non-current assets and disposal groups classified as held for sale were recognized directly in accumulated other comprehensive income (loss) (net of tax).

## Non-Current Assets and Disposal Groups Held for Sale as of December 31, 2014

As part of the OpEx program and in an effort to outsource parts of its wholesale information technology (IT) infrastructure services, the Group had reclassified mainly IT related fixed assets as a disposal group held for sale. The assets, which mainly comprise property and equipment, are initially included in the Infrastructure area, and are expected to be sold within one year. The reclassification of the disposal group to the held for sale category resulted in an impairment loss of € 11 million, which was recorded in other income.

In the first quarter 2014, the Group had classified a real estate foreclosure portfolio as held for sale within the Corporate Division NCOU. The portfolio has since been sold. Its classification as held for sale did not result in an impairment loss.

Also during 2014, the Group classified within CB&S several disposal groups consisting of foreclosures as held for sale. All assets are expected to be sold within one year. Their classification as held for sale did not result in an impairment loss. The respective assets have been measured at fair value less costs to sell on a non-recurring basis, with fair value measurement categorized as level 3 in the fair value hierarchy.

## Disposals in 2014

Division	Disposal	Financial impact <sup>1</sup>	Date of the disposal
Non-Core Operations Unit	Sale of Nevada Property 1 LLC, a wholly owned subsidiary and owner of The Cosmopolitan of Las Vegas ("The Cosmopolitan"), a leading resort and casino, to Blackstone. Under the transaction, Blackstone acquired 100 % of The Cosmopolitan for a cash consideration of approximately € 1.4 billion (U.S.\$ 1.73 billion).	An impairment loss of € 9 million recorded in the fourth quarter 2014.	Fourth quarter 2014
Deutsche Asset & Wealth Management	Sale of part of the Group's Wealth Management business in the UK.	An impairment loss of € 9 million recorded in the first quarter 2014.	Third quarter 2014
Private & Business Clients	Office building previously held as property and equipment.	None.	Second quarter 2014
Non-Core Operations Unit	Sale of the Group's subsidiary BHF-BANK AG to Kleinwort Benson Group and RHJ International ("RHJI"), following receipt of outstanding regulatory approvals. The Group received total consideration subject to closing purchase price adjustments of € 340 million, comprised of € 309 million in cash and € 31 million in RHJI shares issued at par value.	None.	First quarter 2014
Non-Core Operations Unit	Sale of office buildings previously held as investment property within other assets.	None.	First quarter 2014

<sup>1</sup> Impairment losses and reversals of impairment losses are included in Other income.

## Non-Current Assets and Disposal Groups Held for Sale as of December 31, 2013

Division	Non-current assets and disposal groups held for sale	Financial impact <sup>1</sup>	Additional information
Non-Core Operations Unit	Disposal of the Group's subsidiary BHF-BANK	An impairment loss of € 183 million recorded in the fourth quarter 2013.	Disposal in first quarter 2014
Non-Core Operations Unit/Private & Business Clients	Several office buildings held as either property and equipment or investment property.	An impairment loss of € 4 million (PBC) recorded in the fourth quarter 2013.	Disposals in 2014
Corporate Banking & Securities	Several disposal groups, consisting of foreclosure assets.	None.	Disposals in 2014
Deutsche Asset & Wealth Management	Part of the Group's Wealth Management business in the UK	An impairment loss of € 5 million recorded in the fourth quarter 2013.	Disposal in the third quarter 2014

<sup>1</sup> Impairment losses and reversals of impairment losses are included in Other income.

## Disposals in 2013

Division	Disposal	Financial impact <sup>1</sup>	Date of the disposal
Non-Core Operations Unit	Building held as property and equipment.	None.	Fourth quarter 2013
Deutsche Asset & Wealth Management	Building held as property and equipment.	None.	Third quarter 2013
Global Transaction Banking	A wholly owned subsidiary, providing merchant acquiring services to multi-national clients.	None.	Second quarter 2013
Deutsche Asset & Wealth Management	Disposal group mainly consisting of real estate fund units.	None.	First quarter 2013

<sup>1</sup> Impairment losses and reversals of impairment losses are included in Other income.

## 27 – Other Assets and Other Liabilities

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Other assets:</b>		
Brokerage and securities related receivables		
Cash/margin receivables	65,096	40,938
Receivables from prime brokerage	10,785	9,140
Pending securities transactions past settlement date	4,741	2,697
Receivables from unsettled regular way trades	34,432	30,410
Total brokerage and securities related receivables	115,054	83,185
Accrued interest receivable	2,791	3,236
Assets held for sale	180	6,670
Other	19,955	19,448
<b>Total other assets</b>	<b>137,980</b>	<b>112,539</b>

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Other liabilities:</b>		
Brokerage and securities related payables		
Cash/margin payables	70,558	53,435
Payables from prime brokerage	33,985	30,266
Pending securities transactions past settlement date	3,473	2,289
Payables from unsettled regular way trades	35,195	33,001
Total brokerage and securities related payables	143,210	118,992
Accrued interest payable	2,953	3,673
Liabilities held for sale	0	6,264
Other	37,659	34,666
<b>Total other liabilities</b>	<b>183,823</b>	<b>163,595</b>

For further details on the assets and liabilities held for sale please refer to Note 26 “Non-Current Assets and Disposal Groups Held for Sale”.

## 28 – Deposits

in € m.	Dec 31, 2014	Dec 31, 2013
Noninterest-bearing demand deposits	160,733	149,471
Interest-bearing deposits		
Demand deposits	137,966	140,813
Time deposits	124,347	127,787
Savings deposits	109,885	109,679
Total interest-bearing deposits	372,198	378,279
<b>Total deposits</b>	<b>532,931</b>	<b>527,750</b>

## 29 – Provisions

### Movements by Class of Provisions

in € m.	Home Savings Business	Operational/ Litigation	Restructuring	Mortgage Repurchase Demands	Other <sup>1</sup>	Total
<b>Balance as of January 1, 2013</b>	<b>963</b>	<b>2,604</b>	<b>165</b>	<b>341</b>	<b>822</b>	<b>4,895</b>
Changes in the group of consolidated companies	0	3	0	0	2	5
New provisions	200	2,673	344	119	408	3,744
Amounts used	(119)	(2,717)	(275)	(101)	(299)	(3,511)
Unused amounts reversed	(11)	(401)	(22)	0	(152)	(586)
Effects from exchange rate fluctuations/ Unwind of discount	(19)	(38)	(6)	(14)	(10)	(87)
Transfers	(3)	(18)	1	0	(131)	(151) <sup>2</sup>
Other	0	0	0	0	0	0
<b>Balance as of December 31, 2013</b>	<b>1,011</b>	<b>2,106</b>	<b>207</b>	<b>345</b>	<b>639</b>	<b>4,308</b>
Changes in the group of consolidated companies	0	0	0	0	0	0
New provisions	211	2,049	154	411	609	3,434
Amounts used	(104)	(307)	(195)	(45)	(194)	(845)
Unused amounts reversed	(3)	(319)	(52)	(88)	(189)	(651)
Effects from exchange rate fluctuations/ Unwind of discount	35	103	6	46	14	204
Transfers	0	0	0	0	0	0
Other	0	0	0	0	0	0
<b>Balance as of December 31, 2014</b>	<b>1,150</b>	<b>3,632</b>	<b>120</b>	<b>669</b>	<b>880</b>	<b>6,451</b>

<sup>1</sup> For the remaining portion of provisions as disclosed on the consolidated balance sheet, please see Note 20 "Allowance for Credit Losses", in which allowances for credit related off-balance sheet positions are disclosed.

<sup>2</sup> Includes mainly reclassifications (to)/from liabilities held for sale.

### Classes of Provisions

**Home Savings** provisions arise out of the home savings business of Deutsche Postbank Group and Deutsche Bank Bauspar-Aktiengesellschaft. In home savings, a customer enters into a building loan agreement, whereby the customer becomes entitled to borrow on a building loan once the customer has on deposit with the lending bank a targeted amount of money. In connection with the building loan agreement, arrangement fees are charged and interest is paid on deposited amounts at a rate that is typically lower than that paid on other bank deposits. In the event the customer determines not to make the borrowing, the customer becomes entitled to a retroactive interest bonus, reflecting the difference between the low contract savings interest rate and a fixed interest rate, currently substantially above market rate. The home savings provision relates to the potential interest bonus and arrangement fee reimbursement liability. The model for the calculation of the potential interest bonus liability includes parameters for the percentage of customer base impacted, applicable bonus rate, customer status and timing of payment. Other factors impacting the provision are available statistical data relating to customer behavior and the general environment likely to affect the business in the future.

**Operational/Litigation** provisions arise out of operational risk, which is the potential for failure (including the legal component) in relation to employees, contractual specifications and documentation, technology, infrastructure failure and disasters, external influences and customer relationships. This excludes business and reputational risk. Operational risk issues may result in demands from customers, counterparties and regulatory bodies or in legal proceedings.

**Restructuring** provisions arise out of restructuring activities. The Group aims to enhance its long-term competitiveness through major reductions in costs, duplication and complexity in the years ahead. For details see Note 10 “Restructuring”.

**Mortgage Repurchase Demands** provisions arise out of Deutsche Bank’s U.S. residential mortgage loan business. From 2005 through 2008, as part of this business, Deutsche Bank sold approximately U.S. \$ 84 billion of private label securities and U.S. \$ 71 billion of loans through whole loan sales. Deutsche Bank has been presented with demands to repurchase loans from or to indemnify purchasers, investors or financial insurers with respect to losses allegedly caused by material breaches of representations and warranties. Deutsche Bank’s general practice is to process valid repurchase demands that are presented in compliance with contractual rights and applicable statutes of limitations.

As of December 31, 2014, Deutsche Bank has approximately U.S.\$ 4.8 billion of mortgage repurchase demands outstanding and not subject to agreements to rescind (based on original principal balance of the loans). These demands consist primarily of demands made in respect of private label securitizations by the trustees or servicers thereof. Against these outstanding demands, Deutsche Bank recorded provisions of U.S.\$ 813 million (€ 669 million) as of December 31, 2014. Deutsche Bank is the beneficiary of indemnity agreements from the originators or sellers of certain of the mortgage loans subject to these demands, with respect to which Deutsche Bank has recognized receivables in 2014 of U.S.\$ 359 million (€ 295 million) as of December 31, 2014. The net provisions against these demands following deduction of such receivables were U.S.\$ 454 million (€ 374 million) as of December 31, 2014. No such indemnity receivables were recognized for prior years.

As of December 31, 2014, Deutsche Bank has completed repurchases, obtained agreements to rescind or otherwise settled claims on loans with an original principal balance of approximately U.S. \$ 5.3 billion. In connection with those repurchases, agreements and settlements, Deutsche Bank has obtained releases for potential claims on approximately U.S. \$ 72.9 billion of loans sold by Deutsche Bank as described above.

Deutsche Bank has entered into agreements with certain entities that have threatened to assert mortgage loan repurchase demands against Deutsche Bank to toll the relevant statutes of limitations. It is possible that these potential demands may have a material impact on Deutsche Bank.

Deutsche Bank anticipates that additional mortgage repurchase demands may be made in respect of mortgage loans that it has sold, but cannot reliably estimate their timing or amount, which can be influenced by, among other things, court decisions on when the statute of limitations on breaches of representations and warranties accrues including in an appeal pending before the New York Court of Appeal with respect to a residential mortgage-backed security issued by Deutsche Bank. Deutsche Bank did not act as servicer for the loans sold to third parties as whole loans (which constitute almost half of all U.S. residential mortgage loans sold from 2005 through 2008) and, once sold, Deutsche Bank ceased to have access to information about their performance. While loan performance is publicly available on the mortgage loans that Deutsche Bank securitized, no direct correlation has been observed between their performance and repurchase demands received. Demands have been received on loans that have defaulted, as well as loans that are current and loans that have been repaid in full.

**Other** provisions include several specific items arising from a variety of different circumstances, including the provision for the reimbursement of loan processing fees, deferred sales commissions, the provision for the United Kingdom bank levy and a provision under the credit card business cooperation of Deutsche Bank and Hua Xia Bank (see Note 38 “Related Party Transactions”).

## Contingent Liabilities

Contingent liabilities can arise from present obligations and from possible obligations arising from past events. The Group recognizes a provision for potential loss only when there is a present obligation arising from a past event that is probable to result in an economic outflow and that can be reliably estimated. For significant contingent liabilities for which the possibility of a future loss is more than remote but less than probable, the Group estimates the possible loss where the Group believes that an estimate can be made.

The Group operates in a legal and regulatory environment that exposes it to significant litigation risks. As a result, the Group is involved in litigation, arbitration and regulatory proceedings and investigations in Germany and in a number of jurisdictions outside Germany, including the United States, arising in the ordinary course of business. The legal and regulatory claims for which the Group has taken material provisions or for which there are material contingent liabilities that are more than remote are described below; similar matters are grouped together and some matters consist of a number of claims. The estimated loss in respect of each, where such an estimate can be made, has not been disclosed for individual matters because the Group has concluded that such disclosure can be expected to seriously prejudice their outcome. Where a provision has been taken for a particular claim, no contingent liability is recorded.

In determining for which of the claims the possibility of a loss is more than remote, and then estimating the possible loss for those claims, the Group takes into consideration a number of factors, including but not limited to the nature of the claim and its underlying facts, the procedural posture and litigation history of each case, rulings by the courts or tribunals, the Group's experience and the experience of others in similar cases (to the extent this is known to the Group), prior settlement discussions, settlements by others in similar cases (to the extent this is known to the Group), available indemnities and the opinions and views of legal counsel and other experts. There are other disclosed matters for which the possibility of a loss is more than remote but for which such an estimate cannot be made. For the Bank's significant matters where an estimate can be made, the Group currently estimates that, as of December 31, 2014, the aggregate future loss of which the possibility is more than remote but less than probable is approximately € 2.0 billion (December 31, 2013: € 1.5 billion). This figure includes contingent liabilities on matters where the Group's potential liability is joint and several and where the Group expects any such liability to be paid by a third party.

This estimated possible loss, as well as any provisions taken, is based upon currently available information and is subject to significant judgment and a variety of assumptions, variables and known and unknown uncertainties. These uncertainties may include inaccuracies in or incompleteness of the information available to the Group, particularly at the preliminary stages of matters, and assumptions by the Group as to future rulings of courts or other tribunals or the likely actions or positions taken by regulators or adversaries may prove incorrect. Moreover, estimates of possible loss for these matters are often not amenable to the use of statistical or other quantitative analytical tools frequently used in making judgments and estimates, and are subject to even greater degrees of uncertainty than in many other areas where the Group must exercise judgment and make estimates.

The matters for which the Group determines that the possibility of a future loss is more than remote will change from time to time, as will the matters as to which an estimate can be made and the estimated possible loss for such matters. Actual results may prove to be significantly higher or lower than the estimate of possible loss in those matters where such an estimate was made. In addition, loss may be incurred in matters with respect to which the Group believed the likelihood of loss was remote. In particular, the estimated aggregate possible loss does not represent the Group's potential maximum loss exposure for those matters.

The Group may settle litigation or regulatory proceedings or investigations prior to a final judgment or determination of liability. It may do so to avoid the cost, management efforts or negative business, regulatory or reputational consequences of continuing to contest liability, even when the Group believes it has valid defenses to liability. It may also do so when the potential consequences of failing to prevail would be disproportionate to the costs of settlement. Furthermore, the Group may, for similar reasons, reimburse counterparties for their losses even in situations where it does not believe that it is legally compelled to do so.

## Current Individual Proceedings

**Credit Default Swap Antitrust Matters.** On July 1, 2013, the European Commission (EC) issued a Statement of Objections (the “SO”) against Deutsche Bank, Markit Group Limited (Markit), the International Swaps and Derivatives Association, Inc. (ISDA), and twelve other banks alleging anti-competitive conduct under Article 101 of the Treaty on the Functioning of the European Union (TFEU) and Article 53 of the European Economic Area Agreement (the “EEA Agreement”). The SO sets forth preliminary conclusions of the EC that (i) attempts by certain entities to engage in exchange trading of unfunded credit derivatives were foreclosed by improper collective action in the period from 2006 through 2009, and (ii) the conduct of Markit, ISDA, Deutsche Bank and the twelve other banks constituted a single and continuous infringement of Article 101 of the TFEU and Article 53 of the EEA Agreement. If the EC finally concludes that infringement occurred, it may seek to impose fines and other remedial measures on Deutsche Bank, Markit, ISDA and the twelve other banks. Deutsche Bank filed a response contesting the EC’s preliminary conclusions in January 2014. Deutsche Bank and other SO addressees presented orally the key elements of their responses at an oral hearing in May 2014. Following the oral hearing, the EC announced its intention to carry out a further investigation of the facts.

**Antitrust Litigation regarding Credit Default Swaps.** A multi-district civil class action is currently pending in the United States District Court for the Southern District of New York against Deutsche Bank and numerous other credit default swap (CDS) dealer banks, as well as Markit and ISDA. Plaintiffs filed a second consolidated amended class action complaint on April 11, 2014 alleging that the banks conspired with Markit and ISDA to prevent the establishment of exchange-traded CDS, with the effect of raising prices for over-the-counter CDS transactions. Plaintiffs seek to represent a class of individuals and entities located in the United States or abroad who, during a period from January 1, 2008 through December 31, 2013, directly purchased CDS from or directly sold CDS to the dealer defendants in the United States. Defendants moved to dismiss the second consolidated amended class action complaint on May 23, 2014. On September 4, 2014, the court granted in part and denied in part the motion to dismiss. Discovery on plaintiffs’ remaining claims is ongoing.

**Credit Correlation.** Certain regulatory authorities are investigating Deutsche Bank’s bespoke credit correlation trading book and certain risks within that book, during the credit crisis. Issues being examined include the methodology used to value positions in the book as well as the robustness of controls governing the application of valuation methodologies. Deutsche Bank has been in discussions with the SEC staff regarding the resolution of its investigation in this matter. There can be no assurance that such a resolution will be achieved.

**Esch Funds Litigation.** Sal. Oppenheim jr. & Cie. AG & Co. KGaA (“Sal. Oppenheim”) was prior to its acquisition by Deutsche Bank in 2010 involved in the marketing and financing of participations in closed end real estate funds. These funds were structured as Civil Law Partnerships under German law. Usually, Josef Esch Fonds-Project GmbH performed the planning and project development. Sal. Oppenheim held an indirect interest in this company via a joint-venture. In relation to this business a number of civil claims have been filed against Sal. Oppenheim. Some but not all of these claims are also directed against former managing partners of Sal. Oppenheim and other individuals. The claims brought against Sal. Oppenheim relate to investments of originally approximately € 1.1 billion. The investors are seeking to unwind their fund participation and to be indemnified against potential losses and debt related to the investment. The claims are based in part on an alleged failure of Sal. Oppenheim to provide adequate information on related risks and other material aspects important for the investors’ decision. Based on the facts of the individual cases, some courts decided in favor and some against Sal. Oppenheim. Appeals are pending.

**FX Investigations and Litigations.** Deutsche Bank has received requests for information from certain regulatory and law enforcement agencies globally who are investigating trading, and various other aspects, of the foreign exchange market. The Bank is cooperating with these investigations. Relatedly, Deutsche Bank is conducting its own internal global review of foreign exchange trading and other aspects of its foreign exchange business. In connection with this review, the Bank has taken, and will continue to take, disciplinary action with regards to individuals if merited. Deutsche Bank has also been named as a defendant in three putative class actions – two involving non-U.S. plaintiffs and one involving U.S. plaintiffs – brought in the United States District Court for the Southern District of New York alleging antitrust claims relating to the alleged manipulation of foreign ex-



change rates. On January 28, 2015, the federal judge overseeing the class actions granted the motion to dismiss with prejudice in the two actions involving non-U.S. plaintiffs while denying the motion to dismiss in the action involving U.S. plaintiffs.

**High Frequency Trading/Dark Pool Trading.** Deutsche Bank has received requests for information from certain regulatory authorities related to high frequency trading and the operation of Deutsche Bank's alternative trading system ("ATS" or "Dark Pool"), SuperX. The Bank is cooperating with these requests. Deutsche Bank was initially named as a defendant in putative class action complaints alleging violations of U.S. securities laws related to high frequency trading, but in their consolidated amended complaint filed September 2, 2014, the plaintiffs did not include Deutsche Bank as a defendant.

**Interbank Offered Rates Matters.** Deutsche Bank has received subpoenas and requests for information from various regulatory and law enforcement agencies in Europe, North America and Asia/Pacific in connection with industry-wide investigations concerning the setting of London Interbank Offered Rate (LIBOR), Euro Interbank Offered Rate (EURIBOR), Tokyo Interbank Offered Rate (TIBOR) and other interbank offered rates. Deutsche Bank is cooperating with these investigations.

As previously reported, Deutsche Bank reached a settlement with the European Commission on December 4, 2013 as part of a collective settlement to resolve the European Commission's investigations in relation to anti-competitive conduct in the trading of Euro interest rate derivatives and Yen interest rate derivatives. Under the terms of the settlement agreement, Deutsche Bank agreed to pay € 725 million in total. Deutsche Bank nonetheless remains exposed to civil litigation and further regulatory action relating to these benchmarks.

Deutsche Bank has been informed by certain of the authorities investigating these matters that proceedings against Deutsche Bank will be recommended with respect to some aspects of the matters under investigation, and Deutsche Bank is engaged in discussions with those authorities about potential resolution of those investigations.

In the period from mid-2012 to autumn 2014, five financial institutions entered into settlements with the U.K. Financial Conduct Authority (formerly the Financial Services Authority), U.S. Commodity Futures Trading Commission, U.S. Department of Justice (DOJ), and other regulators. While the terms of the various settlements differed, they all involved significant financial penalties and regulatory consequences. For example, three financial institutions' settlements included a Deferred Prosecution Agreement, pursuant to which the DOJ agreed to defer prosecution of criminal charges against the applicable entity provided that the financial institution satisfies the terms of the Deferred Prosecution Agreement. The terms of the other two financial institutions' settlements included Non-Prosecution Agreements, pursuant to which the DOJ agreed not to file criminal charges against the entities so long as certain conditions are met. In addition, affiliates of two of the financial institutions agreed to plead guilty to a crime in a United States court for related conduct.

A number of civil actions, including putative class actions, are pending in federal court in the United States District Court for the Southern District of New York (SDNY) against Deutsche Bank and numerous other banks. All but two of these actions were filed on behalf of parties who allege that they held or transacted in U.S. dollar LIBOR-based derivatives or other financial instruments and sustained losses as a result of purported collusion or manipulation by the defendants relating to the setting of U.S. dollar LIBOR. With one exception, all of the civil actions pending in the SDNY concerning U.S. dollar LIBOR are being coordinated as part of a multidistrict litigation (U.S. dollar LIBOR MDL). In March 2013, the court dismissed the federal and state antitrust claims, claims asserted under the Racketeer Influenced and Corrupt Organizations Act (RICO) and certain state law claims that had been asserted in six amended complaints. Plaintiffs representing a putative class of bondholders are currently pursuing an appeal from the dismissal of their sole claim (a federal antitrust claim) from the U.S. dollar LIBOR MDL to the United States Court of Appeals for the Second Circuit, following a decision by the United States Supreme Court permitting them to pursue an appeal at this time. The District Court has also granted applications made by other plaintiffs in the U.S. dollar LIBOR MDL whose federal antitrust claims were dismissed by the District Court, or whose cases were stayed by the District Court pending the outcome of the

bondholder plaintiffs' appeal to the Supreme Court, to pursue immediate appeals to the Second Circuit on their federal antitrust claims. (The Second Circuit has denied a request by a separate group of plaintiffs to reinstate their appeal, which was initially dismissed by the Second Circuit as untimely in 2013. That group of plaintiffs has now filed a new notice of appeal.) Additional complaints relating to the alleged manipulation of U.S. dollar LIBOR have been filed in, removed to, or transferred to the SDNY and are being coordinated as part of the U.S. dollar LIBOR MDL. The court issued a decision in June 2014 permitting plaintiffs to proceed with certain claims under the Commodity Exchange Act (CEA), as well as certain state law contract and unjust enrichment claims. Various plaintiffs proceeding in their individual capacities (i.e., non-class actions) have filed amended complaints, and the parties have briefed motions to dismiss. Plaintiffs representing putative classes of homeowners and lenders have also filed amended complaints, and the parties are briefing motions to dismiss. The Bank has also filed motions to dismiss complaints for lack of personal jurisdiction filed by putative classes of plaintiffs who allegedly transacted in over-the-counter financial instruments referencing U.S. dollar LIBOR and plaintiffs who allegedly transacted in exchange-traded financial instruments referencing U.S. dollar LIBOR. An additional action concerning U.S. dollar LIBOR is independently pending in the SDNY and is subject to pending motions to dismiss. Finally, the Bank has also been named as a defendant in a civil action pending in the Central District of California concerning U.S. dollar LIBOR. The court has granted the Bank's motion to dismiss for lack of personal jurisdiction and has dismissed the claims asserted against the other defendants in the case as well. The plaintiff has filed a notice of appeal seeking review by the United States Court of Appeals for the Ninth Circuit.

A putative class action was filed against Deutsche Bank and other banks concerning the alleged manipulation of Yen LIBOR and Euroyen TIBOR. On March 28, 2014, the SDNY court granted defendants' motions to dismiss claims asserted under U.S. federal antitrust laws and for unjust enrichment, but denied defendants' motions as to certain claims asserted under the CEA. Motions to dismiss the case for lack of personal jurisdiction filed by Deutsche Bank and certain other foreign defendants are pending and discovery is stayed through April 7, 2015. Deutsche Bank is also a defendant in a putative class action concerning the alleged manipulation of EURIBOR. The court granted a motion to stay discovery through May 12, 2015. Defendants' time to respond to that complaint has been stayed pending amendments to the complaint. Claims for damages in these cases have been asserted under various legal theories, including violations of the CEA, federal and state antitrust laws, RICO, and other federal and state laws.

**Kirch.** The public prosecutor's office in Munich has conducted and is currently conducting criminal investigations in connection with the Kirch case with regard to former Management Board members as well as the current Management Board members Juergen Fitschen and Dr. Stephan Leithner. The Kirch case involved several civil proceedings between Deutsche Bank AG and Dr. Leo Kirch as well as media companies controlled by him. The key issue was whether an interview given by Dr. Rolf Breuer, then Spokesman of Deutsche Bank's Management Board, in 2002 with Bloomberg television, during which Dr. Breuer commented on Dr. Kirch's (and his companies') inability to obtain financing, caused the insolvency of the Kirch companies. In February 2014, Deutsche Bank and the Kirch heirs reached a comprehensive settlement, which has ended all legal disputes between them.

The investigation involving current Management Board member Juergen Fitschen and several former Management Board members has been concluded. At the beginning of August 2014, an indictment was filed with the District Court of Munich against Mr. Fitschen and such former Management Board members. The public prosecutor has applied for the court to order Deutsche Bank's secondary participation in the proceedings in regard to a potential regulatory offence pursuant to Section 30 of the German Regulatory Offences Act. The indictment was served to the former Management Board members, Mr. Fitschen and Deutsche Bank AG in September 2014. On March 2, 2015, the District Court of Munich admitted the indictment and opened the trial against all accused. The court also ordered the secondary participation of Deutsche Bank AG.

The investigation involving current Management Board member Dr. Stephan Leithner is ongoing.

The allegations of the public prosecutors are that the two current Management Board members failed to correct in a timely manner factual statements made by Deutsche Bank's litigation counsel in submissions filed in a civil case between Kirch and Deutsche Bank AG before the Munich Higher Regional Court and the Federal Court of Justice, after allegedly having become aware that such statements were not correct. Under German law, a party in a civil litigation is under a statutory duty to make sure all factual statements made by it in court are accurate. The investigation of Dr. Leithner and the indictment of Mr. Fitschen are based on the allegation that (unlike the other current Management Board members of the Bank) they had special knowledge or responsibility in relation to the Kirch case. The indictment regarding former Management Board members is based on the allegation that such former Management Board members gave incorrect testimony to the Munich Higher Regional Court.

The Supervisory Board and the Management Board of the Bank have obtained opinions from an international law firm and a retired president of one of the leading courts of appeal in Germany to the effect that there is no basis for the accusation of criminal wrongdoing made by the public prosecutors against Mr. Fitschen and Dr. Leithner. Deutsche Bank is fully cooperating with the Munich public prosecutor's office.

**KOSPI Index Unwind Matters.** Following the decline of the Korea Composite Stock Price Index 200 ("KOSPI 200") in the closing auction on November 11, 2010 by approximately 2.7 %, the Korean Financial Supervisory Service ("FSS") commenced an investigation and expressed concerns that the fall in the KOSPI 200 was attributable to a sale by Deutsche Bank of a basket of stocks, worth approximately € 1.6 billion, that was held as part of an index arbitrage position on the KOSPI 200. On February 23, 2011, the Korean Financial Services Commission, which oversees the work of the FSS, reviewed the FSS' findings and recommendations and resolved to take the following actions: (i) to file a criminal complaint to the Korean Prosecutor's Office for alleged market manipulation against five employees of the Deutsche Bank group and Deutsche Bank's subsidiary Deutsche Securities Korea Co. (DSK) for vicarious liability; and (ii) to impose a suspension of six months, commencing April 1, 2011 and ending September 30, 2011, of DSK's business for proprietary trading of cash equities and listed derivatives and DMA (direct market access) cash equities trading, and the requirement that DSK suspend the employment of one named employee for six months. There was an exemption to the business suspension which permitted DSK to continue acting as liquidity provider for existing derivatives linked securities. On August 19, 2011, the Korean Prosecutor's Office announced its decision to indict DSK and four employees of the Deutsche Bank group on charges of spot/futures linked market manipulation. The criminal trial commenced in January 2012. A verdict in respect of DSK and one of the four indicted employees may be delivered during 2015. In addition, a number of civil actions have been filed in Korean courts against Deutsche Bank and DSK by certain parties who allege they incurred losses as a consequence of the fall in the KOSPI 200 on November 11, 2010. The claimants are seeking damages with an aggregate claim amount of approximately € 250 million (at present exchange rates) plus interest and costs. These litigations are at various stages of proceedings, with verdicts in some actions possible during 2015.

**Mortgage-Related and Asset-Backed Securities Matters and Investigation.** Deutsche Bank, along with certain affiliates (collectively referred in these paragraphs to as "Deutsche Bank"), have received subpoenas and requests for information from certain regulators and government entities, including members of the Residential Mortgage-Backed Securities Working Group of the U.S. Financial Fraud Enforcement Task Force, concerning its activities regarding the origination, purchase, securitization, sale and/or trading of mortgage loans, residential mortgage-backed securities (RMBS), commercial mortgage-backed securities (CMBS), collateralized debt obligations, other asset-backed securities and credit derivatives. Deutsche Bank is cooperating fully in response to those subpoenas and requests for information.

Deutsche Bank has been named as a defendant in a civil action brought by the Commonwealth of Virginia asserting claims for fraud and breach of the Virginia Fraud Against Taxpayers Act as a result of purchases by the Virginia Retirement System (VRS) of RMBS issued or underwritten by Deutsche Bank. Deutsche Bank is one of thirteen financial institutions named as defendants. The complaint alleges damages of \$1.15 billion in the aggregate against all defendants but does not specify the damages sought from each defendant. The action was originally filed under seal by a private party and was unsealed on September 16, 2014, after the Attor-

ney General for Virginia decided to intervene in the action. The case is in the early stages, and Deutsche Bank is contesting VRS's assertion that the Virginia state court can exercise personal jurisdiction over it.

Deutsche Bank has been named as defendant in numerous other civil litigations in connection with its various roles, including issuer or underwriter, in offerings of RMBS and other asset-backed securities. These cases, described below, include putative class action suits, actions by individual purchasers of securities and actions by trustees on behalf of RMBS trusts. Although the allegations vary by lawsuit, these cases generally allege that the RMBS offering documents contained material misrepresentations and omissions, including with regard to the underwriting standards pursuant to which the underlying mortgage loans were issued, or assert that various representations or warranties relating to the loans were breached at the time of origination.

Deutsche Bank is a defendant in putative class actions relating to its role, along with other financial institutions, as underwriter of RMBS issued by IndyMac MBS, Inc. On September 8, 2014, Deutsche Bank, certain other financial institution defendants and lead plaintiffs executed a stipulation to settle the action. On September 30, 2014, the court issued an order certifying the class for settlement and approving notice to the class. On February 23, 2015, the court issued an order approving the settlement and dismissing the action. Under the settlement, all settling defendants paid a total of \$ 340 million. Deutsche Bank's portion of the settlement is not material to it.

Deutsche Bank is a defendant in a putative class action relating to its role, along with other financial institutions, as underwriter of RMBS issued by Novastar Mortgage Corporation. On February 4, 2015, the court issued an order vacating its prior decision that had dismissed five of six RMBS offerings from the case. The court ordered the plaintiffs to amend the operative complaint to include the previously dismissed offerings. Discovery in the action, which had been stayed while the plaintiffs' motion had been pending, will now resume.

On December 18, 2013, the United States District Court for the Southern District of New York dismissed the claims against Deutsche Bank in a putative class action relating to RMBS issued by Residential Accredited Loans, Inc. and its affiliates.

Deutsche Bank is a defendant in various non-class action lawsuits and arbitrations by alleged purchasers of, and counterparties involved in transactions relating to, RMBS, and their affiliates, including Aozora Bank, Ltd., Commerzbank AG, the Federal Deposit Insurance Corporation (as conservator for Colonial Bank, Franklin Bank S.S.B., Guaranty Bank, Citizens National Bank and Strategic Capital Bank), the Federal Home Loan Bank of Boston, the Federal Home Loan Bank of San Francisco, the Federal Home Loan Bank of Seattle, HSBC Bank USA, National Association (as trustee for certain RMBS trusts), Knights of Columbus, Mass Mutual Life Insurance Company, Phoenix Light SF Limited (as purported assignee of claims of special purpose vehicles created and/or managed by WestLB AG), Royal Park Investments (as purported assignee of claims of a special-purpose vehicle created to acquire certain assets of Fortis Bank), Sealink Funding Ltd. (as purported assignee of claims of special purpose vehicles created and/or managed by Sachsen Landesbank and its subsidiaries), Texas County & District Retirement System and The Charles Schwab Corporation.

On November 17, 2014, pursuant to confidential settlement agreements executed on November 6, 2014, Assured Guaranty Municipal Corporation dismissed with prejudice the action it had filed against Deutsche Bank and Deutsche Bank dismissed with prejudice the third-party claims it had filed in that action against Greenpoint Mortgage Funding, Inc. The net financial impact of the settlements was not material to Deutsche Bank.

On December 15, 2014, pursuant to a confidential settlement agreement executed on December 9, 2014, Landesbank Baden-Württemberg dismissed with prejudice the action it had filed against Deutsche Bank. The financial terms of the settlement are not material to Deutsche Bank.

On December 18, 2014, a stipulation was filed dismissing with prejudice claims brought against Deutsche Bank by Mass Mutual Life Insurance Company relating to offerings issued by entities affiliated with Countrywide. Deutsche Bank's understanding is that the dismissal with respect to these offerings was pursuant to a

confidential settlement agreement to which Deutsche Bank was not a party. Deutsche Bank remains a defendant in separate litigation brought by Mass Mutual Life Insurance Company relating to certificates not issued by entities affiliated with Countrywide.

On January 14, 2015, the court granted Deutsche Bank's motion to dismiss the action brought against it by Aozora Bank, Ltd., relating to a collateralized debt obligation identified as Blue Edge ABS CDO Ltd. On February 17, 2015, Aozora Bank, Ltd. filed a motion to reargue, or, in the alternative, to file an amended complaint. Deutsche Bank has opposed the motion. Deutsche Bank also is a defendant, along with UBS AG and affiliates, in an action brought by Aozora Bank relating to a collateralized debt obligation identified as Brooklyn Structured Finance CDO, Ltd., in which a motion to dismiss currently is pending before the court.

Pursuant to a confidential settlement agreement dated January 15, 2015, John Hancock Life Insurance Company (U.S.A.) and affiliates agreed to dismiss with prejudice the action they had filed against Deutsche Bank. The financial terms of the settlement are not material to Deutsche Bank.

On January 22, 2015, pursuant to a confidential settlement agreement with Deutsche Bank dated January 14, 2015, the Federal Home Loan Bank of San Francisco dismissed with prejudice claims that it had filed against Deutsche Bank relating to seven RMBS offerings.

On January 26, 2015, pursuant to a confidential agreement between the Federal Home Loan Bank of San Francisco and Countrywide, the Federal Home Loan Bank of San Francisco entered an order dismissing with prejudice claims brought against Deutsche Bank by the Federal Home Loan Bank of San Francisco relating to 15 offerings issued by entities affiliated with Countrywide. Deutsche Bank's understanding is that the dismissal with respect to these 15 offerings was pursuant to a confidential settlement agreement to which Deutsche Bank was not a party. Deutsche Bank remains a defendant in the case with respect to one RMBS offering and two offerings described as resecuritizations of RMBS certificates. The case is in discovery.

Deutsche Bank and Monarch Alternative Capital LP and certain of its advisory clients and managed investments vehicles (Monarch) reached an agreement on December 18, 2014 to propose a settlement agreement to HSBC Bank USA, National Association (HSBC) to resolve litigation relating to three RMBS trusts. Pursuant to the agreement with Monarch, Monarch requested that HSBC conduct a vote of certificateholders for each of the trusts with respect to the approval or rejection of the proposed settlements. HSBC has notified the relevant certificateholders of the proposed settlement agreements and that it is currently undertaking a review of the proposed agreements and intends to issue future notices to certificateholders regarding the proposed agreements shortly. In the event one or more of the settlements are completed, a substantial portion of the settlement funds paid by Deutsche Bank would be reimbursed by a non-party to the litigation. The net economic impact of the settlements is not material to Deutsche Bank.

In the actions against Deutsche Bank solely as an underwriter of other issuers' RMBS offerings, Deutsche Bank has contractual rights to indemnification from the issuers, but those indemnity rights may in whole or in part prove effectively unenforceable where the issuers are now or may in the future be in bankruptcy or otherwise defunct.

Deutsche Bank has entered into agreements with certain entities that have threatened to assert claims against Deutsche Bank in connection with various RMBS offerings and other related products to toll the relevant statutes of limitations. It is possible that these potential claims may have a material impact on Deutsche Bank. In addition, Deutsche Bank has entered into settlement agreements with some of these entities, the financial terms of which are not material to Deutsche Bank.

Deutsche Bank National Trust Company ("DBNTC") and Deutsche Bank Trust Company Americas ("DBTCA") have been sued by investors in civil litigation concerning their roles as trustees of certain RMBS trusts. On June 18, 2014, a group of investors filed a civil action against DBNTC and DBTCA in New York State Supreme Court purportedly on behalf of and for the benefit of 544 private-label RMBS trusts asserting claims for alleged

violations of the Trust Indenture Act of 1939 (TIA), breach of contract, breach of fiduciary duty and negligence based on DBNTC and DBTCA's alleged failure to perform their duties as trustees for the trusts. Plaintiffs have since dismissed their state court complaint and refiled an amended complaint in the U.S. District Court for the Southern District of New York. On June 18, 2014, Royal Park Investments SA/NV filed a purported class action on behalf of investors in 10 RMBS trusts against DBNTC in the U.S. District Court for the Southern District of New York asserting claims for alleged violations of the TIA, breach of contract and breach of trust based on DBNTC's alleged failure to perform its duties as trustee for the trusts. DBNTC has moved to dismiss the complaint. On November 7, 2014, the National Credit Union Administration Board, as an investor in 121 RMBS trusts, filed a lawsuit in the U.S. District Court for the Southern District of New York against DBNTC as trustee of those trusts, alleging violations of the TIA and the New York Streit Act for DBNTC's alleged failure to perform certain purported statutory and contractual duties. On December 23, 2014, certain CDOs that hold RMBS certificates issued by 21 RMBS trusts filed a complaint in the U.S. District Court for the Southern District of New York against DBNTC as trustee of the trusts, asserting claims for violation of the TIA and the Streit Act, breach of contract, breach of fiduciary duty, negligence, gross negligence, and negligent misrepresentation, based on DBNTC's alleged failure to perform its duties as trustee for the trusts.

**Precious Metals Investigations and Litigations.** Deutsche Bank has received requests for information from certain regulatory and law enforcement authorities who are investigating trading, and various other aspects of, precious metals. The Bank is cooperating with these investigations. Relatedly, Deutsche Bank has been conducting its own internal review of precious metals trading and other aspects of its precious metals business. Deutsche Bank is also named as a defendant in several putative class action complaints pending in the United States District Court for the Southern District of New York alleging violations of U.S. antitrust law and the U.S. Commodity Exchange Act related to the alleged manipulation of gold and silver prices through participation in the Gold and Silver Fixes.

**Referral Hiring Practices Investigations.** Certain regulators are investigating, among other things, Deutsche Bank's compliance with the Foreign Corrupt Practices Act and other laws with respect to the Bank's hiring practices related to candidates referred by clients, potential clients and government officials, and its engagement of consultants in the Asia/Pacific region. Deutsche Bank is responding to and continuing to cooperate with these investigations.

**U.S. Embargoes-Related Matters.** Deutsche Bank has received requests for information from certain regulatory and law enforcement agencies concerning its historical processing of U.S. dollar payment orders through U.S. financial institutions for parties from countries subject to U.S. embargo laws. These agencies are investigating whether such processing complied with U.S. federal and state laws. In 2006, Deutsche Bank voluntarily decided that it would not engage in new U.S. dollar business with counterparties in Iran, Sudan, North Korea and Cuba and with certain Syrian banks, and to exit existing U.S. dollar business with such counterparties to the extent legally possible. In 2007, Deutsche Bank decided that it would not engage in any new business, in any currency, with counterparties in Iran, Syria, Sudan and North Korea and to exit existing business, in any currency, with such counterparties to the extent legally possible; it also decided to limit its non-U.S. dollar business with counterparties in Cuba. Deutsche Bank is providing information to and otherwise cooperating with the investigating agencies.

## 30 – Credit related Commitments and Contingent Liabilities

In the normal course of business the Group regularly enters into irrevocable lending commitments, including fronting commitments as well as contingent liabilities consisting of financial and performance guarantees, standby letters of credit and indemnity agreements on behalf of its customers. Under these contracts the Group is required to perform under an obligation agreement or to make payments to the beneficiary based on third party's failure to meet its obligations. For these instruments it is not known to the Group in detail if, when and to what extent claims will be made. In the event that the Group has to pay out cash in respect of its fronting commitments, the Group would immediately seek reimbursement from the other syndicate lenders. The Group considers all the above instruments in monitoring the credit exposure and may require collateral to mitigate inherent credit risk. If the credit risk monitoring provides sufficient perception about a loss from an expected claim, a provision is established and recorded on the balance sheet.

The following table shows the Group's irrevocable lending commitments and lending related contingent liabilities without considering collateral or provisions. It shows the maximum potential utilization of the Group in case all these liabilities entered into must be fulfilled. The table therefore does not show the expected future cash flows from these liabilities as many of them will expire without being drawn and arising claims will be honored by the customers or can be recovered from proceeds of arranged collateral.

### Irrevocable lending commitments and lending related contingent liabilities

in € m.	Dec 31, 2014	Dec 31, 2013
Irrevocable lending commitments	154,446	137,202 <sup>1</sup>
Contingent liabilities	62,087	65,630
<b>Total</b>	<b>216,533</b>	<b>202,832</b>

<sup>1</sup> In 2014, comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

### Government Assistance

In the course of its business, the Group regularly applies for and receives government support by means of Export Credit Agency ("ECA") guarantees covering transfer and default risks for the financing of exports and investments into Emerging Markets and to a lesser extent, developed markets for Structured Trade & Export Finance and short-/medium-term Trade Finance business. Almost all export-oriented states have established such ECAs to support their domestic exporters. The ECAs act in the name and on behalf of the government of their respective country and are either constituted directly as governmental departments or organized as private companies vested with the official mandate of the government to act on its behalf. Terms and conditions of such ECA guarantees granted for short-term, mid-term and long-term financings are quite comparable due to the fact that most of the ECAs act within the scope of the Organisation for Economic Cooperation and Development ("OECD") consensus rules. The OECD consensus rules, an intergovernmental agreement of the OECD member states, define benchmarks intended to ensure that a fair competition between different exporting nations will take place.

In some countries dedicated funding programs with governmental support are offered for ECA-covered financings. On a selective basis, the Group makes use of such programs. In certain financings, the Group also receives government guarantees from national and international governmental institutions as collateral to support financings in the interest of the respective governments. The majority of such ECA guarantees received by the Group were issued either by the Euler-Hermes Kreditversicherungs AG acting on behalf of the Federal Republic of Germany or by the Commodity Credit Corporation acting on behalf of the United States.

## 31 – Other Short-Term Borrowings

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Other short-term borrowings:</b>		
Commercial paper	14,787	20,852
Other	28,144	38,915
<b>Total other short-term borrowings</b>	<b>42,931</b>	<b>59,767</b>

## 32 – Long-Term Debt and Trust Preferred Securities

### Long-Term Debt by Earliest Contractual Maturity

in € m.	Due in 2015	Due in 2016	Due in 2017	Due in 2018	Due in 2019	Due after 2019	Total Dec 31, 2014	Total Dec 31, 2013
<b>Senior debt:</b>								
Bonds and notes:								
Fixed rate	15,155	11,887	15,733	6,288	9,344	26,389	84,795	76,953
Floating rate	7,174	6,337	5,131	3,129	6,514	6,365	34,651	26,503
<b>Subordinated debt:</b>								
Bonds and notes:								
Fixed rate	705	500	1	70	28	1,385	2,689	3,022
Floating rate	1,039	0	0	50	20	1,248	2,358	4,557
<b>Other</b>	<b>1,666</b>	<b>5,495</b>	<b>1,615</b>	<b>2,110</b>	<b>1,224</b>	<b>8,234</b>	<b>20,344</b>	<b>22,047</b>
<b>Total long-term debt</b>	<b>25,739</b>	<b>24,219</b>	<b>22,480</b>	<b>11,647</b>	<b>17,130</b>	<b>43,622</b>	<b>144,837</b>	<b>133,082</b>

The Group did not have any defaults of principal, interest or other breaches with respect to its liabilities in 2014 and 2013.

### Trust Preferred Securities<sup>1</sup>

in € m.	Dec 31, 2014	Dec 31, 2013
Fixed rate	8,662	8,613
Floating rate	1,912	3,313
<b>Total trust preferred securities</b>	<b>10,573</b>	<b>11,926</b>

<sup>1</sup> Perpetual instruments, redeemable at specific future dates at the Group's option.



### 33 – Maturity Analysis of the earliest contractual undiscounted cash flows of Financial Liabilities

Dec 31, 2014					
in € m.	On demand	Due within 3 months	Due between 3 and 12 months	Due between 1 and 5 years	Due after 5 years
Noninterest bearing deposits	160,733	0	0	0	0
Interest bearing deposits	138,030	160,290	51,183	13,855	12,503
Trading liabilities <sup>1</sup>	41,843	0	0	0	0
Negative market values from derivative financial instruments <sup>1</sup>	610,202	0	0	0	0
Financial liabilities designated at fair value through profit or loss	29,752	12,543	4,292	3,947	6,696
Investment contract liabilities <sup>2</sup>	0	91	847	1,586	5,999
Negative market values from derivative financial instruments qualifying for hedge accounting <sup>3</sup>	0	282	636	1,543	2,602
Central bank funds purchased	986	0	0	0	0
Securities sold under repurchase agreements	3,696	4,964	2,007	0	0
Securities loaned	1,961	26	0	0	363
Other short-term borrowings	26,633	8,035	8,832	0	0
Long-term debt	543	6,597	21,983	83,529	51,855
Trust preferred securities	0	4,183	1,396	6,440	251
Other financial liabilities	155,066	4,011	477	372	23
Off-balance sheet loan commitments	139,342	0	0	0	0
Financial guarantees	22,344	0	0	0	0
<b>Total<sup>4</sup></b>	<b>1,331,132</b>	<b>201,023</b>	<b>91,653</b>	<b>111,271</b>	<b>80,292</b>

<sup>1</sup> Trading liabilities and derivatives not qualifying for hedge accounting balances are recorded at fair value. The Group believes that this best represents the cash flow that would have to be paid if these positions had to be closed out. Trading liabilities and derivatives not qualifying for hedge accounting balances are shown within "on demand" which Group's management believes most accurately reflects the short-term nature of trading activities. The contractual maturity of the instruments may however extend over significantly longer periods.

<sup>2</sup> These are investment contracts where the policy terms and conditions result in their redemption value equaling fair value. See Note 41 "Insurance and Investment Contracts" for more detail on these contracts.

<sup>3</sup> Derivatives designated for hedge accounting are recorded at fair value and are shown in the time bucket at which the hedged relationship is expected to terminate.

<sup>4</sup> The balances in the table do not agree to the numbers in the Group's balance sheet as the cash flows included in the table are undiscounted. This analysis represents the worst case scenario for the Group if the Group was required to repay all liabilities earlier than expected. The Group believes that the likelihood of such an event occurring is remote.

Dec 31, 2013					
in € m.	On demand	Due within 3 months	Due between 3 and 12 months	Due between 1 and 5 years	Due after 5 years
Noninterest bearing deposits	149,471	0	0	0	0
Interest bearing deposits	140,882	184,274	31,136	14,172	12,282
Trading liabilities <sup>1</sup>	55,804	0	0	0	0
Negative market values from derivative financial instruments <sup>1</sup>	483,428	0	0	0	0
Financial liabilities designated at fair value through profit or loss <sup>2</sup>	50,477	54,198	4,247	6,389	6,240
Investment contract liabilities <sup>3</sup>	0	76	793	1,328	5,871
Negative market values from derivative financial instruments qualifying for hedge accounting <sup>4</sup>	0	20	35	238	323
Central bank funds purchased	2,056	0	400	0	0
Securities sold under repurchase agreements	6,485	4,630	645	0	0
Securities loaned	2,081	39	0	0	207
Other short-term borrowings	36,694	16,211	6,874	0	0
Long-term debt	840	16,663	16,713	67,325	50,105
Trust preferred securities	0	4,595	1,176	7,860	237
Other financial liabilities	131,998	3,946	669	722	107
Off-balance sheet loan commitments <sup>5</sup>	114,617	0	0	0	0
Financial guarantees	20,605	0	0	0	0
<b>Total<sup>6</sup></b>	<b>1,195,438</b>	<b>284,650</b>	<b>62,688</b>	<b>98,034</b>	<b>75,373</b>

<sup>1</sup> Trading liabilities and derivatives not qualifying for hedge accounting balances are recorded at fair value. The Group believes that this best represents the cash flow that would have to be paid if these positions had to be closed out. Trading liabilities and derivatives not qualifying for hedge accounting balances are shown within "on demand" which Group's management believes most accurately reflects the short-term nature of trading activities. The contractual maturity of the instruments may however extend over significantly longer periods.

<sup>2</sup> In 2014, comparatives have been restated by € 1.4 billion, as the book values were erroneously utilised instead of the required notional amounts.

<sup>3</sup> These are investment contracts where the policy terms and conditions result in their redemption value equalling fair value. See Note 41 "Insurance and Investment Contracts" for more detail on these contracts.

<sup>4</sup> Derivatives designated for hedge accounting are recorded at fair value and are shown in the time bucket at which the hedged relationship is expected to terminate.

<sup>5</sup> In 2014, comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

<sup>6</sup> The balances in the table do not agree to the numbers in the Group's balance sheet as the cash flows included in the table are undiscounted. This analysis represents the worst case scenario for the Group if the Group was required to repay all liabilities earlier than expected. The Group believes that the likelihood of such an event occurring is remote.

## Additional Notes

### 34 – Common Shares

#### Common Shares

Deutsche Bank's share capital consists of common shares issued in registered form without par value. Under German law, each share represents an equal stake in the subscribed capital. Therefore, each share has a nominal value of € 2.56, derived by dividing the total amount of share capital by the number of shares.

Number of shares	Issued and fully paid	Treasury shares	Outstanding
<b>Common shares, January 1, 2013</b>	<b>929,499,640</b>	<b>(315,742)</b>	<b>929,183,898</b>
Shares issued under share-based compensation plans	0	0	0
Capital increase	90,000,000	0	90,000,000
Shares purchased for treasury	0	(396,958,039)	(396,958,039)
Shares sold or distributed from treasury	0	397,101,877	397,101,877
<b>Common shares, December 31, 2013</b>	<b>1,019,499,640</b>	<b>(171,904)</b>	<b>1,019,327,736</b>
Shares issued under share-based compensation plans	0	0	0
Capital increase	359,773,491	0	359,773,491
Shares purchased for treasury	0	(310,846,161)	(310,846,161)
Shares sold or distributed from treasury	0	310,757,883	310,757,883
<b>Common shares, December 31, 2014</b>	<b>1,379,273,131</b>	<b>(260,182)</b>	<b>1,379,012,949</b>

There are no issued ordinary shares that have not been fully paid.

Shares purchased for treasury consist of shares held by the Group for a period of time, as well as any shares purchased with the intention of being resold in the short-term. In addition, the Group has bought back shares for equity compensation purposes. All such transactions were recorded in shareholders' equity and no revenues and expenses were recorded in connection with these activities. Treasury stock held as of year-end will mainly be used for future share-based compensation.

On June 5, 2014, Deutsche Bank AG issued 59.9 million new common shares at € 29.20 per share, resulting in total proceeds of € 1.7 billion. The shares were issued with full dividend rights for the year 2014 from authorized capital and without pre-emptive rights. The shares were placed with Paramount Services Holdings Ltd.

On June 25, 2014, Deutsche Bank AG completed a capital increase from authorized capital against cash contributions through a public offering with subscription rights. In total, 299.8 million new common shares were issued, resulting in total proceeds of € 6.8 billion. The shares were issued with full dividend rights for the year 2014. 99.1 % of the subscription rights were exercised and thus 297.1 million new shares were issued at the subscription price of € 22.50 per share. The remaining 2.8 million new shares were sold in the market at an average price of € 26.58 per share.

The transaction costs related to these capital increases that were directly recorded in equity amounted to € 0.1 billion after tax.

## Authorized Capital

The Management Board is authorized to increase the share capital by issuing new shares for cash and in some circumstances noncash consideration. As of December 31, 2014, Deutsche Bank AG had authorized but unissued capital of € 256,579,863 which may be issued in whole or in part until April 30, 2019. Further details are governed by Section 4 of the Articles of Association.

Authorized capital	Consideration	Pre-emptive rights	Expiration date
€ 579,863	Cash or noncash	May be excluded if the capital increase is for noncash consideration with the intent of acquiring a company or holdings in a company and may be excluded pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act	April 30, 2018
€ 256,000,000	Cash or noncash	May be excluded if the capital increase is for noncash consideration with the intent of acquiring a company or holdings in a company and may be excluded pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act	April 30, 2019

## Conditional Capital

The Management Board is authorized to issue once or more than once, participatory notes that are linked with conversion rights or option rights and/or convertible bonds and/or bonds with warrants. The participatory notes, convertible bonds or bonds with warrants may also be issued by affiliated companies of Deutsche Bank AG. For this purpose share capital was increased conditionally upon exercise of these conversion and/or exchange rights or upon mandatory conversion.

Contingent capital	Expiration date for the issuance of conversion and/or option rights
€ 230,400,000	April 30, 2017
€ 256,000,000	April 30, 2019

## Dividends

The following table presents the amount of dividends proposed or declared for the years ended December 31, 2014, 2013 and 2012, respectively.

	2014 (proposed)	2013	2012
Cash dividends declared (in € m.) <sup>1</sup>	1,034	765	764
Cash dividends declared per common share (in €)	0.75	0.75	0.75

<sup>1</sup> Cash dividend for 2014 is based on the number of shares issued as of December 31, 2014.

No dividends have been declared since the balance sheet date.

## Additional Equity Components

In 2014, Deutsche Bank AG placed two tranches of Additional Tier 1 Notes (the “AT1 Notes” or “Notes”) amounting to € 4.7 billion.

On May 20, 2014, Deutsche Bank AG placed Additional Tier 1 Notes, amounting to € 3.5 billion. Warrants to subscribe a total of 30,250 shares, which had originally been attached to the Notes, were already detached by an initial subscriber.

Additional Tier 1 Notes were also placed on November 19, 2014, amounting to USD 1.5 billion (€ 1.2 billion equivalent). The Notes bear a fixed coupon of 7.50 %, payable annually, until April 30, 2025, the first date at which the Bank can call the Notes.

The AT1 Notes constitute unsecured and subordinated notes of Deutsche Bank. The Notes bear interest on their nominal amount from the issue date to the first call date at a fixed annual rate. Thereafter the interest rate will be reset at five year intervals. The Notes contain features that may require Deutsche Bank and will permit Deutsche Bank in its sole and absolute discretion at all times and for any reason to cancel any payment of interest. If cancelled, interest payments are non-cumulative and will not increase to compensate for any short-fall in interest payments in any previous year. The Notes do not have a maturity date. They are redeemable by Deutsche Bank at its discretion on the respective first call date and at five year intervals thereafter or in other limited circumstances. In each case, the Notes are subject to limitations and conditions as described in the terms and conditions for example, the Notes can be redeemed by Deutsche Bank at its discretion, in whole but not in part, for certain regulatory or taxation reasons. Any redemption is subject to the prior consent of the competent supervisory authority. The redemption amount and the nominal amount of the Notes may be written down upon the occurrence of a trigger event. A trigger event occurs if the Common Equity Tier 1 capital ratio, determined on a consolidated basis falls below 5.125 %. The Notes may also be written up, following a trigger event, subject to meeting certain conditions.

## 35 – Employee Benefits

### Share-Based Compensation Plans

The Group made grants of share-based compensation under the DB Equity Plan. This plan represents a contingent right to receive Deutsche Bank common shares after a specified period of time. The award recipient is not entitled to receive dividends during the vesting period of the award.

The share awards granted under the terms and conditions of the DB Equity Plan may be forfeited fully or partly if the recipient voluntarily terminates employment before the end of the relevant vesting period. Vesting usually continues after termination of employment in cases such as redundancy or retirement.

In countries where legal or other restrictions hinder the delivery of shares, a cash plan variant of the DB Equity Plan was used for granting awards.

The following table sets forth the basic terms of these share plans.

Grant year(s)	Deutsche Bank Equity Plan	Vesting schedule <sup>4</sup>	Early retirement provisions	Eligibility
2014/ 2013	Annual Award	1/3: 12 months <sup>1</sup>	Yes	Select employees as annual retention
		1/3: 24 months <sup>1</sup>		
		1/3: 36 months <sup>1</sup>	Yes <sup>2</sup>	Members of Management Board or of Senior Management Group
	Retention/New Hire	Individual specification	Yes	Select employees to attract or retain key staff
	Annual Award - Upfront	Vesting immediately at grant <sup>3</sup>	No	Regulated employees
2012/ 2011	Annual Award	1/3: 12 months <sup>4</sup>	Yes	Select employees as annual retention
		1/3: 24 months <sup>4</sup>		
		1/3: 36 months <sup>4</sup>		
	Retention/New Hire	Individual specification	Yes	Select employees to attract or retain key staff
	Annual Award - Upfront	Vesting immediately at grant <sup>3</sup>	No	Regulated employees
2010	Annual Award	Graded vesting in nine equal tranches between 12 months and 45 months	Yes	Select employees as annual retention
		Or cliff vesting after 54 months		
		Retention/New Hire	Individual specification	No
2009	Annual Award	50 %: 24 months	No	Select employees as annual retention
		25 %: 36 months		
		25 %: 48 months		
	Retention/New Hire	Individual specification	No	Select employees to attract or retain key staff

<sup>1</sup> For members of the Management Board or of the Senior Management Group and all other regulated employees a further retention period of six months applies.

<sup>2</sup> Early retirement provisions do not apply to members of the Management Board.

<sup>3</sup> For members of the Management Board share delivery after a retention period of three years. For all other regulated employees share delivery after a retention period of six months.

<sup>4</sup> For members of the Management Board a different schedule applies. For all other regulated employees share delivery after a further retention period of six months.

Furthermore, the Group offers a broad-based employee share ownership plan entitled Global Share Purchase Plan (“GSPP”). The GSPP offers all active employees at participating Deutsche Bank entities the opportunity to purchase Deutsche Bank shares in monthly installments over one year. At the end of the purchase cycle, the bank matches the acquired stock in a ratio of one to one up to a maximum of ten free shares, provided that the employee remains at Deutsche Bank Group for another year. In total, over 20,000 staff from 30 countries enrolled in the sixth cycle that began in November 2014.

The Group has other local share-based compensation plans, none of which, individually or in the aggregate, are material to the consolidated financial statements.

### Activity for Share Plans

	Share units (in thousands)	Weighted-average grant date fair value per unit
<b>Balance as of December 31, 2012</b>	<b>62,499</b>	<b>€ 35.25</b>
Granted	26,250	€ 34.89
Issued	(35,555)	€ 37.37
Forfeited	(1,903)	€ 34.95
<b>Balance as of December 31, 2013</b>	<b>51,291</b>	<b>€ 33.61</b>
Granted	31,298	€ 31.01
Issued	(28,982)	€ 34.47
Forfeited	(1,158)	€ 32.81
<b>Balance as of December 31, 2014</b>	<b>52,449</b>	<b>€ 31.60</b>

The table also includes the grants under the cash plan variant of the DB Equity Plan.

Share-based payment transactions resulting in a cash payment give rise to a liability, which amounted to approximately € 21 million, € 32 million and € 44 million for the years ended December 31, 2014, 2013 and 2012, respectively.

As of December 31, 2014, the grant volume of outstanding share awards was approximately € 1.7 billion. Thereof, € 1.1 billion had been recognized as compensation expense in the reporting year or prior to that. Hence, compensation expense for deferred share-based compensation not yet recognized amounted to € 0.6 billion as of December 31, 2014.

In addition to the amounts shown in the table above, approximately 8.3 million shares were issued to plan participants in February 2015, resulting from the vesting of DB Equity Plan awards granted in prior years (thereof 0.3 million units under the cash plan variant of this DB Equity Plan).

Furthermore, in February 2015 the Group granted awards of approximately 30.2 million units, with a grant value of € 27.11 per unit under the DB Equity Plan. Approximately 0.6 million units of these grants were made under the cash plan variant of the DB Equity Plan.

Taking into account the units issued and granted in February 2015 the balance of outstanding share awards as of month-end February 2015 is approximately 74.3 million units.

## Post-employment Benefit Plans

### Nature of Plans

The Group sponsors a number of post-employment benefit plans on behalf of its employees, both defined contribution plans and defined benefit plans. The Group's plans are accounted for based on the nature and substance of the plan. Generally, for defined benefit plans the value of a participant's accrued benefit is based on each employee's remuneration and length of service; contributions to defined contribution plans are typically based on a percentage of each employee's remuneration. The rest of this note focuses predominantly on the Group's defined benefit plans.

The Group's defined benefit plans are primarily described on a geographical basis, reflecting differences in the nature and risks of benefits, as well as in the respective regulatory environments. In particular, the requirements set by local regulators can vary significantly and determine the design and financing of the benefit plans to some extent. Key information is also shown based on participant status, which provides a broad indication of the maturity of the Group's obligations.

in € m.	Dec 31, 2014				
	Germany	UK	U.S.	Other	Total
<b>Defined benefit obligation related to</b>					
Active plan participants	4,611	813	405	780	6,609
Participants in deferred status	1,983	2,266	478	195	4,922
Participants in payment status	4,669	1,216	492	285	6,662
<b>Total defined benefit obligation</b>	<b>11,263</b>	<b>4,295</b>	<b>1,375</b>	<b>1,260</b>	<b>18,193</b>
<b>Fair value of plan assets</b>	<b>10,634</b>	<b>5,095</b>	<b>1,072</b>	<b>1,109</b>	<b>17,910</b>
<b>Funding ratio (in %)</b>	<b>94</b>	<b>119</b>	<b>78</b>	<b>88</b>	<b>98</b>

in € m.	Dec 31, 2013				
	Germany	UK	U.S.	Other	Total
<b>Defined benefit obligation related to</b>					
Active plan participants	3,670	659	359	671	5,359
Participants in deferred status	1,577	1,894	399	122	3,992
Participants in payment status	4,240	1,035	378	229	5,882
<b>Total defined benefit obligation</b>	<b>9,487</b>	<b>3,588</b>	<b>1,136</b>	<b>1,022</b>	<b>15,233</b>
<b>Fair value of plan assets</b>	<b>9,142</b>	<b>4,099</b>	<b>856</b>	<b>921</b>	<b>15,018</b>
<b>Funding ratio (in %)</b>	<b>96</b>	<b>114</b>	<b>75</b>	<b>90</b>	<b>99</b>

The majority of the Group's defined benefit plan obligations relate to Germany, the United Kingdom and the United States. Within the other countries, the largest obligations relate to Switzerland and the Netherlands. In Germany and some continental European countries, post-employment benefits are usually agreed on a collective basis with respective employee works councils or their equivalent. The Group's main pension plans are governed by boards of trustees, fiduciaries or their equivalent.

Post-employment benefits can form an important part of an employee's total remuneration. The Group's approach is that their design shall be attractive to employees in the respective market, but sustainable for the Group to provide over the longer term. At the same time, the Group tries to limit its risks related to provision of such benefits. Consequently the Group has moved to offer defined contribution plans in many locations over recent years.

In the past the Group typically offered pension plans based on final pay prior to retirement. These types of benefits still form a significant part of the pension obligations for participants in deferred and payment status. Currently, in Germany and the United States, the main defined benefit pension plans for active staff are cash account type plans where the Group credits an annual amount to individuals' accounts based on an employee's current salary. Dependent on the plan rules, the accounts increase either at a fixed interest rate or participate in market movements of certain underlying investments to limit the investment risk for the Group. Sometimes, in particular in Germany, there is a guaranteed benefit amount within the plan rules, e.g. payment of at least the amounts contributed. Upon retirement, beneficiaries may usually opt for a lump sum or for conversion of the accumulated account balance into an annuity. This conversion is often based on market conditions and mortality assumptions at retirement. In the United Kingdom, the main defined benefit pension plan was redesigned in 2011 for active employees still eligible to the plan to reduce the overall long-term risk exposure to the Group.

The Group also sponsors retirement and termination indemnity plans in several countries, as well as some post-employment medical plans for a number of current and retired employees, mainly in the United States. The post-employment medical plans typically pay stated percentages of medical expenses of eligible retirees after a stated deductible has been met. In the United States, once a retiree is eligible for Medicare, the Group contributes to a Health Reimbursement Account and the retiree is no longer eligible for the Group's medical program. The Group's total defined benefit obligation for post-employment medical plans was € 197 million and € 151 million at December 31, 2014 and December 31, 2013, respectively. In combination with the benefit structure, these plans represent limited risk for the Group.

The following amounts of expected benefit payments from the Group's defined benefit plans include benefits attributable to employees' past and estimated future service, and include both amounts paid from the Group's external pension trusts and paid directly by the Group in respect of unfunded plans.

in € m.	Germany	UK	U.S.	Other	Total
Actual benefit payments 2014	379	79	75	72	605
Benefits expected to be paid 2015	375	74	66	69	584
Benefits expected to be paid 2016	386	78	68	56	588
Benefits expected to be paid 2017	403	87	70	57	617
Benefits expected to be paid 2018	423	93	69	57	642
Benefits expected to be paid 2019	440	102	74	56	672
Benefits expected to be paid 2020 - 2024	2,471	654	368	288	3,781
Weighted average duration of defined benefit obligation (in years)	15	21	13	17	16

## Multi-employer Plans

In Germany, the Group is a member of the BVV together with other financial institutions. The BVV offers retirement benefits to eligible employees in Germany as a complement to post-employment benefit promises of the Group. Both employers and employees contribute on a regular basis to the BVV. The BVV provides annuities of a fixed amount to individuals on retirement and increases these fixed amounts if surplus assets arise within the plan. According to legislation in Germany, the employer is ultimately liable for providing the benefits to its employees. An increase in benefits may also arise due to additional obligations to retirees for the effects of inflation. BVV is a multi-employer defined benefit plan, however the Group accounts for it as a defined contribution plan since insufficient information is available to identify assets and liabilities relating to the Group's current and former employees, primarily because the BVV does not fully allocate plan assets to beneficiaries nor to member companies. According to the BVV's most recent disclosures, there is no current deficit in the plan that may affect the amount of future Group contributions. Furthermore, any plan surplus emerging in the future will be distributed to the plan members, hence it cannot reduce future Group contributions.

The Group's expenses for defined contribution plans also include annual contributions by Deutsche Postbank AG to the pension fund for postal civil servants in Germany. Responsibility for the liability for these benefits lies with the German government.

## Governance and Risk

The Group maintains a Pensions Risk Committee to oversee its pension and related risks on a global basis. This Committee meets quarterly, reports directly to the Senior Executive Compensation Committee and is supported by the Pensions Operating Committee.

Within this context, the Group develops and maintains guidelines for governance and risk management, including funding, asset allocation and actuarial assumption setting. In this regard, risk management means the management and control of risks for the Group related to market developments (i.e., interest rate, credit spread, price inflation, etc.), asset investment, regulatory or legislative requirements, as well as monitoring demographic changes (i.e., longevity, etc.). In addition, the Group estimates and provides for uncertain income tax positions which may have an impact on the Group's plan assets. Significant judgment is required in making these estimates and the Group's final liabilities may ultimately be materially different. Especially during and after acquisitions or changes in the external environment (i.e., legislation, taxation, etc.), topics such as the general plan design or potential plan amendments are considered. Any plan changes follow a process requiring approval by Group Human Resources. To the extent that pension plans are funded, the assets held mitigate some of the liability risks, but introduce investment risk.

In the Group's key pension countries, the Group's largest post-employment benefit plan risk exposures relate to potential changes in credit spreads, price inflation and longevity, although these have been partially mitigated through the investment strategy adopted.

Overall, the Group currently seeks to minimize the impact of pensions on the Group's IFRS financial position from market movements, subject to balancing the trade-offs involved in financing post-employment benefits. The Group measures its pension risk exposures on a regular basis using specific metrics and stress scenarios developed by the Group for this purpose.



## Funding

The Group maintains various external pension trusts to fund the majority of its defined benefit plan obligations. The Group's funding policy is to maintain coverage of the defined benefit obligation by plan assets within a range of 90 % to 100 % of the obligation, subject to meeting any local statutory requirements. The Group has also determined that certain plans should remain unfunded, although their funding approach is subject to periodic review, e.g. when local regulations or practices change. Obligations for the Group's unfunded plans are accrued on the balance sheet.

For most of the externally funded defined benefit plans there are minimum funding requirements. The Group can decide on any additional plan contributions, with reference to the Group's funding policy. There are some locations, e.g. the United Kingdom, where the trustees and the Bank jointly agree contribution levels. In most countries the Group expects to receive an economic benefit from any plan surpluses of plan assets compared to defined benefit obligations, typically by way of reduced future contributions. Given the nearly fully funded position and the investment strategy adopted in the Group's key funded defined benefit plans, any minimum funding requirements that may apply are not expected to place the Group under any material adverse cash strain in the short term. For example, in the United Kingdom and the United States, the main plan funding contributions in these countries are expected to be broadly nil in 2015. In Germany, no minimum funding requirements typically apply, however the Group will consider reimbursements for benefits paid from the Group's assets cash contributions into the external pension trusts during the year, with reference to the Group's funding policy.

For post-retirement medical plans, the Group accrues for obligations over the period of employment and pays the benefits from Group assets when the benefits become due.

## Actuarial Methodology and Assumptions

December 31 is the measurement date for all plans. All plans are valued by independent qualified actuaries using the projected unit credit method. A Group policy provides guidance to local actuaries on setting actuarial assumptions to ensure consistency globally.

The key actuarial assumptions applied in determining the defined benefit obligations at December 31 are presented below in the form of weighted averages.

	Dec 31, 2014				Dec 31, 2013			
	Germany	UK	U.S. <sup>1</sup>	Other	Germany	UK	U.S. <sup>1</sup>	Other
Discount rate (in %)	2.0	3.7	3.9	2.3	3.6	4.5	4.8	3.4
Rate of price inflation (in %)	1.5	3.4	2.2	2.0	1.9	3.7	2.3	2.2
Rate of nominal increase in future compensation levels (in %)	2.0	4.4	2.2	2.6	2.8	4.7	2.3	3.1
Rate of nominal increase for pensions in payment (in %)	1.4	3.2	2.2	1.2	1.9	3.5	2.3	1.4
<b>Assumed life expectancy at age 65</b>								
For a male aged 65 at measurement date	18.9	23.7	21.7	21.5	18.7	23.6	19.1	21.0
For a female aged 65 at measurement date	22.9	25.3	23.9	24.1	22.8	25.2	20.9	23.3
For a male aged 45 at measurement date	21.5	25.4	23.4	23.2	21.4	25.3	20.5	22.6
For a female aged 45 at measurement date	25.5	27.1	25.6	25.7	25.3	27.0	21.7	24.7
		SAPS Light				SAPS Light		
Mortality tables applied	Richttafeln Heubeck 2005G	with CMI 2013 projections	RP2014 Aggregate	Country specific tables	Richttafeln Heubeck 2005G	with CMI 2013 projections	RP2000 Combined Healthy	Country specific tables

<sup>1</sup> Cash balance interest crediting rate in line with the 30-year US government bond yield.

For the Group's most significant plans in the key countries, the discount rate used at each measurement date is set based on a high quality corporate bond yield curve – derived based on bond universe information sourced from reputable third-party index providers and rating agencies – reflecting the actual timing, amount and currency of the future expected benefit payments for the respective plan. For longer durations where limited bond information is available, reasonable yield curve extrapolation methods are applied using respective actual swap rates and credit spread assumptions. Consistent discount rates are used across all plans in each currency zone, based on the assumption applicable for the Group's largest plan(s) in that zone. For plans in the other countries, the discount rate is based on high quality corporate or government bond yields applicable in the respective currency, as appropriate at each measurement date with a duration broadly consistent with the respective plan's obligations.

The price inflation assumptions in the eurozone and the United Kingdom are set with reference to market measures of inflation based on inflation swap rates in those markets at each measurement date. For other countries, the price inflation assumptions are typically based on long term forecasts by Consensus Economics Inc.

The assumptions for the increases in future compensation levels and for increases to pensions in payment are developed separately for each plan, where relevant. Each is set based on the price inflation assumption and reflecting the Group's reward structure or policies in each market, as well as relevant local statutory and plan-specific requirements.

Among other assumptions, mortality assumptions can be significant in measuring the Group's obligations under its defined benefit plans. These assumptions have been set in accordance with current best practice in the respective countries. Future potential improvements in longevity have been considered and included where appropriate.

## Reconciliation in Movement of Liabilities and Assets – Impact on Financial Statements

in € m.	2014				
	Germany	UK	U.S.	Other	Total
<b>Change in the present value of the defined benefit obligation:</b>					
<b>Balance, beginning of year</b>	9,487	3,588	1,136	1,022	15,233
Defined benefit cost recognized in Profit & Loss					
Current service cost	163	28	21	53	265
Interest cost	330	166	55	35	586
Past service cost and gain or loss arising from settlements	13	1	0	17	31
Defined benefit cost recognized in Other Comprehensive Income					
Actuarial gain or loss arising from changes in financial assumptions	1,883	405	35	184	2,507
Actuarial gain or loss arising from changes in demographic assumptions	0	0	50	(1)	49
Actuarial gain or loss arising from experience	26	(22)	(5)	6	5
Cash flow and other changes					
Contributions by plan participants	4	0	0	13	17
Benefits paid	(379)	(79)	(75)	(72)	(605)
Payments in respect to settlements	0	0	0	(10)	(10)
Acquisitions/Divestitures <sup>1</sup>	(265)	(57)	0	(15)	(337)
Exchange rate changes	0	265	158	25	448
Other <sup>2</sup>	1	0	0	3	4
<b>Balance, end of year</b>	11,263	4,295	1,375	1,260	18,193
thereof:					
Unfunded	0	15	197	122	334
Funded	11,263	4,280	1,178	1,138	17,859
<b>Change in fair value of plan assets:</b>					
<b>Balance, beginning of year</b>	9,142	4,099	856	921	15,018
Defined benefit cost recognized in Profit & Loss					
Interest income	322	189	41	32	584
Defined benefit cost recognized in Other Comprehensive Income					
Return from plan assets less interest income	1,334	621	44	126	2,125
Cash flow and other changes					
Contributions by plan participants	4	0	0	13	17
Contributions by the employer	449	3	76	46	574
Benefits paid <sup>3</sup>	(378)	(78)	(65)	(39)	(560)
Payments in respect to settlements	0	0	0	0	0
Acquisitions/Divestitures <sup>1</sup>	(238)	(43)	0	(14)	(295)
Exchange rate changes	0	307	122	24	453
Plan administration costs	(1)	(3)	(2)	0	(6)
<b>Balance, end of year</b>	10,634	5,095	1,072	1,109	17,910
<b>Funded status, end of year</b>	(629)	800	(303)	(151)	(283) <sup>4</sup>
<b>Change in irrecoverable surplus (asset ceiling)</b>					
<b>Balance, beginning of year</b>	0	0	0	(29)	(29)
Interest cost	0	0	0	(1)	(1)
Changes in irrecoverable surplus	0	0	0	30	30
Exchange rate changes	0	0	0	0	0
<b>Balance, end of year</b>	0	0	0	0	0
<b>Net asset (liability) recognized</b>	(629)	800	(303)	(151)	(283) <sup>4</sup>

<sup>1</sup> BHF Bank, Tilney

<sup>2</sup> Includes opening balances of first time application of smaller plans.

<sup>3</sup> For funded plans only.

<sup>4</sup> Thereof recognized € 952 million in Other assets and € 1,235 million in Other liabilities.

in € m.					2013
	Germany	UK	U.S.	Other	Total
<b>Change in the present value of the defined benefit obligation:</b>					
<b>Balance, beginning of year</b>	9,263	3,299	1,281	1,129	14,972
Defined benefit cost recognized in Profit & Loss					
Current service cost	163	28	24	70	285
Interest cost	340	145	48	33	566
Past service cost and gain or loss arising from settlements	19	2	(3)	(42)	(24)
Defined benefit cost recognized in Other Comprehensive Income					
Actuarial gain or loss arising from changes in financial assumptions	(4)	278	(71)	(12)	191
Actuarial gain or loss arising from changes in demographic assumptions	(1)	(34)	1	(2)	(36)
Actuarial gain or loss arising from experience	(12)	3	14	(10)	(5)
Cash flow and other changes					
Contributions by plan participants	5	0	0	14	19
Benefits paid	(375)	(70)	(107)	(102)	(654)
Payments in respect to settlements	0	0	0	0	0
Acquisitions/Divestitures <sup>1</sup>	90	0	0	0	90
Exchange rate changes	0	(63)	(51)	(40)	(154)
Other <sup>2</sup>	(1)	0	0	(16)	(17)
<b>Balance, end of year</b>	9,487	3,588	1,136	1,022	15,233
thereof:					
Unfunded	7	14	154	137	312
Funded	9,480	3,574	982	885	14,921
<b>Change in fair value of plan assets:</b>					
<b>Balance, beginning of year</b>	7,741	3,980	949	932	13,602
Defined benefit cost recognized in Profit & Loss					
Interest income	316	175	35	30	556
Defined benefit cost recognized in Other Comprehensive Income					
Return from plan assets less interest income	(601)	98	(46)	(8)	(557)
Cash flow and other changes					
Contributions by plan participants	5	0	0	14	19
Contributions by the employer	1,960	3	53	53	2,069
Benefits paid <sup>3</sup>	(352)	(69)	(95)	(79)	(595)
Payments in respect to settlements	0	0	0	0	0
Acquisitions/Divestitures <sup>1</sup>	73	0	0	0	73
Exchange rate changes	0	(81)	(38)	(19)	(138)
Plan administration costs	0	(7)	(2)	(2)	(11)
<b>Balance, end of year</b>	9,142	4,099	856	921	15,018
<b>Funded status, end of year</b>	(345)	511	(280)	(101)	(215)
<b>Change in irrecoverable surplus (asset ceiling)</b>					
<b>Balance, beginning of year</b>	0	0	0	0	0
Changes in irrecoverable surplus	0	0	0	(29)	(29)
<b>Balance, end of year</b>	0	0	0	(29)	(29)
<b>Net asset (liability) recognized</b>	(345)	511	(280)	(130)	(244) <sup>4</sup>

<sup>1</sup> DB Investment Services.

<sup>2</sup> Reclassification from post-employment benefit plans into other long-term employee benefit plans.

<sup>3</sup> For funded plans only.

<sup>4</sup> Thereof recognized € 628 million in Other assets and € 840 million in Other liabilities. In addition € 25 million and € 57 million are recognized in Assets and Liabilities held for sale, respectively.

There are no reimbursement rights for the Group.

In Switzerland, a plan merger resulted in a partial liquidation of the plan, resulting in enhancements to accrued benefits for terminating and transferring employees. These resulted in past service costs of € 12 million in 2014. The plan merger, together with unfavorable movements in liabilities relative to assets over the year, resulted in the plan now being in a small deficit position at year end 2014. This has allowed the asset ceiling of € 29 million at the end of 2013 to be removed at year end 2014.

In terms of post-employment benefit plan assets, in addition to regular contributions the Group made to the external pension trusts in 2014, combined ad hoc contributions of around € 100 million were made in the U.S. and Germany to top up the funding position of selected plans; In 2013, contributions of around € 1.45 billion were made to fund the majority of Postbank's previously underfunded defined benefit obligations in Germany.

### Investment Strategy

The Group's primary investment objective is to immunize the Group to large swings in the IFRS funded status of its defined benefit plans, with some limited amount of risk-taking through duration mismatches and asset class diversification to reduce the Group's costs of providing the benefits to employees in the long term.

For the majority of the Group's funded defined benefit plans, a liability driven investment (LDI) approach is applied. The aim is to minimize risks from mismatches between fluctuations in the present value of the defined benefit obligations and plan assets due to capital market movements. This is achieved by allocating plan assets to match closely the market risk factor exposures of the pension liability to interest rates, credit spreads and inflation. Thereby, plan assets broadly reflect the underlying risk profile and currency of the pension obligations.

Where the desired hedging level for these risks cannot be achieved with physical instruments (i.e. corporate and government bonds), derivatives are employed. Derivative overlays mainly include interest rate and inflation swaps. Other instruments are also used, such as credit default swaps and interest rate futures. In practice, a completely hedged approach is impractical, for instance because of insufficient market depth for ultra-long-term corporate bonds, as well as liquidity and cost considerations. Therefore, plan assets contain further asset categories to create long-term return enhancement and diversification benefits such as equity, real estate, high yield bonds or emerging markets bonds.

### Plan asset allocation to key asset classes

The following table shows the asset allocation of the Group's funded defined benefit plans to key asset classes, i.e. exposures include physical securities in discretely managed portfolios and underlying asset allocations of any commingled funds used to invest plan assets.

Asset amounts in the following table include both "quoted" (i.e. Level 1 assets in accordance with IFRS 13 - amounts invested in markets where the fair value can be determined directly from prices which are quoted in active, liquid markets) and "other" (i.e. Level 2 and 3 assets in accordance with IFRS 13) assets.

in € m.	Dec 31, 2014					Dec 31, 2013				
	Germany	UK	U.S.	Other	Total	Germany	UK	U.S.	Other	Total
Cash and cash equivalents	1,056	102	25	68	1,251	976	134	40	59	1,209
Equity instruments <sup>1</sup>	134	560	108	208	1,010	138	486	84	259	967
Investment-grade bonds <sup>2</sup>										
Government	3,517	1,502	400	255	5,674	3,043	1,201	312	227	4,783
Non-government bonds	5,731	2,035	447	358	8,571	5,118	1,513	333	247	7,211
Non-investment-grade bonds										
Government	54	0	0	14	68	103	0	0	1	104
Non-government bonds	215	109	12	30	366	135	45	4	22	206
Structured products	14	389	42	29	474	20	531	40	22	613
Insurance	0	0	0	17	17	0	0	0	41	41
Alternatives										
Real estate	114	117	0	35	266	59	95	0	30	184
Commodities	25	0	0	2	27	25	0	0	2	27
Private equity	51	0	0	0	51	50	1	0	0	51
Other	56	0	0	33	89	40	0	0	3	43
Derivatives (Market Value)										
Interest rate	482	409	38	73	1,002	(267)	62	43	7	(155)
Credit	(27)	(1)	0	(1)	(29)	36	0	0	0	36
Inflation	(763)	(214)	0	(12)	(989)	(349)	29	0	0	(320)
Foreign exchange	(51)	40	0	(1)	(12)	18	2	0	1	21
Other	26	47	0	1	74	(3)	0	0	0	(3)
<b>Total fair value of plan assets</b>	<b>10,634</b>	<b>5,095</b>	<b>1,072</b>	<b>1,109</b>	<b>17,910</b>	<b>9,142</b>	<b>4,099</b>	<b>856</b>	<b>921</b>	<b>15,018</b>

<sup>1</sup> Allocation of equity exposure is broadly in line with the typical index in the respective market, e.g. the equity portfolio's benchmark of the UK retirement benefit plans is the MSCI All Countries World Index.

<sup>2</sup> Investment-grade means BBB and above. Average credit rating exposure for the Group's main plans is around A.

The following table sets out the Group's funded defined benefit plan assets only invested in "quoted" assets, i.e. Level 1 assets in accordance with IFRS 13.

in € m.	Dec 31, 2014					Dec 31, 2013				
	Germany	UK	U.S.	Other	Total	Germany	UK	U.S.	Other	Total
Cash and cash equivalents	1,056	100	14	50	1,220	976	132	35	59	1,202
Equity instruments	131	560	108	206	1,005	99	486	84	259	928
Investment-grade bonds										
Government	2,255	1,502	0	182	3,939	2,205	1,201	0	219	3,625
Non-government bonds	26	1,887	0	84	1,997	0	0	0	0	0
Non-investment-grade bonds										
Government	0	0	0	14	14	0	0	0	0	0
Non-government bonds	78	97	0	3	178	0	0	0	0	0
Structured products	0	368	0	29	397	0	0	0	0	0
Insurance	0	0	0	0	0	0	0	0	0	0
Alternatives										
Real estate	9	68	0	0	77	0	0	0	0	0
Commodities	0	0	0	0	0	0	0	0	0	0
Private equity	0	0	0	0	0	0	0	0	0	0
Other	0	0	0	0	0	0	0	0	0	0
Derivatives (Market Value)										
Interest rate	0	0	0	13	13	0	0	0	0	0
Credit	(27)	(1)	0	0	(28)	0	0	0	0	0
Inflation	0	0	0	(3)	(3)	0	0	0	0	0
Foreign exchange	0	40	0	0	40	0	0	0	0	0
Other	0	0	0	0	0	0	0	0	0	0
<b>Total fair value of quoted plan assets</b>	<b>3,528</b>	<b>4,621</b>	<b>122</b>	<b>578</b>	<b>8,849</b>	<b>3,280</b>	<b>1,819</b>	<b>119</b>	<b>537</b>	<b>5,755</b>

All the remaining assets are invested in "other" assets, the majority of which are invested in Level 2 assets in accordance with IFRS 13, being primarily investment-grade corporate bonds. A relatively small element overall is in Level 3 assets in accordance with IFRS 13, being primarily real estate, insurance policies and derivative contracts.

The following tables show the asset allocation of the “quoted” and other defined benefit plan assets by key geography in which they are invested.

							Dec 31, 2014
in € m.	Germany	United Kingdom	United States	Other Eurozone	Other developed countries	Emerging markets	Total
Cash and cash equivalents	1,052	106	57	7	9	20	1,251
Equity instruments	75	84	415	174	168	94	1,010
Government bonds <sup>1</sup>	2,089	1,457	628	933	82	553	5,742
Non-government bonds (investment-grade and above)	473	1,644	2,302	3,106 <sup>2</sup>	688	358	8,571
Non-government bonds (non-investment-grade)	18	76	91	132	17	32	366
Structured products	14	409	36	13	2	0	474
<b>Subtotal</b>	<b>3,721</b>	<b>3,776</b>	<b>3,529</b>	<b>4,365</b>	<b>966</b>	<b>1,057</b>	<b>17,414</b>
Share (in %)	21	22	20	25	6	6	100
Other asset categories							496
<b>Fair value of plan assets</b>							<b>17,910</b>

<sup>1</sup> Includes investment-grade and non-investment-grade government bonds.

<sup>2</sup> Majority of this amount relates to bonds of French, Italian and Dutch corporate bonds.

							Dec 31, 2013
in € m.	Germany	United Kingdom	United States	Other Eurozone	Other developed countries	Emerging markets	Total
Cash and cash equivalents	976	134	40	25	28	6	1,209
Equity instruments	176	84	315	87	221	84	967
Government bonds <sup>1</sup>	2,332	1,226	346	394	34	555	4,887
Non-government bonds (investment-grade and above)	686	1,025	1,627	2,739 <sup>2</sup>	855	279	7,211
Non-government bonds (non-investment-grade)	5	28	84	55	20	14	206
Structured products	21	534	39	10	8	1	613
<b>Subtotal</b>	<b>4,196</b>	<b>3,031</b>	<b>2,451</b>	<b>3,310</b>	<b>1,166</b>	<b>939</b>	<b>15,093</b>
Share (in %)	28	20	16	22	8	6	100
Other asset categories							(75)
<b>Fair value of plan assets</b>							<b>15,018</b>

<sup>1</sup> Includes investment-grade and non-investment-grade government bonds.

<sup>2</sup> Majority of this amount relates to bonds of French and Dutch corporate bonds.

Plan assets at December 31, 2014 include derivative transactions with Group entities with a negative market value of around € 255 million. There are € 6 million of securities issued by the Group and around € 70 million in other claims on Group assets included in the fair value of plan assets. The plan assets do not include any real estate which is used by the Group.

## Key Risk Sensitivities

The Group's defined benefit obligations are sensitive to changes in capital market conditions and actuarial assumptions. Sensitivities to capital market movements and key assumption changes are presented in the following table. Each market risk factor or assumption is changed in isolation. Sensitivities of the defined benefit obligations are approximated using geometric extrapolation methods based on plan durations for the respective assumption. Duration is a risk measure that indicates the broad sensitivity of the obligations to a change in an underlying assumption and provides a reasonable approximation for small to moderate changes in those assumptions.

For example, the discount rate duration is derived from the change in the defined benefit obligation to a change in the discount rate based on information provided by the local actuaries of the respective plans. The resulting duration is used to estimate the remeasurement liability loss or gain from changes in the discount rate. For other assumptions, a similar approach is used to derive the respective sensitivity results.

Since the Group applies a LDI approach in the majority of its funded defined benefit plans, changes in capital market conditions will impact the plan obligations via actuarial assumptions – mainly discount rate and price inflation rate – as well as the plan assets. Consequently, to aid understanding of the Group's risk exposures related to key capital market movements, the net impact of the change in the defined benefit obligations and plan assets due to a change of the related market risk factor or underlying actuarial assumption is shown; for sensitivities to changes in actuarial assumptions that do not impact the plan assets, only the impact on the defined benefit obligations is shown.

Asset-related sensitivities are derived for the Group's major plans by using risk sensitivity factors determined by the Group's Market Risk Management function. These sensitivities are calculated based on information provided by the plans' investment managers and extrapolated linearly to reflect the approximate change of the plan assets' market value in case of a change in the underlying risk factor.

The sensitivities illustrate plausible variations over time in capital market movements and key actuarial assumptions. The Group is not in a position to provide a view on the likelihood of these capital market or assumption changes. While these sensitivities illustrate the overall impact on the funded status of the changes shown, the significance of the impact and the range of reasonable possible alternative assumptions may differ between the different plans that comprise the aggregated results. Even though plan assets and plan obligations are sensitive to similar risk factors, actual changes in plan assets and obligations may not fully offset each other due to imperfect correlations between market risk factors and actuarial assumptions. Caution should be used when extrapolating these sensitivities due to non-linear effects that changes in capital market conditions and key actuarial assumptions may have on the overall funded status. Any management actions that may be taken to mitigate the inherent risks in the post-employment defined benefit plans are not reflected in these sensitivities.



in € m.	Dec 31, 2014				Dec 31, 2013			
	Germany	UK	U.S.	Other	Germany	UK	U.S.	Other
<b>Discount rate (-100 bp):</b>								
(Increase) in DBO	(1,740)	(950)	(90)	(220)	(1,355)	(800)	(60)	(155)
Expected increase in plan assets <sup>1</sup>	1,525	925	75	115	1,200	640	55	85
<b>Expected net impact on funded status (de-) increase</b>	<b>(215)</b>	<b>(25)</b>	<b>(15)</b>	<b>(105)</b>	<b>(155)</b>	<b>(160)</b>	<b>(5)</b>	<b>(70)</b>
<b>Discount rate (+100 bp):</b>								
Decrease in DBO	1,505	775	85	180	1,185	650	55	130
Expected (decrease) in plan assets <sup>1</sup>	(1,525)	(925)	(75)	(115)	(1,200)	(640)	(55)	(85)
<b>Expected net impact on funded status (de-) increase</b>	<b>(20)</b>	<b>(150)</b>	<b>10</b>	<b>65</b>	<b>(15)</b>	<b>10</b>	<b>0</b>	<b>45</b>
<b>Credit spread (-100 bp):</b>								
(Increase) in DBO	(1,740)	(950)	(180)	(230)	(1,355)	(800)	(140)	(155)
Expected increase in plan assets <sup>1</sup>	880	225	45	40	705	170	35	20
<b>Expected net impact on funded status (de-) increase</b>	<b>(860)</b>	<b>(725)</b>	<b>(135)</b>	<b>(190)</b>	<b>(650)</b>	<b>(630)</b>	<b>(105)</b>	<b>(135)</b>
<b>Credit spread (+100 bp):</b>								
Decrease in DBO	1,505	775	160	190	1,185	650	125	130
Expected (decrease) in plan assets <sup>1</sup>	(880)	(225)	(45)	(40)	(705)	(170)	(35)	(20)
<b>Expected net impact on funded status (de-) increase</b>	<b>625</b>	<b>550</b>	<b>115</b>	<b>150</b>	<b>480</b>	<b>480</b>	<b>90</b>	<b>110</b>
<b>Rate of price inflation (-50 bp):<sup>2</sup></b>								
Decrease in DBO	350	330	0	75	325	265	0	55
Expected (decrease) in plan assets <sup>1</sup>	(245)	(290)	0	(10)	(195)	(260)	0	(15)
<b>Expected net impact on funded status (de-) increase</b>	<b>105</b>	<b>40</b>	<b>0</b>	<b>65</b>	<b>130</b>	<b>5</b>	<b>0</b>	<b>40</b>
<b>Rate of price inflation (+50 bp):<sup>2</sup></b>								
(Increase) in DBO	(365)	(355)	0	(80)	(335)	(285)	0	(60)
Expected increase in plan assets <sup>1</sup>	245	290	0	10	195	260	0	15
<b>Expected net impact on funded status (de-) increase</b>	<b>(120)</b>	<b>(65)</b>	<b>0</b>	<b>(70)</b>	<b>(140)</b>	<b>(25)</b>	<b>0</b>	<b>(45)</b>
<b>Rate of real increase in future compensation levels (-50 bp):</b>								
Decrease in DBO, net impact on funded status	80	15	0	15	70	10	0	20
<b>Rate of real increase in future compensation levels (+50 bp):</b>								
(Increase) in DBO, net impact on funded status	(80)	(15)	0	(15)	(70)	(10)	0	(20)
<b>Longevity improvements by 10 %:<sup>3</sup></b>								
(Increase) in DBO, net impact on funded status	(275)	(85)	(25)	(20)	(220)	(75)	(20)	(15)

<sup>1</sup> Expected changes in the fair value of plan assets contain the simulated impact from the biggest plans in Germany, the UK, the U.S., Channel Islands, Switzerland, the Netherlands and Belgium which cover over 99 % of the total fair value of plan assets. The fair value of plan assets for other plans is assumed to be unchanged for this presentation.

<sup>2</sup> Incorporates sensitivity to changes in nominal increase for pensions in payment to the extent linked to the price inflation assumption.

<sup>3</sup> Estimated to be equivalent to an increase of around 1 year in overall life expectancy.

## Expected cash flows

The following table shows expected cash flows for post-employment benefits in 2015, including contributions to the Group's external pension trusts in respect of funded plans, direct payment to beneficiaries in respect of unfunded plans, as well as contributions to defined contribution plans.

in € m.	2015
Expected contributions to	Total
Defined benefit plan assets	265
BVV	50
Pension fund for Postbank's postal civil servants	100
Other defined contribution plans	230
Expected benefit payments for unfunded defined benefit plans	35
<b>Expected total cash flow related to post-employment benefits</b>	<b>680</b>

## Expense of employee benefits

The following table presents a breakdown of specific expenses according to the requirements of IAS 19 and IFRS 2 respectively.

in € m.	2014	2013	2012
<b>Expenses for defined benefit plans:</b>			
Service cost	296	261	289
Net interest cost (income)	3	10	11
<b>Total expenses defined benefit plans</b>	<b>299</b>	<b>271</b>	<b>300</b>
<b>Expenses for defined contribution plans:</b>			
BVV	51	51	51
Pension fund for Postbank's postal civil servants	97	97	105
Other defined contribution plans	228	221	219
<b>Total expenses for defined contribution plans</b>	<b>376</b>	<b>369</b>	<b>375</b>
<b>Total expenses for post-employment benefit plans</b>	<b>675</b>	<b>640</b>	<b>675</b>
<b>Employer contributions to mandatory German social security pension plan</b>	<b>229</b>	<b>230</b>	<b>231</b>
Expenses for share-based payments, equity settled <sup>1</sup>	860	918	1,097
Expenses for share-based payments, cash settled <sup>1</sup>	11	29	17
Expenses for cash retention plans <sup>1</sup>	815	811	1,133
Expenses for severance payments <sup>2</sup>	205	274	472

<sup>1</sup> Including expenses for new hire awards and the acceleration of expenses not yet amortized due to the discontinuation of employment including those amounts which are recognized as part of the Group's restructuring expenses.

<sup>2</sup> Excluding the acceleration of expenses for deferred compensation awards not yet amortized.

## 36 – Income Taxes

in € m.	2014	2013	2012
<b>Current tax expense (benefit):</b>			
Tax expense (benefit) for current year	764	913	731
Adjustments for prior years <sup>1</sup>	(12)	41	(956)
<b>Total current tax expense (benefit)</b>	<b>752</b>	<b>954</b>	<b>(225)</b>
<b>Deferred tax expense (benefit):</b>			
Origination and reversal of temporary difference, unused tax losses and tax credits	644	7	579
Effect of changes in tax law and/or tax rate	44	35	9
Adjustments for prior years <sup>1</sup>	(15)	(221)	135
<b>Total deferred tax expense (benefit)</b>	<b>673</b>	<b>(179)</b>	<b>723</b>
<b>Total income tax expense (benefit)</b>	<b>1,425</b>	<b>775</b>	<b>498</b>

<sup>1</sup> In 2012, adjustments for prior years include a current tax benefit of € 435 million with an offsetting equal amount in deferred tax expense.

Income tax expense includes policyholder tax attributable to policyholder earnings, amounting to an income tax expense of € 2 million in 2014, an income tax expense of € 23 million in 2013 and an income tax expense of € 12 million in 2012.

Total current tax expense includes benefits from previously unrecognized tax losses, tax credits and deductible temporary differences, which reduced the current tax expense by € 5 million in 2014. In 2013 these effects decreased the current tax expense by € 3 million and increased the current tax benefit by € 94 million in 2012.

Total deferred tax expense includes benefits from previously unrecognized tax losses (tax credits/deductible temporary differences) and the reversal of previous write-downs of deferred tax assets and expenses arising from write-downs of deferred tax assets, which reduced the deferred tax expense by € 303 million in 2014. In 2013 these effects increased the deferred tax benefit by € 237 million and increased the deferred tax expense by € 91 million in 2012.

**Difference between applying German statutory (domestic) income tax rate and actual income tax expense**

in € m.	2014	2013	2012
Expected tax expense at domestic income tax rate of 31 % (31 % for 2013 and 2012)	<b>966</b>	<b>451</b>	<b>252</b>
Foreign rate differential	88	154	36
Tax-exempt gains on securities and other income	(371)	(337)	(497)
Loss (income) on equity method investments	(93)	(84)	(74)
Nondeductible expenses	649	571	563
Impairments of goodwill	0	0	630
Changes in recognition and measurement of deferred tax assets <sup>1</sup>	(308)	(240)	(3)
Effect of changes in tax law and/or tax rate	44	35	9
Effect related to share-based payments	78	(5)	(17)
Effect of policyholder tax	(2)	23	12
Other <sup>1</sup>	374	207	(413)
<b>Actual income tax expense (benefit)</b>	<b>1,425</b>	<b>775</b>	<b>498</b>

<sup>1</sup> Current and deferred tax expense/(benefit) relating to prior years are mainly reflected in the line items "Changes in recognition and measurement of deferred tax assets" and "Other".

The Group is under continuous examinations by tax authorities in various jurisdictions. In 2014, 2013 and 2012 "Other" in the preceding table mainly includes the effects of these examinations by the tax authorities.

The domestic income tax rate, including corporate tax, solidarity surcharge, and trade tax, used for calculating deferred tax assets and liabilities was 31 % for the years 2014, 2013 and 2012.

**Income taxes charged or credited to equity (other comprehensive income/additional paid in capital)**

in € m.	2014	2013	2012
<b>Actuarial gains/losses related to defined benefit plans</b>	<b>407</b>	<b>58</b>	<b>407</b>
Financial assets available for sale:			
Unrealized net gains/losses arising during the period	(457)	(21)	(539)
Net gains/losses reclassified to profit or loss	5	103	6
Derivatives hedging variability of cash flows:			
Unrealized net gains/losses arising during the period	(7)	(58)	(5)
Net gains/losses reclassified to profit or loss	(146)	(10)	(13)
Other equity movement:			
Unrealized net gains/losses arising during the period	(68)	(175)	104
Net gains/losses reclassified to profit or loss	1	1	0
<b>Income taxes (charged) credited to other comprehensive income</b>	<b>(265)</b>	<b>(102)</b>	<b>(40)</b>
<b>Other income taxes (charged) credited to equity</b>	<b>(21)</b>	<b>65</b>	<b>34</b>

### Major components of the Group's gross deferred tax assets and liabilities

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Deferred tax assets:</b>		
Unused tax losses	2,785	2,300
Unused tax credits	192	191
Deductible temporary differences:		
Trading activities	8,454	8,719
Property and equipment	459	796
Other assets	2,382	2,355
Securities valuation	93	280
Allowance for loan losses	1,020	814
Other provisions	811	952
Other liabilities	838	1,103
<b>Total deferred tax assets pre offsetting</b>	<b>17,034</b>	<b>17,510</b>
<b>Deferred tax liabilities:</b>		
Taxable temporary differences:		
Trading activities	7,746	8,024
Property and equipment	52	49
Other assets	832	843
Securities valuation	1,628	1,123
Allowance for loan losses	71	97
Other provisions	233	298
Other liabilities	782	1,106
<b>Total deferred tax liabilities pre offsetting</b>	<b>11,344</b>	<b>11,540</b>

### Deferred tax assets and liabilities, after offsetting

in € m.	Dec 31, 2014	Dec 31, 2013
Presented as deferred tax assets	6,865	7,071
Presented as deferred tax liabilities	1,175	1,101
<b>Net deferred tax assets</b>	<b>5,690</b>	<b>5,970</b>

The change in the balance of deferred tax assets and deferred tax liabilities does not equal the deferred tax expense/(benefit). This is due to (1) deferred taxes that are booked directly to equity, (2) the effects of exchange rate changes on tax assets and liabilities denominated in currencies other than euro, (3) the acquisition and disposal of entities as part of ordinary activities and (4) the reclassification of deferred tax assets and liabilities which are presented on the face of the balance sheet as components of other assets and liabilities.

### Items for which no deferred tax assets were recognized

in € m.	Dec 31, 2014 <sup>1</sup>	Dec 31, 2013 <sup>1</sup>
<b>Deductible temporary differences</b>	<b>(314)</b>	<b>(341)</b>
Not expiring	(3,745)	(3,720)
Expiring in subsequent period	(4)	(1)
Expiring after subsequent period	(1,334)	(1,671)
<b>Unused tax losses</b>	<b>(5,083)</b>	<b>(5,392)</b>
Expiring after subsequent period	(88)	(224)
<b>Unused tax credits</b>	<b>(88)</b>	<b>(224)</b>

<sup>1</sup> Amounts in the table refer to deductible temporary differences, unused tax losses and tax credits for federal income tax purposes.

Deferred tax assets were not recognized on these items because it is not probable that future taxable profit will be available against which the unused tax losses, unused tax credits and deductible temporary differences can be utilized.

As of December 31, 2014 and December 31, 2013, the Group recognized deferred tax assets of € 5.5 billion and € 5.4 billion, respectively, that exceed deferred tax liabilities in entities which have suffered a loss in either the current or preceding period. This is based on management's assessment that it is probable that the respective entities will have taxable profits against which the unused tax losses, unused tax credits and deductible temporary differences can be utilized. Generally, in determining the amounts of deferred tax assets to be recognized, management uses historical profitability information and, if relevant, forecasted operating results, based upon approved business plans, including a review of the eligible carry-forward periods, tax planning opportunities and other relevant considerations.

As of December 31, 2014 and December 31, 2013, the Group had temporary differences associated with the Group's parent company's investments in subsidiaries, branches and associates and interests in joint ventures of € 134 million and € 120 million respectively, in respect of which no deferred tax liabilities were recognized.

## 37 – Derivatives

### Derivative Financial Instruments and Hedging Activities

Derivative contracts used by the Group include swaps, futures, forwards, options and other similar types of contracts. In the normal course of business, the Group enters into a variety of derivative transactions for both trading and risk management purposes. The Group's objectives in using derivative instruments are to meet customers' risk management needs and to manage the Group's exposure to risks.

In accordance with the Group's accounting policy relating to derivatives and hedge accounting as described in Note 1 "Significant Accounting Policies and Critical Accounting Estimates", all derivatives are carried at fair value in the balance sheet regardless of whether they are held for trading or nontrading purposes.

### Derivatives held for Trading Purposes

#### Sales and Trading

The majority of the Group's derivatives transactions relate to sales and trading activities. Sales activities include the structuring and marketing of derivative products to customers to enable them to take, transfer, modify or reduce current or expected risks. Trading includes market-making, positioning and arbitrage activities. Market-making involves quoting bid and offer prices to other market participants, enabling revenue to be generated based on spreads and volume. Positioning means managing risk positions in the expectation of benefiting from favorable movements in prices, rates or indices. Arbitrage involves identifying and profiting from price differentials between markets and products.

#### Risk Management

The Group uses derivatives in order to reduce its exposure to market risks as part of its asset and liability management. This is achieved by entering into derivatives that hedge specific portfolios of fixed rate financial instruments and forecast transactions as well as strategic hedging against overall balance sheet exposures. The Group actively manages interest rate risk through, among other things, the use of derivative contracts. Utilization of derivative financial instruments is modified from time to time within prescribed limits in response to changing market conditions, as well as to changes in the characteristics and mix of the related assets and liabilities.

### Derivatives qualifying for Hedge Accounting

The Group applies hedge accounting if derivatives meet the specific criteria described in Note 1 "Significant Accounting Policies and Critical Accounting Estimates".

### Fair Value Hedge Accounting

The Group enters into fair value hedges, using primarily interest rate swaps and options, in order to protect itself against movements in the fair value of fixed-rate financial instruments due to movements in market interest rates.

in € m.	Dec 31, 2014		Dec 31, 2013	
	Assets	Liabilities	Assets	Liabilities
Derivatives held as fair value hedges	3,679	2,136	2,810	200

For the years ended December 31, 2014, 2013 and 2012, a gain of € 1.0 billion, a loss of € 2.4 billion and a loss of € 0.1 billion, respectively, were recognized on the hedging instruments. For the same periods, the results on

the hedged items, which were attributable to the hedged risk, were a loss of € 1.3 billion, a gain of € 1.7 billion and a loss of € 0.4 billion.

### Cash Flow Hedge Accounting

The Group enters into cash flow hedges, using interest rate swaps, equity index swaps and foreign exchange forwards, in order to protect itself against exposure to variability in interest rates, equities and exchange rates.

in € m.	Dec 31, 2014		Dec 31, 2013	
	Assets	Liabilities	Assets	Liabilities
Derivatives held as cash flow hedges	234	0	30	276

### Periods when hedged cash flows are expected to occur and when they are expected to affect the income statement

in € m.	Within 1 year	1–3 years	3–5 years	Over 5 years
<b>As of December 31, 2014</b>				
Cash inflows from assets	23	35	5	0
Cash outflows from liabilities	(21)	(35)	(28)	(25)
<b>Net cash flows 2014</b>	<b>2</b>	<b>0</b>	<b>(23)</b>	<b>(25)</b>
<b>As of December 31, 2013</b>				
Cash inflows from assets	80	110	53	136
Cash outflows from liabilities	(25)	(37)	(37)	(36)
<b>Net cash flows 2013</b>	<b>55</b>	<b>73</b>	<b>16</b>	<b>100</b>

### Cash Flow Hedge Balances

in € m.	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012
Reported in Equity <sup>1</sup>	118	(215)	(341)
thereof relates to terminated programs	(15)	(16)	(17)
Gains (losses) posted to equity for the year ended	(6)	91	42
Gains (losses) removed from equity for the year ended	(339)	(35)	(45)
Ineffectiveness recorded within P&L	(3)	1	1

<sup>1</sup> Reported in equity refers to accumulated other comprehensive income as presented in the Consolidated Statement of Comprehensive Income.

In early June 2014, the decision was taken to replace the external debt financing of Maher Terminals, with financing from within the Group taken effect at maturity at the beginning of July 2014. Until then it was the Group's largest cash flow hedge accounting program. In line with the hedge accounting rules of IAS 39, this decision triggered the transfer of € 313 million of accumulated mark-to-market loss on a swap transaction relating to that debt financing from other comprehensive income to the profit and loss statement during the second quarter.

As of December 31, 2014 the longest term cash flow hedge matures in 2022.

### Net Investment Hedge Accounting

Using foreign exchange forwards and swaps, the Group enters into hedges of translation adjustments resulting from translating the financial statements of net investments in foreign operations into the reporting currency of the parent at period end spot rates.

in € m.	Dec 31, 2014		Dec 31, 2013	
	Assets	Liabilities	Assets	Liabilities
Derivatives held as net investment hedges	490	2,927	1,171	141

For the years ended December 31, 2014, 2013 and 2012, losses of € 357 million, € 320 million and € 357 million, respectively, were recognized due to hedge ineffectiveness which includes the forward points element of the hedging instruments.

## 38 – Related Party Transactions

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial or operational decisions. The Group's related parties include:

- key management personnel, close family members of key management personnel and entities which are controlled, significantly influenced by, or for which significant voting power is held by key management personnel or their close family members,
- subsidiaries, joint ventures and associates and their respective subsidiaries, and
- post-employment benefit plans for the benefit of Deutsche Bank employees.

The Group has several business relationships with related parties. Transactions with such parties are made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other parties. These transactions also did not involve more than the normal risk of collectibility or present other unfavorable features.

### Transactions with Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of Deutsche Bank, directly or indirectly. The Group considers the members of the Management Board and of the Supervisory Board of the parent company to constitute key management personnel for purposes of IAS 24.

#### Compensation expense of key management personnel

in € m.	2014	2013	2012
Short-term employee benefits	26	18	17
Post-employment benefits	4	3	3
Other long-term benefits	7	6	14
Termination benefits	0	0	15
Share-based payment	5	8	16
<b>Total</b>	<b>42</b>	<b>35</b>	<b>65</b>

The above mentioned table does not contain compensation that employee representatives and former board members on the Supervisory Board have received. The aggregated compensation paid to such members for their services as employees of Deutsche Bank or status as former employees (retirement, pension and deferred compensation) amounted to € 1.1 million as of December 31, 2014, € 1 million as of December 31, 2013 and € 1.6 million as of December 31, 2012.

Among the Group's transactions with key management personnel as of December 31, 2014 were loans and commitments of € 3 million and deposits of € 16 million. As of December 31, 2013, the Group's transactions with key management personnel were loans and commitments of € 4 million and deposits of € 12 million.

In addition, the Group provides banking services, such as payment and account services as well as investment advice, to key management personnel and their close family members.

### Transactions with Subsidiaries, Joint Ventures and Associates

Transactions between Deutsche Bank AG and its subsidiaries meet the definition of related party transactions. If these transactions are eliminated on consolidation, they are not disclosed as related party transactions. Transactions between the Group and its associated companies and joint ventures and their respective subsidiaries also qualify as related party transactions.

## Loans

in € m.	2014	2013
<b>Loans outstanding, beginning of year</b>	<b>357</b>	<b>918</b>
Loans issued during the year	596	528
Loan repayment during the year	657	676
Changes in the group of consolidated companies <sup>1</sup>	(1)	(397)
Exchange rate changes/other	27	(16)
<b>Loans outstanding, end of year<sup>2</sup></b>	<b>321</b>	<b>357</b>
<b>Other credit risk related transactions:</b>		
Allowance for loan losses	5	6
Provision for loan losses	0	0
Guarantees and commitments	45	54

<sup>1</sup> In 2014 there were small changes in the group of consolidated companies. In the second quarter of 2013, some entities were fully consolidated for the first time, which were formerly classified as equity method investments. Therefore loans made to these investments were eliminated on consolidation. Consequently related provisions and allowances for loan losses reduced at the same time.

<sup>2</sup> Loans past due were € 3 million as of December 31, 2014 and € 2 million as of December 31, 2013. For the above loans the Group held collateral of € 70 million and € 73 million as of December 31, 2014 and December 31, 2013, respectively.

## Deposits

in € m.	2014	2013
<b>Deposits outstanding, beginning of year</b>	<b>167</b>	<b>245</b>
Deposits received during the year	245	105
Deposits repaid during the year	244	179
Changes in the group of consolidated companies	(43)	(3)
Exchange rate changes/other	4	(2)
<b>Deposits outstanding, end of year<sup>1</sup></b>	<b>128</b>	<b>167</b>

<sup>1</sup> The deposits are unsecured.

## Other Transactions

Trading assets and positive market values from derivative financial transactions with associated companies amounted to € 87 million as of December 31, 2014 and € 130 million as of December 31, 2013. Trading liabilities and negative market values from derivative financial transactions with associated companies amounted to € 0.0 million as of December 31, 2014 and € 1 million as of December 31, 2013.

Other transactions with related parties also reflected the following:

**Hua Xia Bank:** The Group holds a stake of 19.99 % in Hua Xia Bank and has accounted for this associate under the equity method since February 11, 2011. In 2006, Deutsche Bank and Hua Xia Bank jointly established a credit card business cooperation combining the international know-how of Deutsche Bank AG in the credit card business and local expertise of Hua Xia Bank. A provision has been recognized for the cooperation with an amount of € 52 million as per December 31, 2014. This provision captures the Group's estimated obligation from the cooperation. Further details are included in Note 17 "Equity Method Investments".

## Transactions with Pension Plans

Under IFRS, certain post-employment benefit plans are considered related parties. The Group has business relationships with a number of its pension plans pursuant to which it provides financial services to these plans, including investment management services. The Group's pension funds may hold or trade Deutsche Bank shares or securities.

### Transactions with related party pension plans

in € m.	2014	2013
Equity shares issued by the Group held in plan assets	6	2
Other assets	73	29
Fees paid from plan assets to asset managers of the Group	31	39
Market value of derivatives with a counterparty of the Group	(255)	(419)
Notional amount of derivatives with a counterparty of the Group	11,806	13,851



## 39 – Information on Subsidiaries

### Composition of the Group

Deutsche Bank AG is the direct or indirect holding company for the Group's subsidiaries.

The Group consists of 1,485 (2013: 1,639) consolidated entities, thereof 756 (2013: 812) consolidated structured entities. 869 (2013: 968) of the entities controlled by the Group are directly or indirectly held by the Group at 100 % of the ownership interests (share of capital). Third parties also hold ownership interests in 616 (2013: 671) of the consolidated entities (noncontrolling interests). Prior year numbers for consolidated entities and third parties holding ownership interests have been adjusted due to a refinement of the methodology of counting with several silo structures no longer counted separately. As of December 31, 2013 and 2014, the noncontrolling interests are neither individually nor cumulatively material to the Group.

### Significant restrictions to access or use the Group's assets

Statutory, contractual or regulatory requirements as well as protective rights of noncontrolling interests might restrict the ability of the Group to access and transfer assets freely to or from other entities within the Group and to settle liabilities of the Group.

Since the Group did not have any material noncontrolling interests at the balance sheet date, any protective rights associated with these did not give rise to significant restrictions.

Restrictions impacting the Group's ability to use assets:

- The Group has pledged assets to collateralize its obligations under repurchase agreements, securities financing transactions, collateralized loan obligations and for margining purposes for OTC derivative liabilities.
- The assets of consolidated structured entities are held for the benefit of the parties that have bought the notes issued by these entities.
- Assets held by insurance subsidiaries are primarily held to satisfy the obligations to the companies' policy holders.
- Regulatory and central bank requirements or local corporate laws may restrict the Group's ability to transfer assets to or from other entities within the Group in certain jurisdictions.

### Restricted assets

in € m.	Dec 31, 2014		Dec 31, 2013	
	Total assets	Restricted assets	Total assets	Restricted assets
Interest-earning deposits with banks	63,518	1,254	77,984	1,115
Financial assets at fair value through profit or loss	942,924	82,612	899,257	94,388
Financial assets available for sale	64,297	10,638	48,326	7,821
Loans	405,612	51,450	376,582	56,553
Other	232,352	9,506	209,252	7,675
<b>Total</b>	<b>1,708,703</b>	<b>155,460</b>	<b>1,611,400</b>	<b>167,552</b>

The table above excludes assets that are not encumbered at an individual entity level but which may be subject to restrictions in terms of their transferability within the Group. Such restrictions may be based on local connected lending requirements or similar regulatory restrictions. In this situation, it is not feasible to identify individual balance sheet items that cannot be transferred. This is also the case for regulatory minimum liquidity requirements. The Group identifies the volume of liquidity reserves in excess of local stress liquidity outflows. The aggregate amount of such liquidity reserves that are considered restricted for this purpose is € 32.4 billion and € 19.4 billion as of December 31, 2014 and December 31, 2013, respectively.

## 40 – Structured Entities

### Nature, purpose and extent of the Group's interests in structured entities

The Group engages in various business activities with structured entities which are designed to achieve a specific business purpose. A structured entity is one that has been set up so that any voting rights or similar rights are not the dominant factor in deciding who controls the entity. An example is when voting rights relate only to administrative tasks and the relevant activities are directed by contractual arrangements.

A structured entity often has some or all of the following features or attributes:

- Restricted activities;
- A narrow and well defined objective;
- Insufficient equity to permit the structured entity to finance its activities without subordinated financial support;
- Financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

The principal uses of structured entities are to provide clients with access to specific portfolios of assets and to provide market liquidity for clients through securitizing financial assets. Structured entities may be established as corporations, trusts or partnerships. Structured entities generally finance the purchase of assets by issuing debt and equity securities that are collateralized by and/or indexed to the assets held by the structured entities. The debt and equity securities issued by structured entities may include tranches with varying levels of subordination.

Structured entities are consolidated when the substance of the relationship between the Group and the structured entities indicate that the structured entities are controlled by the Group, as discussed in Note 1 "Significant Accounting Policies and Critical Accounting Estimates".

### Consolidated structured entities

The Group has contractual arrangements which may require it to provide financial support to the following types of consolidated structured entities.

### Securitization vehicles

The group uses securitization vehicles for funding purchase of diversified pool of assets. The group provides financial support to these entities in the form of liquidity facility. As of December 31, 2014 and December 31, 2013, there were outstanding loan commitments to these entities for € 2 billion and € 6 billion respectively.

### Funds

The group may provide funding and liquidity facility or guarantees to funds consolidated by the group. As of December 31, 2014 and December 31, 2013 notional value of the liquidity facilities and guarantees provided by the group to such funds was € 28 billion and € 27 billion.

### Unconsolidated structured entities

These are entities which are not consolidated because the Group does not control them through voting rights, contract, funding agreements, or other means. The extent of the Group's interests to unconsolidated structured entities will vary depending on the type of structured entities.

Below is a description of the Group's involvements in unconsolidated structured entities by type.

### Repackaging and investment entities

Repackaging and investment entities are established to meet clients' investment needs through the combination of securities and derivatives. These entities are not consolidated by the Group because the Group does not have power to influence the returns obtained from the entities. These entities are usually set up to provide a certain investment return pre-agreed with the investor, and the Group is not able to change the investment strategy or return during the life of the transaction.

### Third party funding entities

The Group provides funding to structured entities that hold a variety of assets. These entities may take the form of funding entities, trusts and private investment companies. The funding is collateralized by the asset in the structured entities. The group's involvement involves predominantly both lending and loan commitments.

The vehicles used in these transactions are controlled by the borrowers where the borrowers have the ability to decide whether to post additional margin or collateral in respect of the financing. In such cases, where borrowers can decide to continue or terminate the financing, the borrowers will consolidate the vehicle.

### Securitization Vehicles

The Group establishes securitization vehicles which purchase diversified pools of assets, including fixed income securities, corporate loans, and asset-backed securities (predominantly commercial and residential mortgage-backed securities and credit card receivables). The vehicles fund these purchases by issuing multiple tranches of debt and equity securities, the repayment of which is linked to the performance of the assets in the vehicles.

The Group often transfers assets to these securitization vehicles and provide financial support to these entities in the form of liquidity facilities.

The Group also invests and provides liquidity facilities to third party sponsored securitization vehicles.

The securitization vehicles that are not consolidated into the Group are those where the Group does not hold the power or ability to unilaterally remove the servicer or special servicer who has been delegated power over the activities of the entity.

### Funds

The Group establishes structured entities to accommodate client requirements to hold investments in specific assets. The Group also invests in funds that are sponsored by third parties. A group entity may act as fund manager, custodian or some other capacity and provide funding and liquidity facilities to both group sponsored and third party funds. The funding provided is collateralized by the underlying assets held by the fund.

The Group does not consolidate funds when Deutsche Bank is deemed agent or when another third party investor has the ability to direct the activities of the fund.

### Other

These are Deutsche Bank sponsored or third party structured entities that do not fall into any criteria above. These entities are not consolidated by the Group when the Group does not hold power over the decision making of these entities.

### Income derived from involvement with structured entities

The Group earns management fees and, occasionally, performance-based fees for its investment management service in relation to funds. Interest income is recognized on the funding provided to structured entities. Any trading revenue as a result of derivatives with structured entities and from the movements in the value of notes held in these entities is recognized in 'Net gains/losses on financial assets/liabilities held at fair value through profit and loss'.

### Interests in unconsolidated structured entities

The Group's interests in unconsolidated structured entities refer to contractual and non-contractual involvement that exposes the group to variability of returns from the performance of the structured entities. Examples of interests in unconsolidated structured entities include debt or equity investments, liquidity facilities, guarantees and certain derivative instruments in which the Group is absorbing variability of returns from the structured entities.

Interests in unconsolidated structured entities exclude instruments which introduce variability of returns into the structured entities. For example, when the group purchases credit protection from an unconsolidated structured entity whose purpose and design is to pass through credit risk to investors, the Group is providing the variability of returns to the entity rather than absorbing variability. The purchased credit protection is therefore not considered as an interest for the purpose of the table below.

### Maximum Exposure to unconsolidated structured entities

The maximum exposure to loss is determined by considering the nature of the interest in the unconsolidated structured entity. The maximum exposure for loans and trading instruments is reflected by their carrying amounts in the consolidated balance sheet. The maximum exposure for derivatives and off balance sheet commitments such as guarantees, liquidity facilities and loan commitments under IFRS 12, as interpreted by the Group, is reflected by the notional amounts. Such amounts do not reflect the economic risks faced by the Group because they do not take into account the effects of collateral or hedges nor the probability of such losses being incurred. At December 31, 2014, the notional related to the positive and negative replacement values of derivatives and off balance sheet commitments were € 301 billion, € 615 billion and € 32 billion respectively.

At December 31, 2013, the notional related to the positive and negative replacement values of derivatives and off balance sheet commitments were € 311 billion, € 529 billion and € 27.3 billion respectively.

### Size of structured entities

The Group provides a different measure for size of structured entities depending on their type. The following measures have been considered as appropriate indicators for evaluating the size of structured entities:

- **Funds** – Net asset value or asset under management where the Group holds fund units and notional of derivatives when the Group's interest comprises of derivatives.
- **Securitizations** – notional of notes in issue when the Group derives its interests through notes its holds and notional of derivatives when the Group's interests is in the form of derivatives.
- **Third party funding entities** – Total assets in entities
- **Repackaging and investment entities** – Fair value of notes in issue

For Third party funding entities, size information is not publicly available, therefore the Group has disclosed the greater of the collateral Deutsche Bank has received/pledged or the notional of the exposure Deutsche Bank has to the entity.

The following table shows, by type of structured entity, the carrying amounts of the Group's interests recognized in the consolidated statement of financial position as well as the maximum exposure to loss resulting from these interests. It also provides an indication of the size of the structured entities. The carrying amounts presented below do not reflect the true variability of returns faced by the Group because they do not take into account the effects of collateral or hedges.

Carrying amounts and size relating to Deutsche Bank's interests

	Dec 31, 2014				
in € m.	Repackaging and Investment Entities	Third Party Funding Entities	Securiti-zations	Funds	Total
<b>Assets</b>					
Interest-earning deposits with banks	0	13 <sup>1</sup>	0	405	419
Central bank funds sold and securities purchased under resale agreements	0	0	0	1,599	1,599
Securities Borrowed	0	0	0	17,367	17,367
Total financial assets at fair value through profit or loss	1,292	6,875	21,282	65,934	95,384
Trading assets	963	4,315	21,108	13,419	39,805
Positive market values (derivative financial instruments)	329	703	143	8,789	9,963
Financial assets designated at fair value through profit or loss	0	1,858	31	43,726	45,616
Financial assets available for sale	0	410	875	1,418	2,703
Loans	77	32,553	16,250	15,671	64,551
Other assets	11	87	2,280	21,447	23,824
<b>Total assets</b>	<b>1,380</b>	<b>39,938</b>	<b>40,687</b>	<b>123,842</b>	<b>205,846</b>
<b>Liabilities</b>					
Total financial liabilities at fair value through profit or loss	225	626	579	16,968	18,398
Negative market values (derivative financial instruments)	225	626	579	16,968	18,398
<b>Total liabilities</b>	<b>225</b>	<b>626</b>	<b>579</b>	<b>16,968</b>	<b>18,398</b>
Off-balance sheet exposure	3	3,064	1,268	27,699	32,035
<b>Total</b>	<b>1,158</b>	<b>42,376</b>	<b>41,375</b>	<b>134,572</b>	<b>219,483</b>
<b>Size of structured entity</b>	<b>10,938</b>	<b>98,197</b>	<b>3,044,623</b>	<b>3,695,476</b>	

<sup>1</sup> Includes € 13 million of Cash and due from banks.

Dec 31, 2013

in € m.	Repackaging and Investment Entities	Third Party Funding Entities	Securiti-zations	Funds	Total
<b>Assets</b>					
Interest-earning deposits with banks	0	0	0	303	303
Central bank funds sold and securities purchased under resale agreements	0	0	0	1,797	1,797
Securities Borrowed	0	0	0	6,819	6,819
Total financial assets at fair value through profit or loss	1,830	3,097	26,180	89,365	120,472
Trading assets	1,216	2,586	26,002	12,949	42,753
Positive market values (derivative financial instruments)	600	175	169	7,640	8,584
Financial assets designated at fair value through profit or loss	15	336	9	68,776	69,136
Financial assets available for sale	3	414	2,279	867	3,564
Loans	101	27,978	13,406	6,153	47,639
Other assets <sup>1</sup>	0	47	546	7,869	8,461
<b>Total assets</b>	<b>1,935</b>	<b>31,536</b>	<b>42,412</b>	<b>113,173</b>	<b>189,056</b>
<b>Liabilities</b>					
Total financial liabilities at fair value through profit or loss	471	85	223	8,836	9,615
Negative market values (derivative financial instruments)	471	85	223	8,836	9,615
<b>Total liabilities</b>	<b>471</b>	<b>85</b>	<b>223</b>	<b>8,836</b>	<b>9,615</b>
Off-balance sheet exposure	0	2,135	1,104	24,064	27,304
<b>Total</b>	<b>1,464</b>	<b>33,587</b>	<b>43,293</b>	<b>128,401</b>	<b>206,745</b>
<b>Size of structured entity</b>	<b>20,771</b>	<b>74,278</b>	<b>1,665,626</b>	<b>4,488,622</b>	

<sup>1</sup> Prior year numbers were restated in 2014 to exclude € 29.4 billion pending settlements which were disclosed in Other assets and have been removed from the Group's definition of an Interest.

**Trading assets** – Total trading assets as of December 31, 2014 and December 31, 2013 of € 39.8 billion and € 42.8 billion are comprised primarily of € 21.1 billion and € 26 billion in Securitizations and € 13.4 billion and € 12.9 billion in Funds structured entities respectively. The Group's interests in securitizations are collateralized by the assets contained in these entities. Where the Group holds Fund units these are typically in regards to market making in funds or otherwise serve as hedges for notes issued to clients. Moreover the credit risk arising from loans made to Third party funding structured entities is mitigated by the collateral received.

**Financial assets designated at fair value through profit or loss** – Reverse repurchase agreements to Funds comprise the majority of the interests in this category and are collateralized by the underlying securities.

**Loans** – Loans as of December 31, 2014 and December 31, 2013 consists of € 64.6 billion and € 47.6 billion investment in securitization tranches and financing to Third Party Funding Entities. The Group's financing to Third Party funding entities is collateralized by the assets in those structured entities.

**Other assets** – Other assets as of December 31, 2014 and December 31, 2013 of € 23.8 billion and € 8.4 billion, respectively, consists primarily of prime brokerage receivables and cash margin balances.

## Financial Support

Deutsche Bank did not provide non-contractual support during the year to unconsolidated structured entities.

## Sponsored Unconsolidated Structured Entities where Deutsche Bank has no interest as of December 31, 2014 and December 31, 2013.

As a sponsor, Deutsche Bank is involved in the legal set up and marketing of the entity and supports the entity in different ways, namely:

- transferring assets to the entities
- providing seed capital to the entities
- providing operational support to ensure the entity's continued operation
- providing guarantees of performance to the structured entities.

Deutsche Bank is also deemed a sponsor for a structured entity if market participants would reasonably associate the entity with the Group. Additionally, the use of the Deutsche Bank name for the structured entity indicates that Deutsche Bank has acted as a sponsor.

The gross revenues from sponsored entities where the Group did not hold an interest as of December 31, 2014 and December 31, 2013 were € 166 million and € 527 million respectively. Instances where the Group does not hold an interest in an unconsolidated sponsored structured entity include cases where any seed capital or funding to the structured entity has already been repaid in full to the Group during the year. This amount does not take into account the impacts of hedges and is recognized in Net gains/losses on financial assets/liabilities at fair value through profit and loss. The aggregated carrying amounts of assets transferred to sponsored unconsolidated structured entities in 2014 were € 469 million for securitization and € 1.9 billion for repackaging and investment entities. In 2013, they were € 3.2 billion for securitization and € 3.7 billion for repackaging and investment entities.

## 41 – Insurance and Investment Contracts

### Liabilities arising from Insurance and Investment Contracts

in € m.	Dec 31, 2014			Dec 31, 2013		
	Gross	Reinsurance	Net	Gross	Reinsurance	Net
Insurance contracts	4,750	(67)	4,683	4,581	(67)	4,514
Investment contracts	8,523	0	8,523	8,067	0	8,067
<b>Total</b>	<b>13,273</b>	<b>(67)</b>	<b>13,206</b>	<b>12,648</b>	<b>(67)</b>	<b>12,581</b>

Generally, amounts relating to reinsurance contracts are reported gross unless they have an immaterial impact on their respective balance sheet line items.

### Carrying Amount

The following table presents an analysis of the change in insurance and investment contracts liabilities.

in € m.	2014		2013	
	Insurance contracts	Investment contracts	Insurance contracts	Investment contracts
<b>Balance, beginning of year</b>	<b>4,581</b>	<b>8,067</b>	<b>4,654</b>	<b>7,732</b>
New business	158	52	205	52
Claims/withdrawals paid	(427)	(544)	(485)	(589)
Other changes in existing business	118	429	306	1,023
Exchange rate changes	320	519	(99)	(151)
<b>Balance, end of year</b>	<b>4,750</b>	<b>8,523</b>	<b>4,581</b>	<b>8,067</b>

Other changes in existing business for the investment contracts of € 429 million and € 1,023 million are principally attributable to changes in the fair value of underlying assets for the years ended December 31, 2014 and 2013, respectively.

As of December 31, 2014 the Group had insurance contract liabilities of € 4.8 billion. Of this, € 2.5 billion represents traditional annuities in payment, € 1.8 billion universal life contracts and € 444 million unit linked pension contracts with guaranteed annuity rates. Guaranteed annuity rates give the policyholder the option, on retirement, to take up a traditional annuity at a rate that was fixed at the inception of the policy. The liability of € 444 million for unit linked pension contracts with guaranteed annuity rates is made up of the unit linked liability of € 288 million and a best estimate reserve of € 156 million for the guaranteed annuity rates. The latter is calculated using the differential between the fixed and best estimate rate, the size of the unit linked liability and an assumption on take up rate.

As of December 31, 2013 the Group had insurance contract liabilities of € 4.6 billion. Of this, € 2.4 billion represents traditional annuities in payment, € 1.8 billion universal life contracts and € 397 million unit linked pension contracts with guaranteed annuity rates (made up of a unit linked liability of € 288 million and a best estimate reserve of € 109 million for the guaranteed annuity rates).

### Key Assumptions in relation to Insurance Business

The liabilities will vary with movements in interest rates, which are applicable, in particular, to the cost of guaranteed benefits payable in the future, investment returns and the cost of life assurance and annuity benefits where future mortality is uncertain.

Assumptions are made related to all material factors affecting future cash flows, including future interest rates, mortality and costs. The assumptions to which the long term business amount is most sensitive are the interest rates used to discount the cash flows and the mortality assumptions, particularly those for annuities.

The assumptions are set out below:

#### Interest Rates

Interest rates are used that reflect a best estimate of future investment returns taking into account the nature and term of the assets used to support the liabilities. Suitable margins for default risk are allowed for in the assumed interest rate.

#### Mortality

Mortality rates are based on published tables, adjusted appropriately to take into account changes in the underlying population mortality since the table was published, company experience and forecast changes in future mortality. If appropriate, a margin is added to assurance mortality rates to allow for adverse future deviations. Annuitant mortality rates are adjusted to make allowance for future improvements in pensioner longevity. Improvements in annuitant mortality are based on 100 % of the Continuous Mortality Investigation 2013 mortality improvement tables with an ultimate rate of improvement of 1 % per annum.

#### Costs

For non-linked contracts, allowance is made explicitly for future expected per policy costs.

#### Other Assumptions

The take-up rate of guaranteed annuity rate options on pension business is assumed to be 67 % for the year ended December 31, 2014 and for the year ended December 31, 2013.



### Key Assumptions impacting Value of Business Acquired (VOBA)

On acquisition of insurance businesses, the excess of the purchase price over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is accounted for as an intangible asset. This intangible asset represents the present value of future cash flows over the reported liability at the date of acquisition. This is known as value of business acquired ("VOBA").

The VOBA is amortized at a rate determined by considering the profile of the business acquired and the expected depletion in its value. The VOBA acquired is reviewed regularly for any impairment in value and any reductions are charged as an expense to the consolidated statement of income.

The opening VOBA arising on the purchase of Abbey Life Assurance Company Limited was determined by capitalizing the present value of the future cash flows of the business over the reported liability at the date of acquisition. If assumptions were required about future mortality, morbidity, persistency and expenses, they were determined on a best estimate basis taking into account the business's own experience. General economic assumptions were set considering the economic indicators at the date of acquisition.

The rate of VOBA amortization is determined by considering the profile of the business acquired and the expected depletion in future value. At the end of each accounting period, the remaining VOBA is tested against the future net profit expected related to the business that was in force at the date of acquisition.

If there is insufficient net profit, the VOBA will be written down to its supportable value.

### Key Changes in Assumptions

Upon acquisition of Abbey Life Assurance Company Limited in October 2007, liabilities for insurance contracts were recalculated from a regulatory basis to a best estimate basis in line with the provisions of IFRS 4. The non-economic assumptions set at that time have not been changed but the economic assumptions have been reviewed in line with changes in key economic indicators. For annuity contracts, the liability was valued using the locked-in basis determined at the date of acquisition.

### Sensitivity Analysis (in respect of Insurance Contracts only)

The following table presents the sensitivity of the Group's profit before tax and equity to changes in some of the key assumptions used for insurance contract liability calculations. For each sensitivity test, the impact of a reasonably possible change in a single factor is shown with other assumptions left unchanged.

in € m.	Impact on profit before tax		Impact on equity	
	2014	2013	2014	2013
<b>Variable:</b>				
Mortality (worsening by ten percent) <sup>1</sup>	(10)	(8)	(8)	(6)
Renewal expense (ten percent increase)	(1)	0	(1)	0
Interest rate (one percent increase)	8	10	(185)	(144)

<sup>1</sup> The impact of mortality assumes a ten percent decrease in annuitant mortality and a ten percent increase in mortality for other business.

For certain insurance contracts, the underlying valuation basis contains a Provision for Adverse Deviations ("PADs"). For these contracts any worsening of expected future experience would not change the level of reserves held until all the PADs have been eroded while any improvement in experience would not result in an increase to these reserves. Therefore, in the sensitivity analysis, if the variable change represents a worsening of experience, the impact shown represents the excess of the best estimate liability over the PADs held at the balance sheet date. As a result, the figures disclosed in this table should not be used to imply the impact of a different level of change and it should not be assumed that the impact would be the same if the change occurred at a different point in time.

## 42 – Current and Non-Current Assets and Liabilities

### Asset and liability line items by amounts recovered or settled within or after one year

#### Asset items as of December 31, 2014

in € m.	Amounts recovered or settled		Total
	within one year	after one year	Dec 31, 2014
Cash and due from banks	20,055	0	20,055
Interest-earning deposits with banks	63,146	371	63,518
Central bank funds sold and securities purchased under resale agreements	17,494	303	17,796
Securities borrowed	25,800	34	25,834
Financial assets at fair value through profit or loss	906,129	36,796	942,924
Financial assets available for sale	7,740	56,557	64,297
Equity method investments	0	4,143	4,143
Loans	135,376	270,236	405,612
Property and equipment	0	2,909	2,909
Goodwill and other intangible assets	0	14,951	14,951
Other assets	130,891	7,089	137,980
Assets for current tax	1,589	230	1,819
<b>Total assets before deferred tax assets</b>	<b>1,308,224</b>	<b>393,614</b>	<b>1,701,838</b>
Deferred tax assets			6,865
<b>Total assets</b>			<b>1,708,703</b>

#### Liability items as of December 31, 2014

in € m.	Amounts recovered or settled		Total
	within one year	after one year	Dec 31, 2014
Deposits	508,481	24,451	532,931
Central bank funds purchased and securities sold under repurchase agreements	10,887	0	10,887
Securities loaned	1,976	363	2,339
Financial liabilities at fair value through profit or loss	680,496	17,203	697,699
Other short-term borrowings	42,931	0	42,931
Other liabilities	177,798	6,024	183,823
Provisions	6,677	0	6,677
Liabilities for current tax	780	828	1,608
Long-term debt	25,739	119,098	144,837
Trust preferred securities	4,906	5,667	10,573
<b>Total liabilities before deferred tax liabilities</b>	<b>1,460,672</b>	<b>173,634</b>	<b>1,634,306</b>
Deferred tax liabilities			1,175
<b>Total liabilities</b>			<b>1,635,481</b>

#### Asset items as of December 31, 2013

in € m.	Amounts recovered or settled		Total
	within one year	after one year	Dec 31, 2013
Cash and due from banks	17,155	0	17,155
Interest-earning deposits with banks	77,821	163	77,984
Central bank funds sold and securities purchased under resale agreements	26,355	1,008	27,363
Securities borrowed	20,818	51	20,870
Financial assets at fair value through profit or loss	867,731	31,525	899,257
Financial assets available for sale	6,561	41,765	48,326
Equity method investments	0	3,581	3,581
Loans	121,566	255,016	376,582
Property and equipment	0	4,420	4,420
Goodwill and other intangible assets	0	13,932	13,932
Other assets	106,737	5,803	112,539
Assets for current tax	2,098	224	2,322
<b>Total assets before deferred tax assets</b>	<b>1,246,842</b>	<b>357,487</b>	<b>1,604,330</b>
Deferred tax assets			7,071
<b>Total assets</b>			<b>1,611,400</b>

### Liability items as of December 31, 2013

in € m.	Amounts recovered or settled		Total
	within one year	after one year	Dec 31, 2013
Deposits	503,976	23,773	527,750
Central bank funds purchased and securities sold under repurchase agreements	13,381	0	13,381
Securities loaned	2,106	198	2,304
Financial liabilities at fair value through profit or loss	620,172	17,232	637,404
Other short-term borrowings	59,767	0	59,767
Other liabilities	161,239	2,356	163,595
Provisions	4,524	0	4,524
Liabilities for current tax	870	730	1,600
Long-term debt	31,365	101,718	133,082
Trust preferred securities	5,190	6,736	11,926
<b>Total liabilities before deferred tax liabilities</b>	<b>1,402,591</b>	<b>152,743</b>	<b>1,555,333</b>
Deferred tax liabilities			1,101
<b>Total liabilities</b>			<b>1,556,434</b>

### 43 – Events after the Reporting Period

All significant adjusting events that occurred after the reporting date were recognized in the Group's results of operations, financial position and net assets.

## 44 –

### Supplementary Information to the Consolidated Financial Statements according to Section 315a HGB and the return on assets according to Article 26a of the German Banking Act

#### Staff Costs

in € m.	2014	2013
<b>Staff costs:</b>		
Wages and salaries	10,466	10,406
Social security costs	2,046	1,923
thereof: those relating to pensions	659	615
<b>Total</b>	<b>12,512</b>	<b>12,329</b>

#### Staff

The average number of effective staff employed in 2014 was 97,689 (2013: 97,991) of whom 43,281 (2013: 43,488) were women. Part-time staff is included in these figures proportionately. An average of 51,932 (2013: 51,323) staff members worked outside Germany.

#### Management Board and Supervisory Board Remuneration

The total compensation of the Management Board (in accordance with the German Accounting Standard No. 17) was € 31,709,671 and € 36,890,500 for the years ended December 31, 2014 and 2013, respectively, thereof € 10,322,666 and € 24,947,250 for variable components.

Former members of the Management Board of Deutsche Bank AG or their surviving dependents received € 20,591,504 and € 31,933,691 for the years ended December 31, 2014 and 2013, respectively.

The compensation principles for Supervisory Board members are set forth in our Articles of Association. The compensation provisions were last amended by resolution of the Annual General Meeting on May 22, 2014 which became effective on July 17, 2014. The members of the Supervisory Board receive fixed annual compensation. The annual base compensation amounts to € 100,000 for each Supervisory Board member. The Supervisory Board Chairman receives twice that amount and the Deputy Chairperson one and a half times that amount. Members and chairs of the committees of the Supervisory Board are paid additional fixed annual compensation. 75 % of the compensation determined is disbursed to each Supervisory Board member after submitting invoices in February of the following year. The other 25 % is converted by the company at the same time into company shares (notional shares) according to the provisions of the Articles of Association. The share value of this number of shares is paid to the respective Supervisory Board member in February of the year following his departure from the Supervisory Board or the expiration of his term of office according to the provisions of the Articles of Association, provided that the member does not leave the Supervisory Board due to important cause which would have justified dismissal. In case of a change in Supervisory Board membership during the year, compensation for the financial year will be paid on a pro rata basis, rounded up/down to full months. For the year of departure, the entire compensation is paid in cash; a forfeiture regulation applies to 25 % of the compensation for that financial year. The members of the Supervisory Board received for the financial year 2014 a total remuneration of € 4,588,710 (2013: € 3,862,500), of which € 3,466,532 were paid out in February 2015 (February 2014: € 3,053,119) according to the provisions of the Articles of Association.

Provisions for pension obligations to former members of the Management Board and their surviving dependents amounted to € 222,790,668 and € 200,878,857 at December 31, 2014 and 2013, respectively.

Loans and advances granted and contingent liabilities assumed for members of the Management Board amounted to € 2,378,392 and € 2,646,301 and for members of the Supervisory Board of Deutsche Bank AG to € 1,028,188 and € 1,010,814 for the years ended December 31, 2014 and 2013, respectively. Members of the Supervisory Board repaid € 64,063 loans in 2014.

## Return on Assets

Article 26a of the German Banking Act defines the return on assets as net profit divided by total assets. According to this definition the return on assets was 0.10 % and 0.04 % for the years ended December 31, 2014 and 2013, respectively.

## Corporate Governance

Deutsche Bank AG has approved the Declaration of Conformity in accordance with section 161 of the German Corporation Act (AktG). The declaration is published on Deutsche Bank's website ([www.deutsche-bank.de/ir/en/content/declaration\\_of\\_conformity.htm](http://www.deutsche-bank.de/ir/en/content/declaration_of_conformity.htm)).

## Principal Accountant Fees and Services

### Breakdown of the fees charged by the Group's auditor

Fee category in € m.	2014	2013
Audit fees	54	55
thereof to KPMG AG	25	31
Audit-related fees	14	16
thereof to KPMG AG	11	12
Tax-related fees	8	8
thereof to KPMG AG	6	2
All other fees	2	0
thereof to KPMG AG	2	0
<b>Total fees</b>	<b>78</b>	<b>79</b>

## 45 – Country by Country Reporting

§ 26a KWG requires annual disclosure of certain information by country. The disclosed information is derived from the IFRS Group accounts of Deutsche Bank. It is however not reconcilable to other financial information in this report because of specific requirements published by Bundesbank on December 16, 2014 which include the requirement to present the country information prior to elimination of cross-border intra group transactions. In line with these Bundesbank requirements, intra group transactions within the same country are eliminated. These eliminations are identical to the eliminations applied for internal management reporting on countries and consist mostly of dividends paid.

The geographical location of subsidiaries and branches considers the country of incorporation or residence as well as the relevant tax jurisdiction. For the names, nature of activity and geographical location of subsidiaries and branches, please refer to Note 46 "Shareholdings". In addition, Deutsche Bank AG and its subsidiaries have German and foreign branches, for example in London, New York and Singapore. The net revenues are composed of net interest revenues and non-interest revenues.

in € m. (unless stated otherwise)	Dec 31, 2014			
	Net revenues (Turnover)	Employees (full-time equivalent)	Income (loss) before income taxes	Income tax (expense)/ benefit
Argentina	102	84	80	(28)
Australia	357	547	49	(12)
Austria	35	119	6	(3)
Belgium	183	644	17	0
Brazil	145	334	40	(18)
Canada	69	50	7	(3)
Cayman Islands	20	33	7	0
Chile	36	43	28	(6)
China	313	524	193	(45)
Colombia	0	0	(1)	0
Czech Republic	8	43	2	0
Denmark	0	1	1	0
Finland	0	4	0	0
France	89	210	29	(9)
Germany	12,037	45,392	1,980	(440)
Great Britain	3,806	8,057	(2,241)	120
Greece	0	11	0	0
Guernsey	6	0	1	0
Hong Kong	941	1,266	272	(39)
Hungary	21	59	8	(3)
India	529	10,456	344	(160)
Indonesia	127	296	74	(19)
Ireland	19	398	5	(1)
Israel	24	13	15	(4)
Italy	1,082	3,979	95	(55)
Japan	602	686	257	(108)
Jersey	24	122	(5)	1
Latvia	1	0	0	0
Luxembourg	812	610	549	(157)
Malaysia	71	202	46	(12)
Malta	84	4	83	(23)
Mauritius	33	198	14	(2)
Mexico	63	126	30	0
Netherlands	419	862	1	0
New Zealand	40	22	24	(5)
Norway	0	2	0	0
Pakistan	15	78	7	(2)
Peru	14	19	10	(3)
Philippines	43	2,142	21	(6)
Poland	277	2,191	88	(20)
Portugal	70	415	3	(3)
Qatar	0	3	(1)	0
Romania	3	198	2	0
Russian Fed.	161	1,276	77	(20)
Saudi Arabia	34	60	21	(5)
Singapore	1,089	1,905	443	(24)
South Africa	38	105	9	5
South Korea	152	310	52	(13)
Spain	541	2,522	(64)	20
Sri Lanka	24	62	14	(5)
Sweden	3	40	7	(2)
Switzerland	357	726	3	(2)
Taiwan	56	197	14	(2)
Thailand	30	138	1	1
Turkey	77	129	50	(10)
UAE	63	161	5	(1)
Ukraine	5	20	2	0
Uruguay	0	0	0	0
USA	7,702	9,972	1,080	(274)
Vietnam	18	71	8	(2)

## 46 – Shareholdings

449	Subsidiaries
462	Consolidated Structured Entities
471	Companies accounted for at equity
473	Other Companies, where the holding equals or exceeds 20 %
478	Holdings in large corporations, where the holding exceeds 5 % of the voting rights

The following pages show the Shareholdings of Deutsche Bank Group pursuant to Section 313 (2) of the German Commercial Code (“HGB”).

### Footnotes:

1	Special Fund.
2	Controlled.
3	Only specified assets and related liabilities (silos) of this entity were consolidated.
4	Consists of 239 individual trusts (only varying in series number/duration) which purchase a municipal debt security and issue short puttable exempt adjusted receipts (SPEARs) and long inverse floating exempt receipts (LIFERs) which are then sold to investors.
5	Controlled via managing general partner.
6	Not controlled.
7	Accounted for at equity due to significant influence.
8	Classified as Structured Entity not to be accounted for at equity under IFRS.
9	Classified as Structured Entity not to be consolidated under IFRS.
10	Not consolidated or accounted for at equity as classified as securities available for sale.
11	No significant influence.
12	Not accounted for at equity as classified as at fair value.

Serial					Share of Capital in %
No.	Name of company	Domicile of company	Footnote	Nature of activity	
1	Deutsche Bank Aktiengesellschaft	Frankfurt am Main		Deposit-taking Credit Institution	
2	Abbey Life Assurance Company Limited	London		Insurance Company	100.0
3	Abbey Life Trust Securities Limited	London		Other Enterprise	100.0
4	Abbey Life Trustee Services Limited	London		Other Enterprise	100.0
5	ABFS I Incorporated	Baltimore		Financial Enterprise	100.0
6	ABS Leasing Services Company	Chicago		Provider of Supporting Services	100.0
7	ABS MB Ltd.	Baltimore		Financial Enterprise	100.0
8	Acacia (Luxembourg) S.à r.l.	Luxembourg		Other Enterprise	100.0
9	Accounting Solutions Holding Company, Inc.	Wilmington		Other Enterprise	100.0
10	Agripower Buddosò Società Agricola a Responsabilità Limitata	Pesaro		Other Enterprise	100.0
11	Airport Club für International Executives GmbH	Frankfurt		Other Enterprise	84.0
12	Alex. Brown Financial Services Incorporated	Baltimore		Financial Enterprise	100.0
13	Alex. Brown Investments Incorporated	Baltimore		Financial Enterprise	100.0
14	Alex. Brown Management Services, Inc.	Baltimore		Financial Enterprise	100.0
15	Alfred Herrhausen Gesellschaft - Das internationale Forum der Deutschen Bank - mbH	Berlin		Other Enterprise	100.0
16	Americas Trust Servicios de Consultoria, S.A.	Madrid		Other Enterprise	100.0
17	Apexel LLC	Wilmington		Other Enterprise	100.0
18	Argent Incorporated	Baltimore		Credit Institution	100.0
19	Autumn Leasing Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
20	AWM Luxembourg SICAV-SIF	Luxembourg		Other Enterprise	100.0
21	AXOS Beteiligungs- und Verwaltungs-GmbH	Cologne		Financial Enterprise	100.0
22	B.T.I. Investments	London		Financial Enterprise	100.0
23	BAG	Frankfurt	1	Financial Enterprise	100.0
24	Baincor Nominees Pty Limited	Sydney		Other Enterprise	100.0
25	Bainpro Nominees Pty Ltd	Sydney		Other Enterprise	100.0
26	Bainsec Nominees Pty Ltd	Sydney		Other Enterprise	100.0
27	Bankers Trust International Finance (Jersey) Limited	St. Helier		Financial Enterprise	100.0
28	Bankers Trust International Limited (in members' voluntary liquidation)	London		Credit Institution	100.0
29	Bankers Trust Investments Limited	London		Other Enterprise	100.0
30	Bankers Trust Nominees Limited (in members' voluntary liquidation)	London		Other Enterprise	100.0
31	Barkly Investments Ltd.	St. Helier		Financial Enterprise	100.0
32	Bayan Delinquent Loan Recovery 1 (SPV-AMC), Inc.	Makati City		Financial Enterprise	100.0
33	Beachwood Properties Corp.	Wilmington	2	Other Enterprise	0.0
34	Bebek Varlik Yönetim A.S.	Istanbul		Financial Enterprise	100.0
35	Betriebs-Center für Banken AG	Frankfurt		Provider of Supporting Services	100.0
36	BHW - Gesellschaft für Wohnungswirtschaft mbH	Hamel		Financial Enterprise	100.0
37	BHW - Gesellschaft für Wohnungswirtschaft mbH & Co. Immobilienverwaltungs KG	Hamel		Provider of Supporting Services	100.0
38	BHW Bausparkasse Aktiengesellschaft	Hamel		Deposit-taking Credit Institution	100.0
39	BHW Financial Srl in liquidazione	Verona		Provider of Supporting Services	100.0
40	BHW Gesellschaft für Vorsorge mbH	Hamel		Financial Enterprise	100.0
41	BHW Holding AG	Hamel		Finance Holding Company	100.0
42	BHW Invest, Société à responsabilité limitée	Luxembourg		Other Enterprise	100.0
43	BHW Kreditservice GmbH	Hamel		Provider of Supporting Services	100.0
44	Billboard Partners L.P.	George Town		Financial Enterprise	99.9
45	Biomass Holdings S.à r.l.	Luxembourg		Financial Enterprise	100.0
46	Birch (Luxembourg) S.à r.l.	Luxembourg		Other Enterprise	100.0
47	Blue Cork, Inc.	Wilmington		Provider of Supporting Services	100.0
48	Blue Ridge CLO Holding Company LLC	Wilmington		Financial Enterprise	100.0
49	Bluewater Creek Management Co.	Wilmington		Credit Institution	100.0
50	BNA Nominees Pty Limited	Sydney		Other Enterprise	100.0
51	Bonsai Investment AG	Frauenfeld		Provider of Supporting Services	100.0
52	Borfield S.A.	Montevideo		Other Enterprise	100.0
53	BRIMCO, S. de R.L. de C.V.	Mexico City		Other Enterprise	100.0
54	BT Commercial Corporation	Wilmington		Credit Institution	100.0
55	BT CTAG Nominees Limited (in members' voluntary liquidation)	London		Other Enterprise	100.0
56	BT Globenet Nominees Limited	London		Other Enterprise	100.0
57	BT International (Nigeria) Limited	Lagos		Provider of Supporting Services	100.0
58	BT Maulbronn GmbH	Eschborn		Financial Enterprise	100.0
59	BT Milford (Cayman) Limited	George Town		Financial Enterprise	100.0



Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
60	BT Muritz GmbH	Eschborn		Provider of Supporting Services	100.0
61	BT Opera Trading S.A.	Paris		Financial Enterprise	100.0
62	BT Sable, L.L.C.	Wilmington		Financial Enterprise	100.0
63	BT Vordertaunus Verwaltungs- und Beteiligungsgesellschaft mbH	Eschborn		Provider of Supporting Services	100.0
64	BTAS Cayman GP	George Town		Financial Enterprise	100.0
65	BTD Nominees Pty Limited	Sydney		Other Enterprise	100.0
66	BTVR Investments No. 1 Limited	St. Helier		Financial Enterprise	100.0
67	Buxtal Pty. Limited	Sydney		Financial Enterprise	100.0
68	C. J. Lawrence Inc.	Wilmington		Credit Institution	100.0
69	CAM Initiator Treuhand GmbH & Co. KG	Cologne		Financial Enterprise	100.0
70	CAM PE Verwaltungs GmbH & Co. KG	Cologne		Financial Enterprise	100.0
71	CAM Private Equity Nominee GmbH & Co. KG	Cologne		Financial Enterprise	100.0
72	CAM Private Equity Verwaltungs-GmbH	Cologne		Financial Enterprise	100.0
73	3160343 Canada Inc.	Toronto		Financial Enterprise	100.0
74	Caneel Bay Holding Corp.	Chicago	2	Financial Enterprise	0.0
75	Cape Acquisition Corp.	Wilmington		Financial Enterprise	100.0
76	CapeSuccess Inc.	Wilmington		Provider of Supporting Services	100.0
77	CapeSuccess LLC	Wilmington		Financial Enterprise	82.6
78	Cardales Management Limited	St. Peter Port		Securities Trading Firm	100.0
79	Cardales UK Limited	London		Financial Enterprise	100.0
80	Career Blazers Consulting Services, Inc.	Albany		Other Enterprise	100.0
81	Career Blazers Contingency Professionals, Inc.	Albany		Other Enterprise	100.0
82	Career Blazers Learning Center of Los Angeles, Inc.	Los Angeles		Other Enterprise	100.0
83	Career Blazers LLC	Wilmington		Financial Enterprise	100.0
84	Career Blazers Management Company, Inc.	Albany		Other Enterprise	100.0
85	Career Blazers New York, Inc.	Albany		Other Enterprise	100.0
86	Career Blazers of Ontario Inc.	London, Ontario		Other Enterprise	100.0
87	Career Blazers Personnel Services of Washington, D.C., Inc.	Washington D.C.		Other Enterprise	100.0
88	Career Blazers Personnel Services, Inc.	Albany		Financial Enterprise	100.0
89	Career Blazers Service Company, Inc.	Wilmington		Other Enterprise	100.0
90	Caribbean Resort Holdings, Inc.	New York	2	Financial Enterprise	0.0
91	Castlewood Expansion Partners, L.P.	Wilmington		Provider of Supporting Services	87.5
92	Castor LLC	Wilmington	2	Financial Enterprise	0.0
93	Cathay Advisory (Beijing) Company Ltd	Beijing		Other Enterprise	100.0
94	Cathay Asset Management Company Limited	Port Louis		Financial Enterprise	100.0
95	Cathay Capital Company (No 2) Limited	Port Louis		Financial Enterprise	67.6
96	CBI NY Training, Inc.	Albany		Other Enterprise	100.0
97	Cedar (Luxembourg) S.à r.l.	Luxembourg		Other Enterprise	100.0
98	Centennial River 1 Inc.	Denver		Other Enterprise	100.0
99	Centennial River 2 Inc.	Austin		Other Enterprise	100.0
100	Centennial River Acquisition I Corporation	Wilmington		Other Enterprise	100.0
101	Centennial River Acquisition II Corporation	Wilmington		Other Enterprise	100.0
102	Centennial River Corporation	Wilmington		Financial Enterprise	100.0
103	Channel Nominees Limited (in members' voluntary liquidation)	London		Other Enterprise	100.0
104	Cinda - DB NPL Securitization Trust 2003-1	Wilmington	2	Financial Enterprise	0.0
105	Civic Investments Limited	St. Helier		Financial Enterprise	100.0
106	Consumo Finance S.p.A.	Milan		Credit Institution	100.0
107	Coronus L.P.	St. Helier		Securities Trading Firm	100.0
108	CREDA Objektanlage- und verwaltungsgesellschaft mbH	Bonn		Provider of Supporting Services	100.0
109	CTXL Achtzehnte Vermögensverwaltung GmbH	Munich		Financial Enterprise	100.0
110	Cyrus J. Lawrence Capital Holdings, Inc.	Wilmington		Credit Institution	100.0
111	D B Rail Holdings (UK) No. 1 Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
112	D&M Turnaround Partners Godo Kaisha	Tokyo		Financial Services Institution	100.0
113	D.B. International Delaware, Inc.	Wilmington		Financial Enterprise	100.0
114	DAHOC (UK) Limited	London		Financial Enterprise	100.0
115	DAHOC Beteiligungsgesellschaft mbH	Frankfurt		Financial Enterprise	100.0
116	DB (Gibraltar) Holdings Limited (in members' voluntary liquidation)	Gibraltar		Financial Enterprise	100.0
117	DB (Malaysia) Nominee (Asing) Sdn. Bhd.	Kuala Lumpur		Other Enterprise	100.0
118	DB (Malaysia) Nominee (Tempatan) Sdn. Bhd.	Kuala Lumpur		Other Enterprise	100.0
119	DB (Pacific) Limited	Wilmington		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
120	DB (Pacific) Limited, New York	New York		Financial Enterprise	100.0
121	DB (Tip Top) Limited Partnership	Toronto		Other Enterprise	99.9
122	DB Abalone LLC	Wilmington		Financial Enterprise	100.0
123	DB Alex. Brown Holdings Incorporated	Wilmington		Financial Enterprise	100.0
124	DB Alps Corporation	Wilmington		Financial Enterprise	100.0
125	DB Alternative Trading Inc.	Wilmington		Financial Enterprise	100.0
126	DB Aotearoa Investments Limited	George Town		Provider of Supporting Services	100.0
127	DB Beteiligungs-Holding GmbH	Frankfurt		Financial Enterprise	100.0
128	DB Bluebell Investments (Cayman) Partnership	George Town		Financial Enterprise	100.0
129	DB Boracay LLC	Wilmington		Financial Enterprise	100.0
130	DB Broker GmbH	Frankfurt		Securities Trading Firm	100.0
131	DB CAPAM GmbH	Cologne		Provider of Supporting Services	100.0
132	DB Capital Management, Inc.	Wilmington		Financial Enterprise	100.0
133	DB Capital Markets (Deutschland) GmbH	Frankfurt		Finance Holding Company	100.0
134	DB Capital Partners (Asia), L.P.	George Town		Financial Enterprise	99.7
135	DB Capital Partners (Europe) 2000 - A Founder Partner LP	Wilmington	2	Financial Enterprise	0.0
136	DB Capital Partners (Europe) 2000 - B Founder Partner LP	Wilmington	2	Financial Enterprise	0.0
137	DB Capital Partners Asia G.P. Limited	George Town		Financial Enterprise	100.0
138	DB Capital Partners Europe 2002 Founder Partner LP	Wilmington	2	Financial Enterprise	0.0
139	DB Capital Partners General Partner Limited	London		Financial Enterprise	100.0
140	DB Capital Partners Latin America, G.P. Limited	George Town		Financial Enterprise	100.0
141	DB Capital Partners, Inc.	Wilmington		Financial Enterprise	100.0
142	DB Capital Partners, Latin America, L.P.	George Town		Financial Enterprise	80.2
143	DB Capital, Inc.	Wilmington		Financial Enterprise	100.0
144	DB Cartera de Inmuebles 1, S.A.U.	Pozuelo de Alarcón		Provider of Supporting Services	100.0
145	DB Chestnut Holdings Limited	George Town		Provider of Supporting Services	100.0
146	DB Commodities Canada Ltd.	Toronto		Provider of Supporting Services	100.0
147	DB Commodity Services LLC	Wilmington		Provider of Supporting Services	100.0
148	DB Consorzio S. Cons. a r. l.	Milan		Provider of Supporting Services	100.0
149	DB Corporate Advisory (Malaysia) Sdn. Bhd.	Kuala Lumpur		Financial Enterprise	100.0
150	DB Crest Limited	St. Helier		Credit Institution	100.0
151	DB Delaware Holdings (Europe) LLC	Wilmington		Financial Enterprise	100.0
152	DB Delaware Holdings (UK) Limited	London		Financial Enterprise	100.0
153	DB Depositor Inc.	Wilmington		Financial Enterprise	100.0
154	DB Energy Commodities Limited	London		Provider of Supporting Services	100.0
155	DB Energy Trading LLC	Wilmington		Provider of Supporting Services	100.0
156	DB Enfield Infrastructure Holdings Limited	St. Helier		Financial Enterprise	100.0
157	DB Enfield Infrastructure Investments Limited	St. Helier		Provider of Supporting Services	100.0
158	DB Enterprise GmbH & Co. Zweite Beteiligungs KG	Luetzen-Gostau		Financial Enterprise	100.0
159	DB Equipment Leasing, Inc.	New York		Financial Enterprise	100.0
160	DB Equity Limited	London		Financial Enterprise	100.0
161	DB Equity S.à r.l.	Luxembourg		Financial Enterprise	100.0
162	DB Fillmore Lender Corp.	Wilmington		Other Enterprise	100.0
163	DB Finance (Delaware), LLC	Wilmington		Financial Enterprise	100.0
164	DB Finanz-Holding GmbH	Frankfurt		Finance Holding Company	100.0
165	DB Fund Services LLC	Wilmington		Other Enterprise	100.0
166	DB Funding LLC #4	Wilmington		Credit Institution	100.0
167	DB Funding LLC #5	Wilmington		Credit Institution	100.0
168	DB Funding LLC #6	Wilmington		Credit Institution	100.0
169	DB Global Technology SRL	Bucharest		Provider of Supporting Services	100.0
170	DB Global Technology, Inc.	Wilmington		Provider of Supporting Services	100.0
171	DB Group Services (UK) Limited	London		Provider of Supporting Services	100.0
172	DB Holdings (New York), Inc.	New York		Financial Enterprise	100.0
173	DB Holdings (South America) Limited	Wilmington		Financial Enterprise	100.0
174	DB HR Solutions GmbH	Eschborn		Provider of Supporting Services	100.0
175	DB iCON Investments Limited	London		Financial Enterprise	100.0
176	DB Impact Investment Fund I, L.P.	Edinburgh		Financial Enterprise	100.0
177	DB Industrial Holdings Beteiligungs GmbH & Co. KG	Luetzen-Gostau		Financial Enterprise	100.0
178	DB Industrial Holdings GmbH	Luetzen-Gostau		Financial Enterprise	100.0
179	DB Infrastructure Holdings (UK) No.3 Limited	London		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
180	DB Intermezzo LLC	Wilmington		Financial Enterprise	100.0
181	DB International (Asia) Limited	Singapore		Deposit-taking Credit Institution	100.0
182	DB International Investments Limited	London		Financial Enterprise	100.0
183	DB International Trust (Singapore) Limited	Singapore		Other Enterprise	100.0
184	DB Investment Management, Inc.	Wilmington		Provider of Supporting Services	100.0
185	DB Investment Managers, Inc.	Wilmington		Financial Enterprise	100.0
186	DB Investment Partners, Inc.	Wilmington		Financial Enterprise	100.0
187	DB Investment Services GmbH	Frankfurt		Deposit-taking Credit Institution	100.0
188	DB Investments (GB) Limited	London		Finance Holding Company	100.0
189	DB IROC Leasing Corp.	New York		Financial Enterprise	100.0
190	DB Jasmine (Cayman) Limited (in voluntary liquidation)	George Town		Financial Enterprise	100.0
191	DB Kredit Service GmbH	Berlin		Provider of Supporting Services	100.0
192	DB Leasing Services GmbH	Frankfurt		Financial Enterprise	100.0
193	DB Management Support GmbH	Frankfurt		Provider of Supporting Services	100.0
194	DB Managers, LLC	West Trenton		Securities Trading Firm	100.0
195	DB Mortgage Investment Inc.	Baltimore		Provider of Supporting Services	100.0
196	DB Nexus American Investments (UK) Limited	London		Financial Enterprise	100.0
197	DB Nexus Iberian Investments (UK) Limited	London		Financial Enterprise	100.0
198	DB Nexus Investments (UK) Limited	London		Financial Enterprise	100.0
199	DB Nominees (Hong Kong) Limited	Hong Kong		Provider of Supporting Services	100.0
200	DB Nominees (Singapore) Pte Ltd	Singapore		Other Enterprise	100.0
201	DB Omega BTV S.C.S.	Luxembourg		Financial Enterprise	100.0
202	DB Omega Ltd.	George Town		Financial Enterprise	100.0
203	DB Omega S.C.S.	Luxembourg		Financial Enterprise	100.0
204	DB Operaciones y Servicios Interactivos, A.I.E.	Barcelona		Provider of Supporting Services	99.9
205	DB Overseas Finance Delaware, Inc.	Wilmington		Financial Enterprise	100.0
206	DB Overseas Holdings Limited	London		Financial Enterprise	100.0
207	DB Partnership Management II, LLC	Wilmington		Financial Enterprise	100.0
208	DB Partnership Management Ltd.	Wilmington		Financial Enterprise	100.0
209	DB Platinum Advisors	Luxembourg		Fund Management Company	100.0
210	DB Portfolio Southwest, Inc.	Houston		Provider of Supporting Services	100.0
211	DB Print GmbH	Frankfurt		Provider of Supporting Services	100.0
212	DB Private Clients Corp.	Wilmington		Credit Institution	100.0
213	DB Private Equity GmbH	Cologne		Fund Management Company	100.0
214	DB Private Equity International S.à r.l.	Luxembourg		Financial Enterprise	100.0
215	DB Private Equity Treuhand GmbH	Cologne		Financial Enterprise	100.0
216	DB Private Wealth Mortgage Ltd.	New York		Credit Institution	100.0
217	DB PWM Private Markets I GP	Luxembourg		Financial Enterprise	100.0
218	DB Rail Trading (UK) Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
219	DB Re S.A.	Luxembourg		Reinsurance Company	100.0
220	DB Risk Center GmbH	Berlin		Provider of Supporting Services	100.0
221	DB RMS Leasing (Cayman) L.P.	George Town		Credit Institution	100.0
222	DB Road (UK) Limited	George Town		Financial Enterprise	100.0
223	DB Samay Finance No. 2, Inc.	Wilmington		Financial Enterprise	100.0
224	DB Securities S.A.	Warsaw		Securities Trading Firm	100.0
225	DB Service Centre Limited	Dublin		Payment Institution	100.0
226	DB Service Uruguay S.A.	Montevideo		Credit Institution	100.0
227	DB Services Americas, Inc.	Wilmington		Provider of Supporting Services	100.0
228	DB Services New Jersey, Inc.	West Trenton		Provider of Supporting Services	100.0
229	DB Servicios México, Sociedad Anónima de Capital Variable	Mexico City		Provider of Supporting Services	100.0
230	DB Servizi Amministrativi S.r.l.	Milan		Provider of Supporting Services	100.0
231	DB Strategic Advisors, Inc.	Makati City		Provider of Supporting Services	100.0
232	DB Structured Derivative Products, LLC	Wilmington		Provider of Supporting Services	100.0
233	DB Structured Products, Inc.	Wilmington		Financial Enterprise	100.0
234	DB Trips Investments Limited	George Town	2	Securities Trading Firm	0.0
235	DB Trustee Services Limited	London		Other Enterprise	100.0
236	DB Trustees (Hong Kong) Limited	Hong Kong		Other Enterprise	100.0
237	DB U.K. Nominees Limited (in members' voluntary liquidation)	London		Provider of Supporting Services	100.0
238	DB U.S. Financial Markets Holding Corporation	Wilmington		Financial Enterprise	100.0
239	DB UK Australia Finance Limited	George Town		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
240	DB UK Australia Holdings Limited	London		Financial Enterprise	100.0
241	DB UK Bank Limited	London		Deposit-taking Credit Institution	100.0
242	DB UK Holdings Limited	London		Financial Enterprise	100.0
243	DB UK PCAM Holdings Limited	London		Financial Enterprise	100.0
244	DB USA Corporation	Wilmington		Finance Holding Company	100.0
245	DB Valoren S.à r.l.	Luxembourg		Finance Holding Company	100.0
246	DB Value S.à r.l.	Luxembourg		Finance Holding Company	100.0
247	DB Vanquish (UK) Limited	London		Credit Institution	100.0
248	DB Vantage (UK) Limited	London		Credit Institution	100.0
249	DB Vantage No.2 (UK) Limited	London		Credit Institution	100.0
250	DB Vita S.A.	Luxembourg		Insurance Companies	75.0
251	DBAB Wall Street, LLC	Wilmington		Provider of Supporting Services	100.0
252	DBAH Capital, LLC	Wilmington		Financial Enterprise	100.0
253	DBAS Cayman Holdings 2 Limited (in voluntary liquidation)	George Town	2	Credit Institution	0.0
254	DBC Continuance Inc.	Toronto		Other Enterprise	100.0
255	DBCCA Investment Partners, Inc.	Wilmington		Securities Trading Firm	100.0
256	DBCIBZ1	George Town		Financial Enterprise	100.0
257	DBCIBZ2	George Town		Financial Enterprise	100.0
258	DBFIC, Inc.	Wilmington		Financial Enterprise	100.0
259	DBG Vermögensverwaltungsgesellschaft mbH	Frankfurt		Financial Enterprise	100.0
260	DBNY Brazil Invest Co.	Wilmington		Financial Enterprise	100.0
261	DBNZ Overseas Investments (No.1) Limited	George Town		Financial Enterprise	100.0
262	DBOI Global Services (UK) Limited	London		Provider of Supporting Services	100.0
263	DBOI Global Services Private Limited	Mumbai		Provider of Supporting Services	100.0
264	DBR Investments Co. Limited	George Town		Financial Enterprise	100.0
265	DBRE Global Real Estate Management IA, Ltd.	George Town		Financial Enterprise	100.0
266	DBRE Global Real Estate Management IB, Ltd.	George Town		Financial Enterprise	100.0
267	DBRMSGP1	George Town		Financial Enterprise	100.0
268	DBRMSGP2	George Town		Financial Enterprise	100.0
269	DBS Technology Ventures, L.L.C.	Wilmington		Financial Enterprise	100.0
270	DBUK PCAM Limited	London		Finance Holding Company	100.0
271	DBUSBZ1, LLC	Wilmington		Financial Enterprise	100.0
272	DBUSBZ2, LLC	Wilmington		Financial Enterprise	100.0
273	DBVR Investments No. 3 Ltd.	Wilmington		Financial Enterprise	100.0
274	DBX Advisors LLC	Wilmington		Securities Trading Firm	100.0
275	DBX Strategic Advisors LLC	Wilmington		Securities Trading Firm	100.0
276	dbX-Asian Long/Short Equity 3 Fund	St. Helier	1	Financial Enterprise	100.0
277	dbX-Commodity 1 Fund	St. Helier	1	Financial Enterprise	100.0
278	dbX-Credit 2 Fund	St. Helier	1	Financial Enterprise	94.8
279	dbX-Credit 3 Fund	St. Helier	1	Financial Enterprise	78.4
280	dbX-CTA 11 Fund	St. Helier	1	Financial Enterprise	98.6
281	dbX-CTA 16 Fund	St. Helier	1	Financial Enterprise	80.3
282	dbX-CTA 18 Fund	St. Helier	1	Financial Enterprise	98.7
283	dbX-CTA 2 Fund	St. Helier	1	Financial Enterprise	98.7
284	dbX-CTA 7 Fund	St. Helier	1	Financial Enterprise	93.3
285	dbX-CTA 9 Fund	St. Helier	1	Financial Enterprise	100.0
286	dbX-Emerging Markets Macro 1 Fund	St. Helier	1	Financial Enterprise	85.1
287	dbX-Event Driven 1 Fund	St. Helier	1	Financial Enterprise	100.0
288	dbX-Global Long/Short Equity 10 (Sabre)	St. Helier	1	Financial Enterprise	98.8
289	dbX-Global Long/Short Equity 9 Fund	St. Helier	1	Financial Enterprise	100.0
290	dbX-Global Macro 9 Fund	St. Helier	1	Financial Enterprise	96.9
291	dbX-Japan Long/Short Equity 4 (AlphaGen Hokuto)	St. Helier	1	Financial Enterprise	98.8
292	dbX-Risk Arbitrage 1 Fund	St. Helier	1	Financial Enterprise	96.7
293	dbX-Risk Arbitrage 6 Fund	St. Helier	1	Financial Enterprise	94.9
294	dbX-Risk Arbitrage 9 Fund	St. Helier	1	Financial Enterprise	99.2
295	dbX-US Long/Short Equity 13 Fund	St. Helier	1	Financial Enterprise	100.0
296	De Meng Innovative (Beijing) Consulting Company Limited	Beijing		Provider of Supporting Services	100.0
297	DeAM Infrastructure Limited	London		Financial Enterprise	100.0
298	DeAWM Distributors, Inc.	Wilmington		Securities Trading Firm	100.0
299	DeAWM Service Company	Wilmington		Provider of Supporting Services	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
300	DeAWM Trust Company	Salem		Securities Trading Firm	100.0
301	DEBEKO Immobilien GmbH & Co Grundbesitz OHG	Eschborn		Provider of Supporting Services	100.0
302	DEE Deutsche Erneuerbare Energien GmbH	Duesseldorf		Financial Enterprise	100.0
303	DEGRU Erste Beteiligungsgesellschaft mbH i.L.	Eschborn		Financial Enterprise	100.0
304	Delowrezham de México S. de R.L. de C.V.	Mexico City		Financial Enterprise	100.0
305	DEUFRAN Beteiligungs GmbH	Frankfurt		Financial Enterprise	100.0
306	DEUKONA Versicherungs-Vermittlungs-GmbH	Frankfurt		Provider of Supporting Services	100.0
307	Deutsche (Aotearoa) Capital Holdings New Zealand	Auckland		Credit Institution	100.0
308	Deutsche (Aotearoa) Foreign Investments New Zealand	Auckland		Credit Institution	100.0
309	Deutsche (New Munster) Holdings New Zealand Limited	Auckland		Credit Institution	100.0
310	Deutsche Aeolia Power Production S.A.	Athens		Other Enterprise	80.0
311	Deutsche Alt-A Securities, Inc.	Wilmington		Financial Enterprise	100.0
312	Deutsche Alternative Asset Management (France) SAS	Paris		Other Enterprise	100.0
313	Deutsche Alternative Asset Management (Global) Limited	London		Financial Enterprise	100.0
314	Deutsche Alternative Asset Management (UK) Limited	London		Financial Services Institution	100.0
315	Deutsche Asia Pacific Finance, Inc.	Wilmington		Provider of Supporting Services	100.0
316	Deutsche Asia Pacific Holdings Pte Ltd	Singapore		Finance Holding Company	100.0
317	Deutsche Asset & Wealth Management International GmbH	Frankfurt		Securities Trading Firm	100.0
318	Deutsche Asset & Wealth Management Investment GmbH	Frankfurt		Fund Management Company	100.0
319	Deutsche Asset Management (Asia) Limited	Singapore		Securities Trading Firm	100.0
320	Deutsche Asset Management (Hong Kong) Limited	Hong Kong		Securities Trading Firm	100.0
321	Deutsche Asset Management (India) Private Limited	Mumbai		Securities Trading Firm	100.0
322	Deutsche Asset Management (Japan) Limited	Tokyo		Securities Trading Firm	100.0
323	Deutsche Asset Management (Korea) Company Limited	Seoul		Securities Trading Firm	100.0
324	Deutsche Asset Management (UK) Limited	London		Financial Enterprise	100.0
325	Deutsche Asset Management Canada Limited	Toronto		Financial Enterprise	100.0
326	Deutsche Asset Management Group Limited	London		Financial Enterprise	100.0
327	Deutsche Auskunftei Service GmbH	Hamburg		Provider of Supporting Services	100.0
328	Deutsche Australia Limited	Sydney		Credit Institution	100.0
329	Deutsche Bank (Cayman) Limited	George Town		Deposit-taking Credit Institution	100.0
330	DEUTSCHE BANK (CHILE) S.A.	Santiago		Deposit-taking Credit Institution	100.0
331	Deutsche Bank (China) Co., Ltd.	Beijing		Deposit-taking Credit Institution	100.0
332	Deutsche Bank (Malaysia) Berhad	Kuala Lumpur		Deposit-taking Credit Institution	100.0
333	Deutsche Bank (Malta) Ltd	Floriana		Deposit-taking Credit Institution	100.0
334	Deutsche Bank (Mauritius) Limited	Port Louis		Deposit-taking Credit Institution	100.0
335	Deutsche Bank (Perú) S.A.	Lima		Deposit-taking Credit Institution	100.0
336	Deutsche Bank (Suisse) SA	Geneva		Deposit-taking Credit Institution	100.0
337	Deutsche Bank (Uruguay) Sociedad Anónima Institución Financiera Externa	Montevideo		Deposit-taking Credit Institution	100.0
338	DEUTSCHE BANK A.S.	Istanbul		Deposit-taking Credit Institution	100.0
339	Deutsche Bank Americas Finance LLC	Wilmington		Credit Institution	100.0
340	Deutsche Bank Americas Holding Corp.	Wilmington		Finance Holding Company	100.0
341	Deutsche Bank Bauspar-Aktiengesellschaft	Frankfurt		Deposit-taking Credit Institution	100.0
342	Deutsche Bank Corretora de Valores S.A.	Sao Paulo		Securities Trading Firm	100.0
343	Deutsche Bank Europe GmbH	Frankfurt		Deposit-taking Credit Institution	100.0
344	Deutsche Bank Financial Inc.	Wilmington		Credit Institution	100.0
345	Deutsche Bank Financial LLC	Wilmington		Credit Institution	100.0
346	Deutsche Bank Holdings, Inc.	Wilmington		Financial Enterprise	100.0
347	Deutsche Bank Insurance Agency Incorporated	Baltimore		Other Enterprise	100.0
348	Deutsche Bank Insurance Agency of Delaware	Wilmington		Financial Enterprise	100.0
349	Deutsche Bank International Limited	St. Helier		Deposit-taking Credit Institution	100.0
350	Deutsche Bank International Trust Co. (Cayman) Limited	George Town		Other Enterprise	100.0
351	Deutsche Bank International Trust Co. Limited	St. Peter Port		Other Enterprise	100.0
352	Deutsche Bank Investments (Guernsey) Limited	St. Peter Port		Financial Enterprise	100.0
353	Deutsche Bank Luxembourg S.A.	Luxembourg		Deposit-taking Credit Institution	100.0
354	Deutsche Bank Mutui S.p.A.	Milan		Credit Institution	100.0
355	Deutsche Bank México, S.A., Institución de Banca Múltiple	Mexico City		Deposit-taking Credit Institution	100.0
356	Deutsche Bank National Trust Company	Los Angeles		Credit Institution	100.0
357	Deutsche Bank Nederland N.V.	Amsterdam		Deposit-taking Credit Institution	100.0
358	Deutsche Bank Nominees (Jersey) Limited	St. Helier		Other Enterprise	100.0
359	Deutsche Bank Polska Spółka Akcyjna	Warsaw		Deposit-taking Credit Institution	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
360	Deutsche Bank Privat- und Geschäftskunden Aktiengesellschaft	Frankfurt		Deposit-taking Credit Institution	100.0
361	Deutsche Bank Real Estate (Japan) Y.K.	Tokyo		Provider of Supporting Services	100.0
362	Deutsche Bank Realty Advisors, Inc.	New York		Financial Enterprise	100.0
363	Deutsche Bank S.A.	Buenos Aires		Deposit-taking Credit Institution	100.0
364	Deutsche Bank S.A. - Banco Alemão	Sao Paulo		Deposit-taking Credit Institution	100.0
365	Deutsche Bank Securities Inc.	Wilmington		Securities Trading Firm	100.0
366	Deutsche Bank Securities Limited	Toronto		Securities Trading Firm	100.0
367	Deutsche Bank Services (Jersey) Limited	St. Helier		Provider of Supporting Services	100.0
368	Deutsche Bank Società per Azioni	Milan		Deposit-taking Credit Institution	99.8
369	Deutsche Bank Trust Company Americas	New York		Deposit-taking Credit Institution	100.0
370	Deutsche Bank Trust Company Delaware	Wilmington		Deposit-taking Credit Institution	100.0
371	Deutsche Bank Trust Company New Jersey Ltd.	Jersey City		Credit Institution	100.0
372	Deutsche Bank Trust Company, National Association	New York		Credit Institution	100.0
373	Deutsche Bank Trust Corporation	New York		Finance Holding Company	100.0
374	Deutsche Bank Trustee Services (Guernsey) Limited	St. Peter Port		Provider of Supporting Services	100.0
375	Deutsche Bank Österreich AG	Vienna		Deposit-taking Credit Institution	100.0
376	Deutsche Bank, Sociedad Anónima Española	Madrid		Deposit-taking Credit Institution	99.8
377	Deutsche Capital Finance (2000) Limited	George Town		Credit Institution	100.0
378	Deutsche Capital Hong Kong Limited	Hong Kong		Financial Enterprise	100.0
379	Deutsche Capital Markets Australia Limited	Sydney		Securities Trading Firm	100.0
380	Deutsche Capital Partners China Limited	George Town		Financial Enterprise	100.0
381	Deutsche Cayman Ltd.	George Town		Other Enterprise	100.0
382	Deutsche ClB Centre Private Limited	Mumbai		Provider of Supporting Services	100.0
383	Deutsche Climate Change Fixed Income QP Trust	Salem	2	Financial Enterprise	0.0
384	Deutsche Clubholding GmbH	Frankfurt		Financial Enterprise	95.0
385	Deutsche Commodities Trading Co., Ltd.	Shanghai		Securities Trading Firm	100.0
386	Deutsche Custody Global B.V.	Amsterdam		Credit Institution	100.0
387	Deutsche Custody N.V.	Amsterdam		Credit Institution	100.0
388	Deutsche Custody Nederland B.V.	Amsterdam		Credit Institution	100.0
389	Deutsche Domus New Zealand Limited	Auckland		Credit Institution	100.0
390	Deutsche Emerging Markets Investments (Netherlands) B.V.	Amsterdam		Provider of Supporting Services	99.9
391	Deutsche Equities India Private Limited	Mumbai		Securities Trading Firm	100.0
392	Deutsche Far Eastern Asset Management Company Limited	Taipei		Financial Services Institution	60.0
393	Deutsche Fiduciary Services (Suisse) SA	Geneva		Other Enterprise	100.0
394	Deutsche Finance Co 1 Pty Limited	Sydney		Financial Enterprise	100.0
395	Deutsche Finance Co 2 Pty Limited	Sydney		Financial Enterprise	100.0
396	Deutsche Finance Co 3 Pty Limited	Sydney		Financial Enterprise	100.0
397	Deutsche Finance Co 4 Pty Limited	Sydney		Financial Enterprise	100.0
398	Deutsche Finance No. 2 (UK) Limited	London		Credit Institution	100.0
399	Deutsche Finance No. 2 Limited	George Town		Financial Enterprise	100.0
400	Deutsche Finance No. 4 (UK) Limited (in members' voluntary liquidation)	London		Credit Institution	100.0
401	Deutsche Foras New Zealand Limited	Auckland		Credit Institution	100.0
402	Deutsche Friedland	Paris		Financial Enterprise	100.0
403	Deutsche Futures Singapore Pte Ltd	Singapore		Securities Trading Firm	100.0
404	Deutsche Gesellschaft für Immobilien-Leasing mit beschränkter Haftung	Duesseldorf		Financial Enterprise	100.0
405	Deutsche Global Markets Limited	Tel Aviv		Financial Enterprise	100.0
406	Deutsche Group Holdings (SA) (Proprietary) Limited	Johannesburg		Financial Enterprise	100.0
407	Deutsche Group Services Pty Limited	Sydney		Provider of Supporting Services	100.0
408	Deutsche Grundbesitz Beteiligungsgesellschaft mbH	Eschborn		Financial Enterprise	100.0
409	Deutsche Grundbesitz-Anlagegesellschaft mit beschränkter Haftung	Frankfurt		Other Enterprise	99.8
410	Deutsche Haussmann, S.à r.l.	Luxembourg		Securities Trading Firm	100.0
411	Deutsche Holdings (BTI) Limited	London		Financial Enterprise	100.0
412	Deutsche Holdings (Luxembourg) S.à r.l.	Luxembourg		Finance Holding Company	100.0
413	Deutsche Holdings (Malta) Ltd.	Floriana		Finance Holding Company	100.0
414	Deutsche Holdings (SA) (Proprietary) Limited	Johannesburg		Financial Enterprise	100.0
415	Deutsche Holdings Limited	London		Finance Holding Company	100.0
416	Deutsche Holdings No. 2 Limited	London		Financial Enterprise	100.0
417	Deutsche Holdings No. 3 Limited	London		Financial Enterprise	100.0
418	Deutsche Holdings No. 4 Limited	London		Financial Enterprise	100.0
419	Deutsche Immobilien Leasing GmbH	Duesseldorf		Financial Services Institution	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
420	Deutsche India Holdings Private Limited	Mumbai		Finance Holding Company	100.0
421	Deutsche International Corporate Services (Delaware) LLC	Wilmington		Financial Enterprise	100.0
422	Deutsche International Corporate Services (Ireland) Limited	Dublin		Financial Enterprise	100.0
423	Deutsche International Corporate Services Limited	St. Helier		Other Enterprise	100.0
424	Deutsche International Custodial Services Limited	St. Helier		Other Enterprise	100.0
425	Deutsche International Finance (Ireland) Limited	Dublin		Securities Trading Firm	100.0
426	Deutsche International Trust Company N.V.	Amsterdam		Other Enterprise	100.0
427	Deutsche International Trust Corporation (Mauritius) Limited	Port Louis		Other Enterprise	100.0
428	Deutsche Inversiones Dos S.A.	Santiago		Finance Holding Company	100.0
429	Deutsche Inversiones Limitada	Santiago		Financial Enterprise	100.0
430	Deutsche Investment Management Americas Inc.	Wilmington		Financial Services Institution	100.0
431	Deutsche Investments (Netherlands) N.V.	Amsterdam		Financial Enterprise	100.0
432	Deutsche Investments Australia Limited	Sydney		Securities Trading Firm	100.0
433	Deutsche Investments India Private Limited	Mumbai		Credit Institution	100.0
434	Deutsche Investor Services Private Limited	Mumbai		Other Enterprise	100.0
435	Deutsche IT License GmbH	Eschborn		Provider of Supporting Services	100.0
436	Deutsche Knowledge Services Pte. Ltd.	Singapore		Provider of Supporting Services	100.0
437	Deutsche Long Duration Government/Credit QP Trust	Salem	2	Financial Enterprise	0.0
438	Deutsche Managed Investments Limited	Sydney		Credit Institution	100.0
439	Deutsche Mandatos S.A.	Buenos Aires		Financial Enterprise	100.0
440	Deutsche Master Funding Corporation	Wilmington		Financial Enterprise	100.0
441	Deutsche Morgan Grenfell Group Public Limited Company	London		Credit Institution	100.0
442	Deutsche Morgan Grenfell Nominees Pte Ltd	Singapore		Other Enterprise	100.0
443	Deutsche Mortgage & Asset Receiving Corporation	Wilmington		Provider of Supporting Services	100.0
444	Deutsche Mortgage Securities, Inc.	Wilmington		Financial Enterprise	100.0
445	Deutsche New Zealand Limited	Auckland		Credit Institution	100.0
446	Deutsche Nominees Limited	London		Credit Institution	100.0
447	Deutsche Oppenheim Family Office AG	Grasbrunn		Securities Trading Firm	100.0
448	Deutsche Overseas Issuance New Zealand Limited	Auckland		Provider of Supporting Services	100.0
449	Deutsche Postbank AG	Bonn		Deposit-taking Credit Institution	94.1
450	Deutsche Postbank Finance Center Objekt GmbH	Schuttrange		Provider of Supporting Services	100.0
451	Deutsche Private Asset Management Limited	London		Other Enterprise	100.0
452	Deutsche Securities (India) Private Limited	New Delhi		Securities Trading Bank	100.0
453	Deutsche Securities (Perú) S.A.	Lima		Other Enterprise	100.0
454	Deutsche Securities (Proprietary) Limited	Johannesburg		Securities Trading Firm	97.8
455	Deutsche Securities (SA) (Proprietary) Limited	Johannesburg		Financial Enterprise	97.8
456	Deutsche Securities Asia Limited	Hong Kong		Securities Trading Firm	100.0
457	Deutsche Securities Australia Limited	Sydney		Securities Trading Bank	100.0
458	Deutsche Securities Corredores de Bolsa Spa	Santiago		Securities Trading Firm	100.0
459	Deutsche Securities Inc.	Tokyo		Securities Trading Bank	100.0
460	Deutsche Securities Israel Ltd.	Tel Aviv		Securities Trading Firm	100.0
461	Deutsche Securities Korea Co.	Seoul		Securities Trading Firm	100.0
462	Deutsche Securities Limited	Hong Kong		Financial Enterprise	100.0
463	Deutsche Securities Mauritius Limited	Port Louis		Securities Trading Firm	100.0
464	Deutsche Securities Menkul Degerler A.S.	Istanbul		Securities Trading Firm	100.0
465	Deutsche Securities New Zealand Limited	Auckland		Securities Trading Firm	100.0
466	Deutsche Securities Saudi Arabia LLC	Riyadh		Securities Trading Bank	100.0
467	Deutsche Securities Sociedad de Bolsa S.A.	Buenos Aires		Securities Trading Firm	100.0
468	Deutsche Securities Venezuela S.A.	Caracas		Financial Enterprise	100.0
469	Deutsche Securities, S.A. de C.V., Casa de Bolsa	Mexico City		Securities Trading Firm	100.0
470	Deutsche Securitisation Australia Pty Limited	Sydney		Securities Trading Firm	100.0
471	Deutsche StiftungsTrust GmbH	Frankfurt		Other Enterprise	100.0
472	Deutsche Transnational Trustee Corporation Inc	Charlottetown		Other Enterprise	100.0
473	Deutsche Trust Company Limited Japan	Tokyo		Other Enterprise	100.0
474	Deutsche Trustee Company Limited	London		Other Enterprise	100.0
475	Deutsche Trustee Services (India) Private Limited	Mumbai		Other Enterprise	100.0
476	Deutsche Trustees Malaysia Berhad	Kuala Lumpur		Other Enterprise	100.0
477	Deutsche Ultra Core Fixed Income QP Trust	Salem	2	Financial Enterprise	0.0
478	Deutsches Institut für Altersvorsorge GmbH	Frankfurt		Other Enterprise	78.0
479	DFC Residual Corp.	Carson City		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
480	DI Deutsche Immobilien Baugesellschaft mbH	Frankfurt		Other Enterprise	100.0
481	DI Deutsche Immobilien Treuhandgesellschaft mbH	Frankfurt		Other Enterprise	100.0
482	DIB-Consult Deutsche Immobilien- und Beteiligungs-Beratungsgesellschaft mbH	Duesseldorf		Other Enterprise	100.0
483	DIL Financial Services GmbH & Co. KG	Duesseldorf		Other Enterprise	100.0
484	DISCA Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	100.0
485	DIV Holding GmbH	Luetzen-Gostau		Financial Enterprise	100.0
486	DMG Technology Management, L.L.C.	Wilmington		Financial Enterprise	100.0
487	DMJV	New York	2	Provider of Supporting Services	0.0
488	DNU Nominees Pty Limited	Sydney		Provider of Supporting Services	100.0
489	DSL Portfolio GmbH & Co. KG	Bonn		Provider of Supporting Services	100.0
490	DSL Portfolio Verwaltungs GmbH	Bonn		Financial Enterprise	100.0
491	DTS Nominees Pty Limited	Sydney		Other Enterprise	100.0
492	Durian (Luxembourg) S.à r.l.	Luxembourg		Other Enterprise	100.0
493	DWS Holding & Service GmbH	Frankfurt		Financial Enterprise	99.4
494	DWS Investment S.A.	Luxembourg		Fund Management Company	100.0
495	DWS Investments (Spain), S.G.I.I.C., S.A.	Madrid		Fund Management Company	100.0
496	EC EUROPA IMMOBILIEN FONDS NR. 3 GmbH & CO. KG i.l.	Hamburg		Other Enterprise	65.2
497	Elba Finance GmbH	Eschborn		Financial Enterprise	100.0
498	Elizabethan Holdings Limited	George Town		Financial Enterprise	100.0
499	Elizabethan Management Limited	George Town		Other Enterprise	100.0
500	Equipment Management Services LLC	Wilmington		Other Enterprise	100.0
501	Estate Holdings, Inc.	St. Thomas	2	Other Enterprise	0.0
502	European Value Added I (Alternate G.P.) LLP	London		Financial Enterprise	100.0
503	Evergreen Amsterdam Holdings B.V.	Amsterdam		Financial Enterprise	100.0
504	Evergreen International Holdings B.V.	Amsterdam		Credit Institution	100.0
505	Evergreen International Investments B.V.	Amsterdam		Financial Enterprise	100.0
506	Evergreen International Leasing B.V.	Amsterdam		Credit Institution	100.0
507	Exinor SA	Bastogne		Other Enterprise	100.0
508	EXTOREL Private Equity Advisers GmbH	Cologne		Financial Enterprise	100.0
509	FARAMIR Beteiligungs- und Verwaltungs GmbH	Cologne		Financial Enterprise	100.0
510	Farezco I, S. de R.L. de C.V.	Mexico City		Financial Enterprise	100.0
511	Farezco II, S. de R.L. de C.V.	Mexico City		Financial Enterprise	100.0
512	Fenix Administración de Activos S. de R.L. de C.V.	Mexico City		Financial Enterprise	100.0
513	Fenix Mercury 1 S. de R.L. de C.V.	Mexico City		Other Enterprise	60.0
514	Fiduciaria Sant' Andrea S.r.l.	Milan		Securities Trading Firm	100.0
515	Filaine, Inc.	Wilmington	2	Other Enterprise	0.0
516	Finanza & Futuro Banca SpA	Milan		Credit Institution	100.0
517	Firstee Investments LLC	Wilmington		Financial Enterprise	100.0
518	Fondo de Inversión Privado NPL Fund Two	Santiago	1	Financial Services Institution	70.0
519	Franz Urbig- und Oscar Schlitter-Stiftung Gesellschaft mit beschränkter Haftung	Frankfurt		Provider of Supporting Services	100.0
520	Funds Nominees Limited (in members' voluntary liquidation)	London		Other Enterprise	100.0
521	Fünfte SAB Treuhand und Verwaltung GmbH & Co. Suhl "Rimbachzentrum" KG	Bad Homburg		Other Enterprise	74.0
522	G Finance Holding Corp.	Wilmington		Financial Enterprise	100.0
523	GbR Goethestraße	Cologne		Provider of Supporting Services	94.0
524	Gemini Technology Services Inc.	Wilmington		Provider of Supporting Services	100.0
525	German Access LLP	London		Financial Enterprise	100.0
526	German American Capital Corporation	Baltimore		Credit Institution	100.0
527	Global Commercial Real Estate Special Opportunities Limited	St. Helier		Provider of Supporting Services	100.0
528	Greenwood Properties Corp.	New York	2	Financial Enterprise	0.0
529	Grundstücksgesellschaft Frankfurt Bockenheimer Landstraße GbR	Troisdorf		Other Enterprise	94.9
530	Grundstücksgesellschaft Köln-Ossendorf VI mbH	Cologne		Financial Enterprise	100.0
531	Grundstücksgesellschaft Wiesbaden Luisenstraße/Kirchgasse GbR	Troisdorf		Other Enterprise	59.7
532	Gulara Pty Ltd	Sydney		Financial Enterprise	100.0
533	GUO Mao International Hotels B.V.	Amsterdam		Financial Enterprise	100.0
534	Hac Investments Ltd.	Wilmington		Financial Enterprise	100.0
535	HAC Investments Portugal - Servicos de Consultadoria e Gestao Lda	Lisbon		Financial Enterprise	100.0
536	Hakkeijima Godo Kaisha	Tokyo		Financial Enterprise	95.0
537	Herengracht Financial Services B.V.	Amsterdam		Other Enterprise	100.0
538	HTB Spezial GmbH & Co. KG	Cologne		Industrial Holding	100.0
539	Hypotheken-Verwaltungs-Gesellschaft mbH	Frankfurt		Other Enterprise	100.0



Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
540	IKARIA Beteiligungs- und Verwaltungsgesellschaft mbH	Cologne		Financial Enterprise	100.0
541	International Operator Limited (in members' voluntary liquidation)	London		Provider of Supporting Services	100.0
542	IOS Finance EFC, S.A.	Barcelona		Financial Enterprise	100.0
543	ISTRON Beteiligungs- und Verwaltungs-GmbH	Cologne		Financial Enterprise	100.0
544	IVAF I Manager, S.à r.l.	Luxembourg		Financial Enterprise	100.0
545	IVAF II Manager, S.à r.l.	Luxembourg		Financial Enterprise	100.0
546	JADE Residential Property AG	Eschborn		Financial Enterprise	100.0
547	JR Nominees (Proprietary) Limited	Johannesburg		Other Enterprise	100.0
548	Jyogashima Godo Kaisha	Tokyo		Financial Enterprise	100.0
549	KEBA Gesellschaft für interne Services mbH	Frankfurt		Provider of Supporting Services	100.0
550	KHP Knüppe, Huntebrinker & Co. GmbH	Osnabrueck		Securities Trading Firm	100.0
551	Kidson Pte Ltd	Singapore		Financial Enterprise	100.0
552	Kingfisher Nominees Limited	Auckland		Provider of Supporting Services	100.0
553	Konsul Inkasso GmbH	Essen		Provider of Supporting Services	100.0
554	Kradavim UK Lease Holdings Limited	London		Financial Enterprise	100.0
555	Kunshan RREEF Equity Investment Fund Management Co. Ltd.	Kunshan		Financial Enterprise	100.0
556	LA Water Holdings Limited	George Town		Financial Enterprise	75.0
557	Lammermuir Leasing Limited	London		Financial Enterprise	100.0
558	LAWL Pte. Ltd.	Singapore		Financial Enterprise	100.0
559	Leasing Verwaltungsgesellschaft Waltersdorf mbH	Schoenefeld		Financial Services Institution	100.0
560	Legacy Reinsurance, LLC	Burlington		Reinsurance Company	100.0
561	Leonardo III Initial GP Limited	London		Financial Enterprise	100.0
562	Long-Tail Risk Insurers, Ltd.	Hamilton		Insurance Companies	100.0
563	LWC Nominees Limited	Auckland		Provider of Supporting Services	100.0
564	MAC Investments Ltd.	George Town		Financial Enterprise	100.0
565	Maher 1210 Corbin LLC	Wilmington		Other Enterprise	100.0
566	Maher Chassis Management LLC	Wilmington		Other Enterprise	100.0
567	Maher Terminals Holding Corp.	Toronto		Other Enterprise	100.0
568	Maher Terminals Holdings (Toronto) Limited	Vancouver		Financial Enterprise	100.0
569	Maher Terminals LLC	Wilmington		Other Enterprise	100.0
570	Maher Terminals Logistics Systems LLC	Wilmington		Other Enterprise	100.0
571	Maher Terminals USA, LLC	Wilmington		Financial Enterprise	100.0
572	Maritime Indemnity Insurance Co. Ltd.	Hamilton		Insurance Companies	100.0
573	Maxblue Americas Holdings, S.A.	Madrid		Financial Enterprise	100.0
574	Mayfair Center, Inc.	Wilmington		Provider of Supporting Services	100.0
575	MEF I Manager, S.à r.l.	Luxembourg		Financial Enterprise	100.0
576	MEFIS Beteiligungsgesellschaft mbH	Frankfurt		Financial Enterprise	62.0
577	MHL Reinsurance Ltd.	Burlington		Insurance Companies	100.0
578	MIT Holdings, Inc.	Baltimore		Financial Enterprise	100.0
579	"modernes Frankfurt" private Gesellschaft für Stadtentwicklung mbH i.L.	Frankfurt		Other Enterprise	100.0
580	Morgan Nominees Limited (in members' voluntary liquidation)	London		Other Enterprise	100.0
581	Mortgage Trading (UK) Limited	London		Financial Enterprise	100.0
582	MortgageIT Securities Corp.	Wilmington		Provider of Supporting Services	100.0
583	MortgageIT, Inc.	New York		Credit Institution	100.0
584	MXB U.S.A., Inc.	Wilmington		Other Enterprise	100.0
585	Navegator - SGFTC, S.A.	Lisbon		Provider of Supporting Services	100.0
586	NCKR, LLC	Wilmington		Provider of Supporting Services	100.0
587	NEPTUNO Verwaltungs- und Treuhand-Gesellschaft mit beschränkter Haftung	Cologne		Financial Enterprise	100.0
588	Nevada Mezz 1 LLC	Wilmington		Financial Enterprise	100.0
589	Nevada Parent 1 LLC	Wilmington		Financial Enterprise	100.0
590	Nordwestdeutscher Wohnungsbauträger Gesellschaft mit beschränkter Haftung	Frankfurt		Financial Enterprise	100.0
591	norisbank GmbH	Bonn		Deposit-taking Credit Institution	100.0
592	North American Income Fund PLC	Dublin		Financial Enterprise	67.3
593	Novelties Distribution LLC	Wilmington		Other Enterprise	100.0
594	OAM Köln GmbH	Cologne		Financial Enterprise	100.0
595	OOO "Deutsche Bank TechCentre"	Moscow		Provider of Supporting Services	100.0
596	OOO "Deutsche Bank"	Moscow		Deposit-taking Credit Institution	100.0
597	Opal Funds (Ireland) Public Limited Company	Dublin		Provider of Supporting Services	100.0
598	OPB Verwaltungs- und Beteiligungs-GmbH	Cologne		Financial Enterprise	100.0
599	OPB Verwaltungs- und Treuhand GmbH	Cologne		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
600	OPB-Holding GmbH	Cologne		Financial Enterprise	100.0
601	OPB-Nona GmbH	Frankfurt		Financial Enterprise	100.0
602	OPB-Oktava GmbH	Cologne		Financial Enterprise	100.0
603	OPB-Quarta GmbH	Cologne		Financial Enterprise	100.0
604	OPB-Quinta GmbH	Cologne		Financial Enterprise	100.0
605	OPB-Septima GmbH	Cologne		Financial Enterprise	100.0
606	Oppenheim Asset Management Services S.à r.l.	Luxembourg		Fund Management Company	100.0
607	OPPENHEIM Capital Advisory GmbH	Cologne		Financial Enterprise	100.0
608	Oppenheim Eunomia GmbH	Cologne		Financial Enterprise	100.0
609	OPPENHEIM Flottenfonds V GmbH & Co. KG	Cologne		Financial Enterprise	83.3
610	Oppenheim Fonds Trust GmbH	Cologne		Provider of Supporting Services	100.0
611	OPPENHEIM PRIVATE EQUITY Manager GmbH	Cologne		Financial Enterprise	100.0
612	OPPENHEIM PRIVATE EQUITY Verwaltungsgesellschaft mbH	Cologne		Financial Enterprise	100.0
613	OPS Nominees Pty Limited	Sydney		Other Enterprise	100.0
614	OVT Trust 1 GmbH	Cologne		Other Enterprise	100.0
615	OVV Beteiligungs GmbH	Cologne		Financial Enterprise	100.0
616	PADUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		Financial Enterprise	100.0
617	Pan Australian Nominees Pty Ltd	Sydney		Other Enterprise	100.0
618	PB Factoring GmbH	Bonn		Financial Services Institution	100.0
619	PB Firmenkunden AG	Bonn		Provider of Supporting Services	100.0
620	PB International S.A.	Schuttrange		Financial Enterprise	100.0
621	PB Sechste Beteiligungen GmbH	Bonn		Other Enterprise	100.0
622	PB Spezial-Investmentaktiengesellschaft mit Teilgesellschaftsvermögen	Bonn		Provider of Supporting Services	98.5
623	PBC Banking Services GmbH	Frankfurt		Financial Enterprise	100.0
624	PBC Services GmbH der Deutschen Bank	Frankfurt		Provider of Supporting Services	100.0
625	PED Private Equity Deutschland GmbH & Co. geschl. Inv. KG	Cologne		Financial Enterprise	100.0
626	Pelleport Investors, Inc.	New York		Provider of Supporting Services	100.0
627	Pembol Nominees Limited (in members' voluntary liquidation)	London		Other Enterprise	100.0
628	PHARMA/wHEALTH Management Company S.A.	Luxembourg		Fund Management Company	99.9
629	Phoebus Investments LP	Wilmington		Credit Institution	100.0
630	Plantation Bay, Inc.	St. Thomas		Other Enterprise	100.0
631	Pollus L.P.	St. Helier		Provider of Supporting Services	100.0
632	Polydeuce LLC	Wilmington		Financial Enterprise	100.0
633	Postbank Akademie und Service GmbH	Hamel		Other Enterprise	100.0
634	Postbank Beteiligungen GmbH	Bonn		Financial Enterprise	100.0
635	Postbank Direkt GmbH	Bonn		Financial Enterprise	100.0
636	Postbank Filial GmbH	Bonn		Provider of Supporting Services	100.0
637	Postbank Filialvertrieb AG	Bonn		Financial Enterprise	100.0
638	Postbank Finanzberatung AG	Hamel		Other Enterprise	100.0
639	Postbank Immobilien GmbH	Hamel		Other Enterprise	100.0
640	Postbank Immobilien und Baumanagement GmbH	Bonn		Financial Enterprise	100.0
641	Postbank Immobilien und Baumanagement GmbH & Co. Objekt Leipzig KG	Bonn		Provider of Supporting Services	90.0
642	Postbank Leasing GmbH	Bonn		Financial Services Institution	100.0
643	Postbank P.O.S. Transact GmbH	Eschborn		Provider of Supporting Services	100.0
644	Postbank Service GmbH	Essen		Provider of Supporting Services	100.0
645	Postbank Systems AG	Bonn		Provider of Supporting Services	100.0
646	Postbank Versicherungsvermittlung GmbH	Bonn		Other Enterprise	100.0
647	Primelux Insurance S.A.	Luxembourg		Insurance Companies	100.0
648	Private Equity Asia Select Company III S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
649	Private Equity Global Select Company IV S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
650	Private Equity Global Select Company V S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
651	Private Equity Select Company S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
652	Private Financing Initiatives, S.L.	Barcelona		Financial Enterprise	51.0
653	PS plus Portfolio Software + Consulting GmbH	Roedermark		Other Enterprise	80.2
654	PT. Deutsche Securities Indonesia	Jakarta		Securities Trading Bank	99.0
655	PT. Deutsche Verdhana Indonesia	Jakarta	2	Securities Trading Firm	40.0
656	Public joint-stock company "Deutsche Bank DBU"	Kiev		Deposit-taking Credit Institution	100.0
657	Pyramid Ventures, Inc.	Wilmington		Financial Enterprise	100.0
658	R.B.M. Nominees Pty Ltd	Sydney		Other Enterprise	100.0
659	RDIF SLP Feeder, L.P.	Edinburgh		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
660	Regula Limited	Road Town		Other Enterprise	100.0
661	REIB Europe Investments Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
662	REIB International Holdings Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
663	Rimvalley Limited (in liquidation)	Dublin		Financial Enterprise	100.0
664	RMS Investments (Cayman)	George Town		Financial Enterprise	100.0
665	RoCalwest, Inc.	Wilmington		Financial Enterprise	100.0
666	RoPro U.S. Holding, Inc.	Wilmington		Financial Enterprise	100.0
667	Route 28 Receivables, LLC	Wilmington		Financial Enterprise	100.0
668	Royster Fund Management S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
669	RREEF America L.L.C.	Wilmington		Financial Enterprise	100.0
670	RREEF China REIT Management Limited	Hong Kong		Other Enterprise	100.0
671	RREEF European Value Added I (G.P.) Limited	London		Financial Enterprise	100.0
672	RREEF India Advisors Private Limited	Mumbai		Other Enterprise	100.0
673	RREEF Investment GmbH	Frankfurt		Fund Management Company	99.9
674	RREEF Management GmbH	Frankfurt		Financial Enterprise	100.0
675	RREEF Management L.L.C.	Wilmington		Other Enterprise	100.0
676	RREEF Shanghai Investment Consultancy Company	Shanghai		Other Enterprise	100.0
677	RREEF Spezial Invest GmbH	Frankfurt		Fund Management Company	100.0
678	RTS Nominees Pty Limited	Sydney		Provider of Supporting Services	100.0
679	SAB Real Estate Verwaltungs GmbH	Hamel		Financial Enterprise	100.0
680	Sagamore Limited	London		Financial Enterprise	100.0
681	SAGITA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		Financial Enterprise	100.0
682	Sajima Godo Kaisha	Tokyo	2	Financial Enterprise	0.0
683	Sal. Oppenheim Alternative Investments GmbH	Cologne		Financial Enterprise	100.0
684	Sal. Oppenheim Global Invest GmbH	Cologne		Provider of Supporting Services	100.0
685	Sal. Oppenheim jr. & Cie. AG & Co. Kommanditgesellschaft auf Aktien	Cologne		Deposit-taking Credit Institution	100.0
686	Sal. Oppenheim jr. & Cie. Beteiligungs GmbH	Cologne		Financial Enterprise	100.0
687	Sal. Oppenheim jr. & Cie. Komplementär AG	Cologne		Financial Enterprise	100.0
688	Sal. Oppenheim jr. & Cie. Luxembourg S.A.	Luxembourg		Deposit-taking Credit Institution	100.0
689	Sal. Oppenheim Private Equity Partners S.A., en liquidation volontaire	Luxembourg		Financial Enterprise	100.0
690	SALOMON OPPENHEIM GmbH i.L.	Cologne		Financial Enterprise	100.0
691	SAPIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		Financial Enterprise	100.0
692	Service Company Four Limited	Hong Kong		Other Enterprise	100.0
693	Service Company Three Limited	Hong Kong		Other Enterprise	100.0
694	Sharps SP I LLC	Wilmington		Financial Enterprise	100.0
695	Sherwood Properties Corp.	Wilmington		Credit Institution	100.0
696	Shopready Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
697	Silver Leaf 1 LLC	Wilmington		Financial Enterprise	100.0
698	Structured Finance Americas, LLC	Wilmington		Securities Trading Firm	100.0
699	Sunbelt Rentals Exchange Inc.	Wilmington		Other Enterprise	100.0
700	Süddeutsche Vermögensverwaltung Gesellschaft mit beschränkter Haftung	Frankfurt		Financial Enterprise	100.0
701	TAF 2 Y.K.	Tokyo		Financial Enterprise	100.0
702	Tapeorder Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
703	Telefon-Servicegesellschaft der Deutschen Bank mbH	Frankfurt		Provider of Supporting Services	100.0
704	TELO Beteiligungsgesellschaft mbH	Schoenefeld		Financial Enterprise	100.0
705	Tempurrite Leasing Limited	London		Financial Enterprise	100.0
706	Thai Asset Enforcement and Recovery Asset Management Company Limited	Bangkok		Financial Enterprise	100.0
707	TOKOS GmbH	Luetzen-Gostau		Financial Enterprise	100.0
708	Treinvest Service GmbH	Frankfurt		Other Enterprise	100.0
709	Trevona Limited	Road Town		Other Enterprise	100.0
710	Triplereason Limited	London		Financial Enterprise	100.0
711	Urbistar Settlement Services, LLC	Harrisburg		Provider of Supporting Services	100.0
712	VCG Venture Capital Fonds III Verwaltungs GmbH	Munich		Financial Enterprise	100.0
713	VCG Venture Capital Gesellschaft mbH	Munich		Financial Enterprise	100.0
714	VCG Venture Capital Gesellschaft mbH & Co. Fonds III KG i.L.	Munich	2	Financial Enterprise	37.0
715	VCG Venture Capital Gesellschaft mbH & Co. Fonds III Management KG	Munich	2	Other Enterprise	26.7
716	VCM MIP III GmbH & Co. KG	Cologne		Financial Enterprise	61.0
717	VCM MIP IV GmbH & Co. KG	Cologne		Financial Enterprise	61.0
718	VCM Treuhand Beteiligungsverwaltung GmbH	Cologne		Financial Enterprise	100.0
719	VCP Treuhand Beteiligungsgesellschaft mbH	Cologne		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
720	VCP Verwaltungsgesellschaft mbH	Cologne		Financial Enterprise	100.0
721	Vertriebsgesellschaft mbH der Deutschen Bank Privat- und Geschäftskunden	Berlin		Provider of Supporting Services	100.0
722	Vesta Real Estate S.r.l.	Milan		Provider of Supporting Services	100.0
723	VI Resort Holdings, Inc.	New York	2	Other Enterprise	0.0
724	VÖB-ZVD Processing GmbH	Frankfurt		Payment Institution	100.0
725	Wealthspur Investment Company Limited	Labuan		Financial Enterprise	100.0
726	WEPLA Beteiligungsgesellschaft mbH	Frankfurt		Financial Enterprise	100.0
727	Whale Holdings S.à r.l.	Luxembourg		Financial Enterprise	100.0
728	5000 Yonge Street Toronto Inc.	Toronto		Financial Enterprise	100.0
729	Zürich - Swiss Value AG in Liquidation	Zurich		Financial Enterprise	50.1

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
730	Aberdeen Capital Trust	London		Other Enterprise	100.0
731	Affordable Housing I LLC	Wilmington		Financial Enterprise	100.0
732	Aggregator Solutions Public Limited Company - Opportunities Fund 2012	Dublin		Financial Enterprise	
733	Allsar Inc.	Wilmington		Financial Enterprise	100.0
734	Almutkirk Limited	Dublin		Financial Enterprise	
735	Amber Investment S.à r.l.	Luxembourg		Financial Enterprise	100.0
736	Andramad Limited	Dublin		Financial Enterprise	
737	Apex Fleet Inc.	Wilmington		Other Enterprise	100.0
738	Aqueduct Capital S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
739	Argentina Capital Protected Investments Limited	George Town	3	Other Enterprise	
740	Asia 1 Tokutei Mokuteki Kaisha	Tokyo		Other Enterprise	
741	Asian Hybrid Investments LLP	Singapore	2	Provider of Supporting Services	0.0
742	Aspen Funding Corp.	Wilmington		Financial Enterprise	
743	Asset Repackaging Trust Five B.V.	Amsterdam	3	Financial Enterprise	
744	Asset Repackaging Trust Six B.V.	Amsterdam	3	Financial Enterprise	
745	Atena SPV S.r.l	Conegliano		Financial Enterprise	
746	Atlas Investment Company 1 S.à r.l.	Luxembourg		Financial Enterprise	
747	Atlas Investment Company 2 S.à r.l.	Luxembourg		Financial Enterprise	
748	Atlas Investment Company 3 S.à r.l.	Luxembourg		Financial Enterprise	
749	Atlas Investment Company 4 S.à r.l.	Luxembourg		Financial Enterprise	
750	Atlas Portfolio Select SPC	George Town		Financial Enterprise	0.0
751	Atlas SICAV - FIS	Luxembourg	3	Other Enterprise	
752	Avizandum Limited	Dublin		Financial Enterprise	
753	Axia Insurance, Ltd.	Hamilton	3	Reinsurance Company	
754	Axiom Shelter Island LLC	San Diego		Provider of Supporting Services	100.0
755	Azurix AGOSBA S.R.L.	Buenos Aires		Financial Enterprise	100.0
756	Azurix Argentina Holding, Inc.	Wilmington		Financial Enterprise	100.0
757	Azurix Buenos Aires S.A. (en liquidacion)	Buenos Aires		Provider of Supporting Services	100.0
758	Azurix Cono Sur, Inc.	Wilmington		Financial Enterprise	100.0
759	Azurix Corp.	Wilmington		Financial Enterprise	100.0
760	Azurix Latin America, Inc.	Wilmington		Financial Enterprise	100.0
761	BAL Servicing Corporation	Wilmington		Other Enterprise	100.0
762	Baltics Credit Solutions Latvia SIA	Riga		Financial Enterprise	
763	Bleeker Investments Limited	Wilmington		Financial Enterprise	100.0
764	Block 1949, LLC	Wilmington	2	Provider of Supporting Services	0.0
765	BNP Paribas Flexi III - Fortis Bond Taiwan	Luxembourg		Other Enterprise	
766	Bridge No.1 Pty Limited	Sydney		Other Enterprise	
767	Broome Investments Limited	Wilmington		Financial Enterprise	100.0
768	Büro Center Berlin-West Limited & Co. KG	Frankfurt		Other Enterprise	
769	Bürohaus Blasewitzer Straße Gewerbeimmobilien Limited & Co. KG	Frankfurt		Other Enterprise	
770	Bürohaus Hauptstraße Gewerbeimmobilien Limited & Co. KG	Frankfurt		Other Enterprise	
771	Bürohaus Kronberg Gewerbeimmobilien Limited & Co. KG	Frankfurt		Other Enterprise	
772	Büropark Heimstetten Vermögensverwaltungs Limited & Co. KG	Frankfurt		Other Enterprise	
773	CA Berlin Funding Company Ltd.	George Town		Financial Enterprise	
774	Capital Access Program Trust	Wilmington		Financial Enterprise	
775	Capital Solutions Exchange Inc.	Wilmington		Other Enterprise	100.0
776	Castlebay Asia Flexible Fund SICAV-FIS - Taiwan Bond Fund	Luxembourg		Other Enterprise	
777	Cathay Capital (Labuan) Company Limited	Labuan		Other Enterprise	
778	Cathay Capital Company Limited	Port Louis		Financial Enterprise	9.5
779	Cathay Strategic Investment Company Limited	Hong Kong		Financial Enterprise	
780	Cathay Strategic Investment Company No. 2 Limited	George Town		Financial Enterprise	
781	Cayman Reference Fund Holdings Limited	George Town		Provider of Supporting Services	
782	Cedar Investment Co.	Wilmington		Financial Enterprise	100.0
783	Cepangie Limited	Dublin		Financial Enterprise	
784	Charitable Luxembourg Four S.à r.l.	Luxembourg		Financial Enterprise	
785	Charitable Luxembourg Three S.à r.l.	Luxembourg		Financial Enterprise	
786	Charitable Luxembourg Two S.à r.l.	Luxembourg		Financial Enterprise	
787	Charlton (Delaware), Inc.	Wilmington		Financial Enterprise	100.0
788	China Recovery Fund LLC	Wilmington		Financial Enterprise	85.0

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789	CITAN Beteiligungsgesellschaft mbH	Frankfurt		Financial Enterprise	100.0
790	CLASS Limited	St. Helier	3	Other Enterprise	
791	Concept Fund Solutions Public Limited Company	Dublin	3	Other Enterprise	1.9
792	Coriolanus Limited	Dublin	3	Financial Enterprise	
793	COUNTS Trust Series 2007 - 3	Newark	3	Provider of Supporting Services	
794	Crofton Invest, S.L.	Madrid		Other Enterprise	
795	Crystal CLO, Ltd.	George Town		Financial Enterprise	
796	Danube Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
797	Dariconic Limited	Dublin		Financial Enterprise	
798	Dawn-BV II LLC	Wilmington		Provider of Supporting Services	100.0
799	Dawn-BV LLC	Wilmington		Provider of Supporting Services	100.0
800	Dawn-BV-Helios LLC	Wilmington		Provider of Supporting Services	100.0
801	Dawn-G II LLC	Wilmington		Provider of Supporting Services	100.0
802	Dawn-G LLC	Wilmington		Provider of Supporting Services	100.0
803	Dawn-G-Helios LLC	Wilmington		Provider of Supporting Services	100.0
804	DB (Barbados) SRL	Christ Church		Provider of Supporting Services	100.0
805	DB Aircraft Leasing Master Trust	Wilmington	2	Financial Enterprise	0.0
806	DB Alternative Strategies Limited	George Town		Securities Trading Firm	100.0
807	DB Apex (Luxembourg) S.à r.l.	Luxembourg		Financial Enterprise	100.0
808	DB Apex Finance Limited	St. Julians		Financial Enterprise	90.0
809	DB Apex Management Capital S.C.S.	Luxembourg		Credit Institution	100.0
810	DB Apex Management Income S.C.S.	Luxembourg		Credit Institution	100.0
811	DB Apex Management Limited	George Town		Financial Enterprise	100.0
812	DB Asia Pacific Holdings Limited	George Town		Financial Enterprise	100.0
813	DB Aster II, LLC	Wilmington		Provider of Supporting Services	100.0
814	DB Aster III, LLC	Wilmington		Provider of Supporting Services	100.0
815	DB Aster, Inc.	Wilmington		Financial Enterprise	100.0
816	DB Aster, LLC	Wilmington		Provider of Supporting Services	100.0
817	DB Capital Investments S.à r.l.	Luxembourg		Financial Enterprise	100.0
818	DB Chambers Limited	George Town		Provider of Supporting Services	100.0
819	DB Clyde, LLC	Wilmington		Provider of Supporting Services	100.0
820	DB Covered Bond S.r.l.	Conegliano		Financial Enterprise	90.0
821	DB Credit Investments S.à r.l.	Luxembourg		Provider of Supporting Services	100.0
822	DB Dawn, Inc.	Wilmington		Financial Enterprise	100.0
823	DB Elara LLC	Wilmington		Financial Enterprise	100.0
824	DB ESC Corporation	Wilmington		Provider of Supporting Services	100.0
825	db ETC Index plc	St. Helier	3	Provider of Supporting Services	
826	db ETC plc	St. Helier	3	Provider of Supporting Services	
827	DB Finance International GmbH	Eschborn		Financial Enterprise	100.0
828	DB Ganymede 2006 L.P.	George Town		Credit Institution	100.0
829	DB Global Markets Multi-Strategy Fund I Ltd.	George Town		Financial Enterprise	100.0
830	DB Global Masters Multi-Strategy Trust	George Town		Financial Enterprise	100.0
831	DB Global Masters Trust	George Town	3	Securities Trading Firm	
832	DB Green Holdings Corp.	Wilmington		Financial Enterprise	100.0
833	DB Green, Inc.	New York		Financial Enterprise	100.0
834	DB Hawks Nest, Inc.	Wilmington		Credit Institution	100.0
835	DB Hypernova LLC	Wilmington		Credit Institution	100.0
836	DB Immobilienfonds 1 Wieland KG	Frankfurt		Other Enterprise	
837	DB Immobilienfonds 2 GmbH & Co. KG	Frankfurt		Other Enterprise	74.0
838	DB Immobilienfonds 4 GmbH & Co. KG	Frankfurt		Other Enterprise	0.2
839	DB Immobilienfonds 5 Wieland KG	Frankfurt		Other Enterprise	
840	DB Impact Investment (GP) Limited	London		Financial Enterprise	100.0
841	DB Infrastructure Holdings (UK) No.1 Limited	London		Financial Enterprise	100.0
842	DB Infrastructure Holdings (UK) No.2 Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
843	DB Investment Resources (US) Corporation	Wilmington		Financial Enterprise	100.0
844	DB Investment Resources Holdings Corp.	Wilmington		Financial Enterprise	100.0
845	DB Io LP	Wilmington		Financial Enterprise	100.0
846	DB Jasmine Holdings Limited (in members' voluntary liquidation)	London		Provider of Supporting Services	100.0
847	DB Lexington Investments Inc.	Wilmington		Credit Institution	100.0
848	DB Like-Kind Exchange Services Corp.	Wilmington		Other Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
849	DB Litigation Fee LLC	Wilmington		Financial Enterprise	100.0
850	DB Master Fundo de Investimento em Direitos Creditórios Não-Padronizados de Precatórios Federais	Rio de Janeiro		Financial Enterprise	29.5
851	DB Perry Investments Limited	Wilmington		Financial Enterprise	100.0
852	DB Platinum	Luxembourg	3	Other Enterprise	2.4
853	DB Platinum II	Luxembourg	3	Other Enterprise	3.5
854	DB Platinum IV	Luxembourg	3	Other Enterprise	3.0
855	DB Portfolio Euro Liquidity	Luxembourg		Financial Enterprise	
856	DB Prevision 12, FP	Barcelona		Financial Enterprise	
857	DB PWM II - LiquidAlts UCITS (Euro)	Luxembourg		Other Enterprise	79.4
858	DB RC Holdings, LLC	Wilmington		Financial Enterprise	100.0
859	DB Real Estate Canadainvest 1 Inc.	Toronto		Financial Enterprise	100.0
860	DB Rivington Investments Limited (in voluntary liquidation)	George Town		Provider of Supporting Services	100.0
861	DB Safe Harbour Investment Projects Limited	London		Financial Enterprise	100.0
862	DB STG Lux 4 S.à r.l.	Luxembourg		Other Enterprise	100.0
863	DB STG Lux 5 S.à r.l.	Luxembourg		Other Enterprise	100.0
864	DB STG Lux 6 S.à r.l.	Luxembourg		Other Enterprise	100.0
865	DB STG Lux 7 S.à r.l.	Luxembourg		Other Enterprise	100.0
866	DB STG Lux 8 S.à r.l.	Luxembourg		Other Enterprise	100.0
867	DB STG Lux 9 S.à r.l.	Luxembourg		Other Enterprise	100.0
868	DB Sylvester Funding Limited	George Town		Credit Institution	100.0
869	DB Warren Investments Limited (in voluntary liquidation)	George Town		Provider of Supporting Services	100.0
870	db x-trackers	Luxembourg	3	Other Enterprise	2.3
871	db x-trackers (Proprietary) Limited	Johannesburg		Securities Trading Firm	100.0
872	db x-trackers II	Luxembourg	3	Other Enterprise	2.9
873	dbInvestor Solutions Public Limited Company	Dublin	3	Financial Enterprise	
874	DBRMS4	George Town		Financial Enterprise	100.0
875	DBX ETF Trust	Wilmington	3	Other Enterprise	
876	De Heng Asset Management Company Limited	Beijing		Financial Enterprise	
877	DeAM Capital Protect 2014	Frankfurt		Other Enterprise	
878	DeAM Capital Protect 2019	Frankfurt		Other Enterprise	
879	DeAM Capital Protect 2024	Frankfurt		Other Enterprise	
880	DeAM Capital Protect 2029	Frankfurt		Other Enterprise	
881	DeAM Capital Protect 2034	Frankfurt		Other Enterprise	
882	DeAM Capital Protect 2039	Frankfurt		Other Enterprise	
883	DeAM Capital Protect 2044	Frankfurt		Other Enterprise	
884	DeAM Capital Protect 2049	Frankfurt		Other Enterprise	
885	Deco 17 - Pan Europe 7 Limited	Dublin		Financial Enterprise	
886	Deer River, L.P.	Wilmington		Financial Enterprise	100.0
887	Deutsche Alt-A Securities Mortgage Loan Trust, Series 2007-3	Wilmington		Financial Enterprise	
888	Deutsche Alt-A Securities Mortgage Loan Trust, Series 2007-OA5	Wilmington		Financial Enterprise	
889	Deutsche Bank Capital Finance LLC I	Wilmington		Credit Institution	100.0
890	Deutsche Bank Capital Finance Trust I	Wilmington	2	Financial Enterprise	0.0
891	Deutsche Bank Capital Funding LLC I	Wilmington		Credit Institution	100.0
892	Deutsche Bank Capital Funding LLC IX	Wilmington		Credit Institution	100.0
893	Deutsche Bank Capital Funding LLC V	Wilmington		Credit Institution	100.0
894	Deutsche Bank Capital Funding LLC VI	Wilmington		Credit Institution	100.0
895	Deutsche Bank Capital Funding LLC VII	Wilmington		Credit Institution	100.0
896	Deutsche Bank Capital Funding LLC VIII	Wilmington		Credit Institution	100.0
897	Deutsche Bank Capital Funding LLC XI	Wilmington		Credit Institution	100.0
898	Deutsche Bank Capital Funding Trust I	Newark	2	Financial Enterprise	0.0
899	Deutsche Bank Capital Funding Trust IX	Wilmington	2	Financial Enterprise	0.0
900	Deutsche Bank Capital Funding Trust V	Wilmington	2	Financial Enterprise	0.0
901	Deutsche Bank Capital Funding Trust VI	Wilmington	2	Financial Enterprise	0.0
902	Deutsche Bank Capital Funding Trust VII	Wilmington	2	Financial Enterprise	0.0
903	Deutsche Bank Capital Funding Trust VIII	Wilmington	2	Financial Enterprise	0.0
904	Deutsche Bank Capital Funding Trust XI	Wilmington	2	Financial Enterprise	0.0
905	Deutsche Bank Capital LLC I	Wilmington		Credit Institution	100.0
906	Deutsche Bank Capital LLC II	Wilmington		Credit Institution	100.0
907	Deutsche Bank Capital LLC IV	Wilmington		Credit Institution	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
908	Deutsche Bank Capital LLC V	Wilmington		Credit Institution	100.0
909	Deutsche Bank Capital Trust I	Newark	2	Financial Enterprise	0.0
910	Deutsche Bank Capital Trust II	Newark	2	Financial Enterprise	0.0
911	Deutsche Bank Capital Trust IV	Newark	2	Financial Enterprise	0.0
912	Deutsche Bank Capital Trust V	Newark	2	Financial Enterprise	0.0
913	Deutsche Bank Contingent Capital LLC II	Wilmington		Credit Institution	100.0
914	Deutsche Bank Contingent Capital LLC III	Wilmington		Credit Institution	100.0
915	Deutsche Bank Contingent Capital LLC IV	Wilmington		Credit Institution	100.0
916	Deutsche Bank Contingent Capital LLC V	Wilmington		Credit Institution	100.0
917	Deutsche Bank Contingent Capital Trust II	Wilmington	2	Financial Enterprise	0.0
918	Deutsche Bank Contingent Capital Trust III	Wilmington	2	Financial Enterprise	0.0
919	Deutsche Bank Contingent Capital Trust IV	Wilmington	2	Financial Enterprise	0.0
920	Deutsche Bank Contingent Capital Trust V	Wilmington	2	Financial Enterprise	0.0
921	Deutsche Bank LIFERs Trust	Wilmington	3	Provider of Supporting Services	
922	Deutsche Bank Luxembourg S.A. - Fiduciary Deposits	Luxembourg	3	Other Enterprise	
923	Deutsche Bank Luxembourg S.A. - Fiduciary Note Programme	Luxembourg	3	Other Enterprise	
924	Deutsche Bank SPEARs/LIFERs Trust	Wilmington	3	Provider of Supporting Services	
925	Deutsche Bank SPEARs/LIFERs Trust (DB Series 100)	Wilmington	4	Provider of Supporting Services	
926	Deutsche Colombia S.A.	Bogotá		Securities Trading Firm	100.0
927	Deutsche GUO Mao Investments (Netherlands) B.V.	Amsterdam		Financial Enterprise	100.0
928	Deutsche Leasing New York Corp.	New York		Financial Enterprise	100.0
929	Deutsche Mortgage Securities, Inc. Re-Remic Trust Certificates, Series 2007-RS4	New York		Financial Enterprise	
930	Deutsche Mortgage Securities, Inc. Re-Remic Trust Certificates, Series 2007-RS5	New York		Financial Enterprise	
931	Deutsche Postbank Funding LLC I	Wilmington		Credit Institution	100.0
932	Deutsche Postbank Funding LLC II	Wilmington		Credit Institution	100.0
933	Deutsche Postbank Funding LLC III	Wilmington		Credit Institution	100.0
934	Deutsche Postbank Funding LLC IV	Wilmington		Credit Institution	100.0
935	Deutsche Postbank Funding Trust I	Wilmington	2	Financial Enterprise	0.0
936	Deutsche Postbank Funding Trust II	Wilmington	2	Financial Enterprise	0.0
937	Deutsche Postbank Funding Trust III	Wilmington	2	Financial Enterprise	0.0
938	Deutsche Postbank Funding Trust IV	Wilmington	2	Financial Enterprise	0.0
939	Deutsche Services Polska Sp. z o.o.	Warsaw		Provider of Supporting Services	100.0
940	Deutsche Strategic Equity Long/Short Fund	Boston		Other Enterprise	68.8
941	DJ Williston Swaps LLC	Wilmington		Provider of Supporting Services	100.0
942	Dusk II, LLC	Wilmington		Provider of Supporting Services	100.0
943	Dusk LLC	Wilmington		Provider of Supporting Services	100.0
944	DWS (CH) - Pension Garant 2014	Zurich		Other Enterprise	
945	DWS (CH) - Pension Garant 2017	Zurich		Other Enterprise	
946	DWS China A-Fund	Luxembourg	3	Other Enterprise	100.0
947	DWS Dividende Garant 2016	Luxembourg		Financial Enterprise	
948	DWS Garant 80 FPI	Luxembourg		Financial Enterprise	
949	DWS Garant Top Dividende 2018	Luxembourg		Other Enterprise	
950	DWS Global Protect 80 II	Luxembourg		Financial Enterprise	
951	DWS Institutional Money plus	Luxembourg		Other Enterprise	
952	DWS Institutional Rendite 2017	Luxembourg		Other Enterprise	
953	DWS Institutional USD Money plus	Luxembourg		Other Enterprise	
954	DWS Mauritius Company	Port Louis		Other Enterprise	100.0
955	DWS Megatrend Performance 2016	Luxembourg		Financial Enterprise	
956	DWS Performance Rainbow 2015	Luxembourg		Financial Enterprise	
957	DWS Rendite Garant 2015	Luxembourg		Financial Enterprise	
958	DWS Rendite Garant 2015 II	Luxembourg		Financial Enterprise	
959	DWS SachwertStrategie Protekt Plus	Luxembourg		Financial Enterprise	
960	DWS Zeitwert Protect	Luxembourg		Financial Enterprise	
961	Earls Eight Limited	George Town	3	Other Enterprise	
962	Earls Four Limited	George Town	3	Other Enterprise	
963	EARLS Trading Limited	George Town		Financial Enterprise	
964	1221 East Denny Owner, LLC	Wilmington		Other Enterprise	
965	ECT Holdings Corp.	Wilmington		Credit Institution	100.0
966	Einkaufszentrum "HVD Dresden" S.ä.r.l & Co. KG	Cologne		Other Enterprise	
967	Eirles Three Limited	Dublin	3	Financial Enterprise	



Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
968	Eirles Two Limited	Dublin	3	Financial Enterprise	
969	Elmo Funding GmbH	Eschborn		Financial Enterprise	100.0
970	Elmo Leasing Vierzehnte GmbH	Eschborn		Provider of Supporting Services	100.0
971	Emerald Asset Repackaging Limited	Dublin		Provider of Supporting Services	100.0
972	Emerging Markets Capital Protected Investments Limited	George Town	3	Other Enterprise	
973	Emeris	George Town		Securities Trading Firm	
974	Enterprise Fleet Management Exchange, Inc.	Wilmington		Other Enterprise	100.0
975	Equinox Credit Funding Public Limited Company	Dublin	3	Financial Enterprise	
976	Erste Frankfurter Hoist GmbH	Eschborn		Financial Enterprise	100.0
977	Escoyla Limited	Dublin		Financial Enterprise	
978	Eurohome (Italy) Mortgages S.r.l.	Conegliano		Financial Enterprise	
979	Fandaro Limited	Dublin		Financial Enterprise	
980	Feale Sp. z o.o.	Wolica		Other Enterprise	
981	Finaqua Limited	London		Financial Enterprise	
982	Finsbury Circle Limited	Dublin		Other Enterprise	
983	Fondo Privado de Titulización PYMES I Limited	Dublin		Financial Enterprise	
984	Fortis Flexi IV - Bond Medium Term RMB	Luxembourg		Financial Services Institution	100.0
985	FRANKFURT CONSULT GmbH	Frankfurt		Financial Enterprise	100.0
986	Fundo de Investimento em Direitos Creditórios Global Markets	Rio de Janeiro		Financial Enterprise	100.0
987	Fundo de Investimento em Direitos Creditórios Nao-Padronizados - Precatório Federal 4870-1	Rio de Janeiro		Financial Enterprise	100.0
988	Fundo de Investimento em Direitos Creditórios Nao-Padronizados - Precatórios Federais DB I	Rio de Janeiro		Financial Enterprise	100.0
989	Fundo de Investimento em Quotas de Fundos de Investimento em Direitos Creditórios Nao-Padronizados Global Markets	Rio de Janeiro		Financial Enterprise	100.0
990	GAC-HEL II, Inc.	Wilmington		Provider of Supporting Services	100.0
991	GAC-HEL, Inc.	Wilmington		Provider of Supporting Services	100.0
992	Gemini Securitization Corp., LLC	Wilmington		Financial Enterprise	
993	Gewerbepark Neurott Gewerbeimmobilien Limited & Co. KG	Frankfurt		Other Enterprise	
994	GGGolf, LLC	Wilmington		Provider of Supporting Services	100.0
995	Glacier Mountain, L.P.	Wilmington		Financial Enterprise	100.0
996	Global Credit Reinsurance Limited	Hamilton	3	Other Enterprise	
997	Global Markets Fundo de Investimento Multimercado	Rio de Janeiro		Financial Enterprise	100.0
998	Global Markets III Fundo de Investimento Multimercado - Crédito Privado e Investimento No Exterior	Rio de Janeiro		Financial Enterprise	100.0
999	Global Opportunities Co-Investment Feeder, LLC	Wilmington		Financial Enterprise	
1000	Global Opportunities Co-Investment, LLC	Wilmington		Financial Enterprise	
1001	Godo Kaisha CKRF8	Tokyo		Other Enterprise	
1002	Goth Park GmbH	Frankfurt		Other Enterprise	
1003	Grundstücksverwaltung Martin-Behaim-Strasse Gewerbeimmobilien Limited & Co. KG	Frankfurt		Other Enterprise	
1004	GSAM ALPS Fund EUR	George Town		Securities Trading Firm	
1005	GSAM ALPS Fund USD	George Town		Securities Trading Firm	
1006	GWC-GAC Corp.	Wilmington		Provider of Supporting Services	100.0
1007	HAH Limited (in members' voluntary liquidation)	London		Financial Enterprise	100.0
1008	Hamildak Limited	Dublin		Financial Enterprise	
1009	Harbour Finance Limited	Dublin		Credit Institution	
1010	Harvest Select Funds - Harvest China Fixed Income Fund I	Hong Kong		Other Enterprise	
1011	Harvest Select Funds - Harvest China Fixed Income Fund II	Hong Kong		Other Enterprise	
1012	HCA Exchange, Inc.	Wilmington		Other Enterprise	100.0
1013	Herodotus Limited (in voluntary liquidation)	George Town	2	Financial Enterprise	0.0
1014	Hertz Car Exchange Inc.	Wilmington		Other Enterprise	100.0
1015	Hotel Majestic LLC	Wilmington		Provider of Supporting Services	100.0
1016	Iberia Inversiones II Limited	Dublin		Financial Enterprise	
1017	Iberia Inversiones Limited	Dublin		Financial Enterprise	
1018	Infrastructure Holdings (Cayman) SPC	George Town		Financial Enterprise	
1019	Inn Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1020	Investor Solutions Limited	St. Helier	3	Other Enterprise	
1021	Isar Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1022	ITAPEVA II Multicarteira FIDC Não-Padronizado	Sao Paulo		Financial Enterprise	100.0
1023	ITAPEVA Multicarteira FIDC Não-Padronizado	Sao Paulo		Financial Enterprise	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1024	IVAF (Jersey) Limited	St. Helier		Provider of Supporting Services	
1025	Jovian Limited	Douglas		Other Enterprise	
1026	JWB Leasing Limited Partnership	London		Financial Enterprise	100.0
1027	Kelsey Street LLC	Wilmington		Provider of Supporting Services	100.0
1028	Kelvivo Limited	Dublin		Financial Enterprise	
1029	Kingfisher Canada Holdings LLC	Wilmington		Financial Enterprise	100.0
1030	Kingfisher Holdings LLC	Wilmington		Financial Enterprise	100.0
1031	KOMPASS 3 Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1032	KOMPASS 3 Erste Beteiligungsgesellschaft mbH & Co. Euro KG	Duesseldorf		Provider of Supporting Services	96.1
1033	KOMPASS 3 Zweite Beteiligungsgesellschaft mbH & Co. USD KG	Duesseldorf		Provider of Supporting Services	97.0
1034	La Fayette Dedicated Basket Ltd.	Road Town		Securities Trading Firm	
1035	Lagoon Finance Limited	Dublin	3	Financial Enterprise	
1036	Latin America Recovery Fund LLC	Wilmington		Financial Enterprise	100.0
1037	Lemontree Investments GmbH & Co. KG	Berlin		Financial Enterprise	
1038	Leo Consumo 1 S.r.l.	Conegliano		Financial Enterprise	
1039	Leo Consumo 2 S.r.l.	Conegliano		Financial Enterprise	70.0
1040	87 Leonard Development LLC	Wilmington		Provider of Supporting Services	100.0
1041	Leonardo Charitable 1 LLC	Wilmington		Provider of Supporting Services	9.9
1042	Leonardo Secondary Opportunities III (SLP GP) Limited	Edinburgh		Financial Enterprise	
1043	Life Mortgage S.r.l.	Rome		Financial Enterprise	
1044	Luscina Limited	Dublin		Financial Enterprise	
1045	MacDougal Investments Limited	Wilmington		Financial Enterprise	100.0
1046	Mallard Place, Inc.	Wilmington		Financial Enterprise	100.0
1047	Manta Acquisition LLC	Wilmington		Financial Enterprise	100.0
1048	Manta Group LLC	Wilmington		Financial Enterprise	100.0
1049	Mars Investment Trust II	New York		Financial Enterprise	100.0
1050	Mars Investment Trust III	New York		Financial Enterprise	100.0
1051	Master Aggregation Trust	Wilmington		Other Enterprise	
1052	Maxima Alpha Bomaral Limited (in liquidation)	St. Helier		Securities Trading Firm	
1053	Mercer Investments Limited	Wilmington		Financial Enterprise	100.0
1054	Merlin I	George Town		Securities Trading Firm	
1055	Merlin II	George Town		Securities Trading Firm	
1056	Merlin XI	George Town		Securities Trading Firm	
1057	Mexico Capital Protected Investments Limited	George Town	3	Other Enterprise	
1058	MH Germany Property III S.à r.l.	Luxembourg		Other Enterprise	
1059	MH Germany Property V S.à r.l.	Luxembourg		Other Enterprise	
1060	Mickleham Limited	Dublin		Provider of Supporting Services	
1061	Micro-E Finance S.r.l.	Rome		Financial Enterprise	
1062	Midco 2 Limited	London		Financial Enterprise	
1063	Midco 3 Limited	London		Financial Enterprise	
1064	Mira GmbH & Co. KG	Frankfurt		Provider of Supporting Services	100.0
1065	MMCapS Funding XVIII Ltd. - Resecuritization Trust 2010-RS1	Wilmington		Provider of Supporting Services	
1066	MMDB Noonmark L.L.C.	Wilmington		Financial Enterprise	100.0
1067	Montage Funding LLC	Dover		Financial Enterprise	
1068	Monterey Funding LLC	Dover		Financial Enterprise	
1069	Moon Leasing Limited	London		Financial Enterprise	100.0
1070	Motion Picture Productions One GmbH & Co. KG	Frankfurt		Financial Enterprise	100.0
1071	MPP Beteiligungsgesellschaft mbH	Frankfurt		Financial Enterprise	100.0
1072	New 87 Leonard, LLC	Wilmington		Financial Enterprise	100.0
1073	Newhall LLC	Wilmington		Financial Enterprise	100.0
1074	Newport Funding Corp.	Wilmington		Financial Enterprise	
1075	Nineco Leasing Limited	London		Financial Enterprise	100.0
1076	North Las Vegas Property LLC	Wilmington		Provider of Supporting Services	100.0
1077	Northern Pines Funding, LLC	Dover		Credit Institution	100.0
1078	Norvadano Limited	Dublin		Financial Enterprise	
1079	Oakwood Properties Corp.	Wilmington		Financial Enterprise	100.0
1080	Oasis Securitisation S.r.l.	Conegliano	2	Financial Enterprise	0.0
1081	Oder Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1082	Odin Mortgages Limited	London		Financial Enterprise	
1083	Oona Solutions, Fonds Commun de Placement	Luxembourg	3	Other Enterprise	

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1084	OPAL, en liquidation volontaire	Luxembourg	3	Other Enterprise	
1085	Operadora de Buenos Aires S.R.L.	Buenos Aires		Financial Enterprise	100.0
1086	Opus Niestandaryzowany Sekurytyzacyjny Fundusz Inwestycyjny Zamkniety	Warsaw		Financial Enterprise	
1087	Oran Limited	George Town		Financial Enterprise	
1088	Orchid Pubs & Restaurants Limited	London		Other Enterprise	
1089	Orchid Structureco 2 Limited	London		Financial Enterprise	
1090	OTTAM Mexican Capital Trust Limited	Dublin	3	Financial Enterprise	
1091	Owner Trust MSN 23336	Salt Lake City		Financial Enterprise	
1092	Owner Trust MSN 23337	Salt Lake City		Financial Enterprise	
1093	Owner Trust MSN 23338	Salt Lake City		Financial Enterprise	
1094	Owner Trust MSN 23344	Salt Lake City		Financial Enterprise	
1095	Owner Trust MSN 24452	Salt Lake City		Financial Enterprise	
1096	Owner Trust MSN 24453	Salt Lake City		Financial Enterprise	
1097	Owner Trust MSN 24778	Salt Lake City		Financial Enterprise	
1098	Owner Trust MSN 264	Salt Lake City		Financial Enterprise	
1099	Owner Trust MSN 27833	Salt Lake City		Financial Enterprise	
1100	Owner Trust MSN 87	Salt Lake City		Financial Enterprise	
1101	Owner Trust MSN 88	Salt Lake City		Financial Enterprise	
1102	Palladium Securities 1 S.A.	Luxembourg	3	Financial Enterprise	
1103	PALLO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1104	PALLO Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Seniorenresidenzen KG	Duesseldorf		Other Enterprise	
1105	PanAsia Funds Investments Ltd.	George Town	3	Financial Enterprise	
1106	PARTS Funding, LLC	Wilmington		Financial Enterprise	100.0
1107	PARTS Student Loan Trust 2007-CT1	Wilmington		Financial Enterprise	100.0
1108	PARTS Student Loan Trust 2007-CT2	Wilmington		Financial Enterprise	100.0
1109	PD Germany Funding Company I, Ltd.	George Town		Financial Enterprise	
1110	PD Germany Funding Company II, Ltd.	George Town		Financial Enterprise	
1111	PD Germany Funding Company III, Ltd.	George Town		Financial Enterprise	
1112	PD Germany Funding Company IV, Ltd.	George Town		Financial Enterprise	
1113	PD Germany Funding Company V, Ltd.	George Town		Financial Enterprise	
1114	Peruda Leasing Limited	London		Financial Enterprise	100.0
1115	Perus 1 S.à r.l.	Luxembourg		Financial Enterprise	
1116	Philippine Opportunities for Growth and Income (SPV-AMC), INC.	Manila		Financial Services Institution	95.0
1117	PIMCO PARS I - Poste Vite	George Town		Other Enterprise	
1118	PIMCO PARS V - Poste Vite	George Town		Other Enterprise	
1119	Port Elizabeth Holdings LLC	Wilmington		Financial Enterprise	100.0
1120	Postbank Dynamik Best Garant	Schuttrange		Other Enterprise	
1121	Postbank Dynamik DAX Garant II	Schuttrange		Other Enterprise	
1122	Postbank Dynamik Klima Garant	Schuttrange		Other Enterprise	
1123	PPCenter, Inc.	Wilmington		Other Enterprise	100.0
1124	PROVIDE Domicile 2009-1 GmbH	Frankfurt		Financial Enterprise	
1125	Pyxis Nautica S.A.	Luxembourg		Provider of Supporting Services	
1126	Quantum 13 LLC	Wilmington		Provider of Supporting Services	49.0
1127	Quartz No. 1 S.A.	Luxembourg	2	Financial Enterprise	0.0
1128	Reade, Inc.	Wilmington		Financial Enterprise	100.0
1129	Red Lodge, L.P.	Wilmington		Provider of Supporting Services	100.0
1130	Reference Capital Investments Limited	London		Credit Institution	100.0
1131	Regal Limited	George Town	3	Other Enterprise	
1132	REO Properties Corporation	Wilmington		Provider of Supporting Services	100.0
1133	REO Properties Corporation II	Wilmington	2	Provider of Supporting Services	0.0
1134	Residential Mortgage Funding Trust	Toronto		Financial Enterprise	
1135	Rhein - Main Securitisation Limited	St. Helier		Financial Enterprise	
1136	Rheingold Securitisation Limited	St. Helier		Financial Enterprise	
1137	Rhine Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1138	RHOEN 2008-1 GmbH	Frankfurt		Financial Enterprise	
1139	Ripple Creek, L.P.	Wilmington		Financial Enterprise	100.0
1140	Riverside Funding LLC	Dover		Financial Enterprise	
1141	RM Ayr Limited	Dublin		Financial Enterprise	
1142	RM Chestnut Limited	Dublin		Financial Enterprise	

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1143	RM Fife Limited	Dublin		Financial Enterprise	
1144	RM Multi-Asset Limited	Dublin		Financial Enterprise	
1145	RM Sussex Limited	Dublin		Financial Enterprise	
1146	RM Triple-A Limited (in liquidation)	Dublin		Financial Enterprise	
1147	Royster Fund - Compartment SEPTEMBER 2013	Luxembourg		Other Enterprise	100.0
1148	RREEF G.O. III Malta Limited	Valletta		Financial Enterprise	
1149	RREEF G.O. III Mauritius One Limited	Port Louis		Financial Enterprise	
1150	RREEF G.O. III Mauritius Two Limited	Port Louis		Financial Enterprise	
1151	RREEF Global Opportunities Fund III, LLC	Wilmington		Financial Enterprise	
1152	RREEF North American Infrastructure Fund A, L.P.	Wilmington		Financial Enterprise	99.9
1153	RREEF North American Infrastructure Fund B, L.P.	Wilmington		Financial Enterprise	99.9
1154	RV Dresden Funding Company Ltd.	George Town		Financial Enterprise	
1155	SABRE Securitisation Limited	Sydney		Other Enterprise	
1156	Saratoga Funding Corp., LLC	Dover		Financial Enterprise	
1157	Sedona Capital Funding Corp., LLC	Wilmington		Financial Enterprise	
1158	Serviced Office Investments Limited	St. Helier		Financial Enterprise	100.0
1159	Silrendel, S. de R. L. de C. V.	Mexico City		Financial Enterprise	100.0
1160	Singer Island Tower Suite LLC	Wilmington		Provider of Supporting Services	100.0
1161	SIRES-STAR Limited	George Town	3	Other Enterprise	
1162	Sixco Leasing Limited	London		Financial Enterprise	100.0
1163	SMART SME CLO 2006-1, Ltd.	George Town		Financial Enterprise	
1164	SOLIDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		Financial Enterprise	100.0
1165	SP Mortgage Trust	Wilmington		Other Enterprise	
1166	SPAN No. 5 Pty Limited	Sydney		Other Enterprise	
1167	Stewart-Denny Holdings, LLC	Wilmington		Financial Enterprise	
1168	STTN, Inc.	Wilmington		Provider of Supporting Services	100.0
1169	Sunrise Beteiligungsgesellschaft mbH	Frankfurt		Provider of Supporting Services	100.0
1170	Survey Trust	Wilmington		Other Enterprise	
1171	Swabia 1 Limited	Dublin		Financial Enterprise	
1172	Swabia 1. Vermögensbesitz-GmbH	Eschborn		Financial Enterprise	100.0
1173	Sylvester (2001) Limited	George Town		Financial Enterprise	100.0
1174	Tagus - Sociedade de Titularização de Creditos, S.A.	Lisbon		Financial Enterprise	100.0
1175	Thaumat Holdings Limited	Nicosia		Financial Enterprise	
1176	The CAP Accumulation Trust	Wilmington		Other Enterprise	
1177	The Debt Redemption Fund Limited	George Town		Securities Trading Firm	99.8
1178	The GIII Accumulation Trust	Wilmington		Other Enterprise	
1179	The GPR Accumulation Trust	Wilmington		Other Enterprise	
1180	The PEB Accumulation Trust	Wilmington		Other Enterprise	
1181	The SLA Accumulation Trust	Wilmington		Other Enterprise	
1182	The Topiary Fund II Public Limited Company	Dublin		Securities Trading Firm	3.5
1183	THL Credit Wind River 2014-3 CLO Ltd.	George Town		Financial Enterprise	
1184	Tintin III SPC	George Town		Securities Trading Firm	
1185	Titian CDO Public Limited Company	Dublin	3	Financial Enterprise	
1186	Tokutei Mokuteki Kaisha CREP Investment V	Tokyo	2	Provider of Supporting Services	0.0
1187	TQI Exchange, LLC	Wilmington		Other Enterprise	100.0
1188	Trave Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1189	TRS 1 LLC	Wilmington		Provider of Supporting Services	100.0
1190	TRS Aria LLC	Wilmington		Provider of Supporting Services	100.0
1191	TRS Babson I LLC	Wilmington		Provider of Supporting Services	100.0
1192	TRS Birch LLC	Wilmington		Provider of Supporting Services	100.0
1193	TRS Bluebay LLC	Wilmington		Provider of Supporting Services	100.0
1194	TRS Bruin LLC	Wilmington		Provider of Supporting Services	100.0
1195	TRS Callisto LLC	Wilmington		Provider of Supporting Services	100.0
1196	TRS Camulos LLC	Wilmington		Provider of Supporting Services	100.0
1197	TRS Cypress LLC	Wilmington		Provider of Supporting Services	100.0
1198	TRS DB OH CC Fund Financing LLC	Wilmington		Provider of Supporting Services	100.0
1199	TRS Eclipse LLC	Wilmington		Provider of Supporting Services	100.0
1200	TRS Elara LLC	Wilmington		Provider of Supporting Services	100.0
1201	TRS Elgin LLC	Wilmington		Provider of Supporting Services	100.0
1202	TRS Elm LLC	Wilmington		Provider of Supporting Services	100.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1203	TRS Feingold O'Keeffe LLC	Wilmington		Provider of Supporting Services	100.0
1204	TRS Fore LLC	Wilmington		Provider of Supporting Services	100.0
1205	TRS Ganymede LLC	Wilmington		Provider of Supporting Services	100.0
1206	TRS GSC Credit Strategies LLC	Wilmington		Provider of Supporting Services	100.0
1207	TRS Haka LLC	Wilmington		Provider of Supporting Services	100.0
1208	TRS Io LLC	Wilmington		Provider of Supporting Services	100.0
1209	TRS Landsbanki Islands LLC	Wilmington		Provider of Supporting Services	100.0
1210	TRS Leda LLC	Wilmington		Provider of Supporting Services	100.0
1211	TRS Maple LLC	Wilmington		Provider of Supporting Services	100.0
1212	TRS Metis LLC	Wilmington		Provider of Supporting Services	100.0
1213	TRS Oak LLC	Wilmington		Provider of Supporting Services	100.0
1214	TRS Plainfield LLC	Wilmington		Provider of Supporting Services	100.0
1215	TRS Poplar LLC	Wilmington		Provider of Supporting Services	100.0
1216	TRS Quogue LLC	Wilmington		Provider of Supporting Services	100.0
1217	TRS Scorpio LLC	Wilmington		Provider of Supporting Services	100.0
1218	TRS SeaCliff LLC	Wilmington		Provider of Supporting Services	100.0
1219	TRS Spruce LLC	Wilmington		Provider of Supporting Services	100.0
1220	TRS Stag LLC	Wilmington		Provider of Supporting Services	100.0
1221	TRS Stark LLC	Wilmington		Provider of Supporting Services	100.0
1222	TRS SVCO LLC	Wilmington		Provider of Supporting Services	100.0
1223	TRS Sycamore LLC	Wilmington		Provider of Supporting Services	100.0
1224	TRS Thebe LLC	Wilmington		Provider of Supporting Services	100.0
1225	TRS Tupelo LLC	Wilmington		Provider of Supporting Services	100.0
1226	TRS Venor LLC	Wilmington		Provider of Supporting Services	100.0
1227	TRS Walnut LLC	Wilmington		Provider of Supporting Services	100.0
1228	TRS Watermill LLC	Wilmington		Provider of Supporting Services	100.0
1229	TXH Trust	Wilmington		Other Enterprise	
1230	Varick Investments Limited	Wilmington		Financial Enterprise	100.0
1231	VCM Golding Mezzanine GmbH & Co. KG	Munich	5	Financial Enterprise	0.0
1232	Vermögensfondmandat Flexible (80 % teilgeschützt)	Luxembourg		Other Enterprise	
1233	VEXCO, LLC	Wilmington		Other Enterprise	100.0
1234	Village Hospitality LLC	Wilmington		Provider of Supporting Services	100.0
1235	Whispering Woods LLC	Wilmington		Financial Enterprise	100.0
1236	Whistling Pines LLC	Wilmington		Financial Enterprise	100.0
1237	Winchester Street PLC	London	3	Financial Enterprise	
1238	World Trading (Delaware) Inc.	Wilmington		Financial Enterprise	100.0
1239	ZALLUS Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1240	Zamalik Limited	Dublin		Financial Enterprise	
1241	ZARAT Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1242	ZARAT Beteiligungsgesellschaft mbH & Co. Objekt Leben II KG	Duesseldorf		Provider of Supporting Services	97.7
1243	ZELAS Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1244	ZELAS Beteiligungsgesellschaft mbH & Co. Leben I KG	Duesseldorf		Provider of Supporting Services	98.0
1245	Zugspitze 2008-1 GmbH	Frankfurt		Financial Enterprise	
1246	Zumirez Drive LLC	Wilmington		Provider of Supporting Services	100.0
1247	ZURET Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1248	AcadiaSoft, Inc.	Wilmington		Other Enterprise	5.8
1249	Afinia Capital Group Limited	Hamilton		Financial Enterprise	40.0
1250	AKA Ausfuhrkredit-Gesellschaft mit beschränkter Haftung	Frankfurt		Credit Institution	27.0
1251	Argantis GmbH i.L.	Cologne		Industrial Holding	50.0
1252	Atriax Holdings Limited (in members' voluntary liquidation)	Southend-on-Sea		Other Enterprise	25.0
1253	Avacomm GmbH i.L.	Holzkirchen		Other Enterprise	27.5
1254	Baigo Capital Partners Fund 1 Parallel 1 GmbH & Co. KG	Bad Soden am Taunus		Industrial Holding	49.8
1255	BANKPOWER GmbH Personaldienstleistungen	Frankfurt		Other Enterprise	30.0
1256	BATS Global Markets, Inc.	Wilmington		Financial Enterprise	6.7
1257	Bestra Gesellschaft für Vermögensverwaltung mit beschränkter Haftung	Duesseldorf		Financial Enterprise	49.0
1258	BFDB Tax Credit Fund 2011, Limited Partnership	New York	6	Financial Enterprise	100.0
1259	BHS tabletop AG	Selb		Other Enterprise	28.9
1260	Biopsytec Holding AG i.L.	Berlin		Other Enterprise	43.1
1261	BVT-CAM Private Equity Beteiligungs GmbH	Gruenwald		Financial Enterprise	50.0
1262	BVT-CAM Private Equity Management & Beteiligungs GmbH	Gruenwald		Financial Enterprise	50.0
1263	Caherciveen Partners, LLC	Chicago		Securities Trading Firm	20.0
1264	Comfund Consulting Limited	Bangalore		Other Enterprise	30.0
1265	Craigs Investment Partners Limited	Tauranga		Securities Trading Bank	49.9
1266	DB Development Holdings Limited	Larnaca		Financial Enterprise	49.0
1267	DB Real Estate Global Opportunities IB (Offshore), L.P.	Camana Bay		Financial Enterprise	34.6
1268	DBG Eastern Europe II Limited Partnership	St. Helier		Financial Enterprise	25.9
1269	DD Konut Finansman A.S.	Sisli		Credit Institution	49.0
1270	Deutsche Börse Commodities GmbH	Eschborn		Other Enterprise	16.2
1271	Deutsche Financial Capital I Corp.	Greensboro		Financial Enterprise	50.0
1272	Deutsche Financial Capital Limited Liability Company	Greensboro		Credit Institution	50.0
1273	Deutsche Gulf Finance	Riyadh		Credit Institution	40.0
1274	Deutsche Regis Partners Inc	Makati City		Securities Trading Firm	49.0
1275	Deutsche TISCO Investment Advisory Company Limited	Bangkok		Securities Trading Firm	49.0
1276	Deutsche Zurich Pensiones Entidad Gestora de Fondos de Pensiones, S.A.	Barcelona		Other Enterprise	50.0
1277	Deutscher Pensionsfonds Aktiengesellschaft	Bonn		Other Enterprise	25.1
1278	DIL Internationale Leasinggesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1279	Domus Beteiligungsgesellschaft der Privaten Bausparkassen mbH	Berlin		Finance Holding Company	21.1
1280	Elbe Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1281	EOL2 Holding B.V.	Amsterdam		Financial Enterprise	45.0
1282	eolec	Issy-les-Moulineaux		Other Enterprise	33.3
1283	equiNotes Management GmbH	Duesseldorf		Other Enterprise	50.0
1284	Erica Società a Responsabilità Limitata	Milan		Financial Enterprise	40.0
1285	EVROENERGIAMI S.A.	Alexandroupolis		Other Enterprise	40.0
1286	Finance in Motion GmbH	Frankfurt		Securities Trading Firm	19.9
1287	Fünfte SAB Treuhand und Verwaltung GmbH & Co. "Leipzig-Magdeburg" KG	Bad Homburg		Other Enterprise	40.7
1288	Fünfte SAB Treuhand und Verwaltung GmbH & Co. Dresden "Louisenstraße" KG	Bad Homburg		Other Enterprise	30.6
1289	G.O. IB-SIV Feeder, L.L.C.	Wilmington		Financial Enterprise	15.7
1290	German Access Fund L.P.	London	6	Financial Enterprise	100.0
1291	German Public Sector Finance B.V.	Amsterdam		Credit Institution	50.0
1292	Gesellschaft bürgerlichen Rechts Industrie- und Handelskammer/Rheinisch-Westfälische Börse	Duesseldorf	7	Other Enterprise	0.0
1293	Gesellschaft für Kreditsicherung mit beschränkter Haftung	Berlin		Industrial Holding	36.7
1294	giropay GmbH	Frankfurt		Other Enterprise	33.3
1295	Gordian Knot Limited	London		Securities Trading Firm	32.4
1296	Graphite Resources (Knightsbridge) Limited	Newcastle upon Tyne		Other Enterprise	45.0
1297	Graphite Resources Holdings Limited	Newcastle upon Tyne	6	Industrial Holding	70.0
1298	Great Future International Limited	Road Town		Financial Enterprise	43.0
1299	Grundstücksgesellschaft Köln-Ossendorf VI GbR	Troisdorf		Other Enterprise	44.9
1300	Grundstücksgesellschaft Leipzig Petersstraße GbR	Troisdorf		Other Enterprise	33.2
1301	Harvest Fund Management Company Limited	Shanghai		Securities Trading Firm	30.0
1302	Hua Xia Bank Company Limited	Beijing		Deposit-taking Credit Institution	19.9
1303	Huamao Property Holdings Ltd.	George Town	7	Financial Enterprise	0.0
1304	Huarong Rongde Asset Management Company Limited	Beijing		Financial Enterprise	40.7
1305	ILV Immobilien-Leasing Verwaltungsgesellschaft Düsseldorf mbH	Duesseldorf		Financial Enterprise	50.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1306	Immobilienfonds Büro-Center Erfurt am Flughafen Bindersleben II GbR	Troisdorf		Other Enterprise	50.0
1307	ISWAP Limited	London		Securities Trading Firm	14.2
1308	IZI Düsseldorf Informations-Zentrum Immobilien Gesellschaft mit beschränkter Haftung	Duesseldorf		Financial Enterprise	21.1
1309	IZI Düsseldorf Informations-Zentrum Immobilien GmbH & Co. Kommanditgesellschaft	Duesseldorf		Other Enterprise	21.6
1310	K & N Kenanga Holdings Bhd	Kuala Lumpur		Finance Holding Company	13.8
1311	Kenanga Deutsche Futures Sdn Bhd	Kuala Lumpur		Securities Trading Firm	27.0
1312	KeyNeurotek Pharmaceuticals AG i.l.	Magdeburg		Other Enterprise	29.0
1313	KölnArena Beteiligungsgesellschaft mbH	Cologne		Financial Enterprise	20.8
1314	Lion Residential Holdings S.à r.l.	Luxembourg		Financial Enterprise	17.4
1315	Main Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1316	MergeOptics GmbH i.l.	Berlin		Other Enterprise	24.3
1317	MidOcean (Europe) 2000-A LP	St. Helier		Financial Enterprise	19.9
1318	MidOcean (Europe) 2003 LP	St. Helier		Financial Enterprise	20.0
1319	MidOcean Partners, LP	New York		Financial Enterprise	20.0
1320	Millennium Marine Rail, L.L.C.	Elizabeth		Other Enterprise	50.0
1321	Nexus II LLC	Wilmington		Financial Enterprise	11.9
1322	North Coast Wind Energy Corp.	Vancouver	6	Other Enterprise	96.7
1323	Nummus Beteiligungs GmbH & Co. KG	Frankfurt		Financial Enterprise	27.8
1324	P.F.A.B. Passage Frankfurter Allee Betriebsgesellschaft mbH	Berlin		Other Enterprise	22.2
1325	Pago e Transaction Services GmbH i.L.	Cologne		Other Enterprise	50.0
1326	Parkhaus an der Börse GbR	Cologne		Other Enterprise	37.7
1327	PERILLA Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1328	Powerlase Limited (in members' voluntary liquidation)	Hove		Other Enterprise	24.8
1329	Private Capital Portfolio L.P.	London		Financial Enterprise	38.2
1330	PX Group Limited	Stockton on Tees		Financial Enterprise	29.4
1331	Raymond James New York Housing Opportunities Fund I-A L.L.C.	New York		Financial Enterprise	33.0
1332	Raymond James New York Housing Opportunities Fund I-B L.L.C.	New York		Financial Enterprise	33.3
1333	Raymond James New York Housing Opportunities Fund II L.L.C.	New York		Financial Enterprise	19.5
1334	Relax Holding S.à r.l.	Luxembourg		Other Enterprise	20.0
1335	REON - Park Wiatrowy I Sp. z o.o.	Warsaw		Other Enterprise	50.0
1336	REON-Park Wiatrowy II Sp. z o.o.	Warsaw		Other Enterprise	50.0
1337	REON-Park Wiatrowy IV Sp. z o.o.	Warsaw		Other Enterprise	50.0
1338	Roc Capital Group, LLC	Wilmington		Financial Enterprise	8.5
1339	Roc Capital Management, L.P.	Wilmington		Securities Trading Firm	8.5
1340	RREEF Property Trust, Inc.	Baltimore		Other Enterprise	26.1
1341	Sakaras Holding Limited	Birkirkara	7	Financial Enterprise	0.0
1342	Schiffahrts UG (haftungsbeschränkt) & Co. KG MS "DYCKBURG" i.l.	Hamburg		Other Enterprise	41.3
1343	Schiffahrtsgesellschaft MS "Simon Braren" GmbH & Co KG	Kollmar		Other Enterprise	26.7
1344	Shunfeng Catering & Hotel Management Co., Ltd.	Beijing		Other Enterprise	6.4
1345	SRC Security Research & Consulting GmbH	Bonn		Other Enterprise	22.5
1346	Starpool Finanz GmbH	Berlin		Provider of Supporting Services	49.9
1347	Station Holdco LLC	Wilmington		Industrial Holding	25.0
1348	Teesside Gas Transportation Limited	London		Other Enterprise	45.0
1349	TradeWeb Markets LLC	Wilmington		Securities Trading Firm	5.5
1350	Triton Beteiligungs GmbH	Frankfurt		Industrial Holding	33.1
1351	Turquoise Global Holdings Limited	London		Financial Enterprise	7.1
1352	U.S.A. Institutional Tax Credit Fund C L.P.	Dover		Financial Enterprise	22.5
1353	U.S.A. Institutional Tax Credit Fund XCV L.P.	Wilmington		Financial Enterprise	24.0
1354	U.S.A. ITCF XCI L.P.	New York	6	Financial Enterprise	100.0
1355	Volbroker.com Limited	London		Financial Enterprise	22.5
1356	Weser Properties S.à r.l.	Luxembourg		Other Enterprise	25.0
1357	WestLB Venture Capital Management GmbH & Co. KG	Cologne		Other Enterprise	50.0
1358	Wilson HTM Investment Group Ltd	Brisbane		Securities Trading Firm	19.8
1359	zeitinvest-Service GmbH	Frankfurt		Provider of Supporting Services	25.0
1360	Zhong De Securities Co., Ltd	Beijing		Securities Trading Bank	33.3
1361	ZINDUS Beteiligungsgesellschaft mbH	Duesseldorf		Financial Enterprise	50.0
1362	ZYRUS Beteiligungsgesellschaft mbH	Schoenefeld		Financial Enterprise	25.0
1363	ZYRUS Beteiligungsgesellschaft mbH & Co. Patente I KG i.L.	Schoenefeld		Other Enterprise	20.4

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1364	ABATE Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1365	ABATIS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1366	ABRI Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1367	ACHTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1368	ACHTUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1369	ACHTZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1370	ACIS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1371	ACTIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1372	ADEO Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1373	ADLAT Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1374	ADMANU Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1375	AFFIRMATUM Beteiligungsgesellschaft mbH i.L.	Duesseldorf	8	Other Enterprise	50.0
1376	AGLOM Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1377	AGUM Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1378	ALANUM Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1379	ALMO Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1380	ALTA Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1381	ANDOT Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1382	APUR Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1383	ATAUT Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1384	AVOC Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1385	BAKTU Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1386	BALIT Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1387	BAMAR Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1388	Banks Island General Partner Inc.	Toronto	8	Financial Enterprise	50.0
1389	Belzen Pty. Limited	Sydney	9	Financial Enterprise	100.0
1390	Benefit Trust GmbH	Luetzen-Gostau	9	Financial Enterprise	100.0
1391	BIMES Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1392	BLI Beteiligungsgesellschaft für Leasinginvestitionen mbH	Duesseldorf	8	Financial Enterprise	33.2
1393	BLI Internationale Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	32.0
1394	Blue Ridge Trust	Wilmington	8	Other Enterprise	26.7
1395	BrisConnections Holding Trust	Kedron	10	Other Enterprise	35.6
1396	BrisConnections Investment Trust	Kedron	10	Other Enterprise	35.6
1397	Cabarez S.A.	Luxembourg	6, 8	Other Enterprise	95.0
1398	CIBI Beteiligungsgesellschaft mbH i.L.	Duesseldorf	8	Financial Enterprise	50.0
1399	City Leasing (Donside) Limited (in members' voluntary liquidation)	London	9	Financial Enterprise	100.0
1400	City Leasing (Sevenside) Limited (in members' voluntary liquidation)	London	9	Financial Enterprise	100.0
1401	City Leasing (Thameside) Limited	London	9	Financial Enterprise	100.0
1402	City Leasing Limited	London	9	Financial Enterprise	100.0
1403	DB Advisors SICAV	Luxembourg	9	Other Enterprise	97.2
1404	DB Master Accomodation LLC	Wilmington	9	Financial Enterprise	100.0
1405	DB Petri LLC	Wilmington	9	Credit Institution	100.0
1406	dbalternatives Discovery Fund Limited	George Town	9	Other Enterprise	100.0
1407	Deutsche River Investment Management Company S.à r.l.	Luxembourg	8	Financial Enterprise	49.0
1408	Deutz-Mülheim Grundstücks-gesellschaft mbH	Duesseldorf	8	Other Enterprise	40.2
1409	DIL Europa-Beteiligungsgesellschaft mbH i.L.	Duesseldorf	9	Other Enterprise	100.0
1410	DIL Fonds-Beteiligungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1411	DONARUM Holding GmbH	Duesseldorf	8	Financial Enterprise	50.0
1412	Donlen Exchange Services Inc.	Boston	9	Other Enterprise	100.0
1413	DREIUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1414	DREIZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1415	DRITTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1416	DRITTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1417	EINUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1418	ELC Logistik-Centrum Verwaltungs-GmbH	Erfurt	8	Financial Enterprise	50.0
1419	ELFTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1420	Enterprise Vehicle Exchange, Inc.	Wilmington	9	Other Enterprise	100.0
1421	FÜNFTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1422	FÜNFTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0



Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1423	FÜNFUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1424	FÜNFZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1425	Global Salamina, S.L.	Madrid	11	Industrial Holding	26.7
1426	Goldman Sachs Multi-Strategy Portfolio XI, LLC	Wilmington	6, 11	Securities Trading Firm	99.7
1427	Grundstücksvermietungsgesellschaft Wilhelmstr. mbH	Gruenwald	9	Financial Enterprise	100.0
1428	Guggenheim Concinnity Strategy Fund LP	Wilmington	12	Financial Enterprise	23.3
1429	Hudson 12655 Jefferson, LLC	Wilmington	9	Other Enterprise	100.0
1430	Hydro S.r.l.	Rome	10	Industrial Holding	45.0
1431	Immobilien-Vermietungsgesellschaft Schumacher GmbH & Co. Objekt Rolandufer KG	Berlin	8	Financial Enterprise	20.5
1432	Intermodal Finance I Ltd.	George Town	8	Other Enterprise	49.0
1433	JG Japan Grundbesitzverwaltungsgesellschaft mbH i.L.	Eschborn	9	Other Enterprise	100.0
1434	Kinneil Leasing Company	London	8	Financial Enterprise	35.0
1435	Legacy BCC Receivables, LLC	Wilmington	9	Other Enterprise	100.0
1436	Lindsell Finance Limited	Valletta	9	Provider of Supporting Services	100.0
1437	London Industrial Leasing Limited	London	9	Financial Enterprise	100.0
1438	M Cap Finance Mittelstandsfonds GmbH & Co. KG	Frankfurt	6, 10	Financial Enterprise	77.1
1439	Maestrale Projects (Holding) S.A.	Luxembourg	8	Financial Enterprise	49.7
1440	Magalhaes S.A.	Luxembourg	6, 8	Other Enterprise	95.0
1441	Manuseamento de Cargas - Manicargas, S.A.	Matosinhos	11	Other Enterprise	38.3
1442	MCT Südafrika 3 GmbH & Co. KG	Hamburg	10	Other Enterprise	33.8
1443	Memax Pty. Limited	Sydney	9	Financial Enterprise	100.0
1444	Metro plus Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	40.0
1445	MFG Flughafen-Grundstücksverwaltungsgesellschaft mbH & Co. BETA KG i.L.	Gruenwald	8	Other Enterprise	29.6
1446	Midsel Limited	London	9	Other Enterprise	100.0
1447	Mount Hope Community Center Fund, LLC	Wilmington	10	Financial Enterprise	49.9
1448	Mountaintop Energy Holdings LLC	Wilmington	8	Financial Enterprise	49.9
1449	NBG Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1450	NCW Holding Inc.	Vancouver	9	Financial Enterprise	100.0
1451	NEUNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1452	NEUNZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1453	Nexus Infrastruktur Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1454	NOFA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1455	Norfol Pty. Limited	Sydney	9	Financial Enterprise	100.0
1456	NV Profit Share Limited	George Town	8	Other Enterprise	42.9
1457	OPPENHEIM Buy Out GmbH & Co. KG	Cologne	2, 9	Financial Enterprise	27.7
1458	PADEM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1459	PADOS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf	8	Financial Enterprise	50.0
1460	PAGUS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1461	PALDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1462	Pan-European Infrastructure II, L.P.	London	6, 8	Financial Enterprise	100.0
1463	PANIS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf	8	Financial Enterprise	50.0
1464	PANTUR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1465	PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1466	PEDIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1467	PEDUM Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1468	PENDIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1469	PENTUM Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1470	PERGOS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1471	PERGUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1472	PERLIT Mobilien-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1473	PERLU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1474	PERNIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1475	PERXIS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1476	PETA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1477	PMG Collins, LLC	Tallahassee	9	Other Enterprise	100.0
1478	PONTUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1479	PRADUM Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1480	PRASEM Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1481	PRATES Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1482	PRISON Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1483	Private Equity Invest Beteiligungs GmbH	Duesseldorf	8	Financial Enterprise	50.0
1484	Private Equity Life Sciences Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1485	PTL Fleet Sales, Inc.	Wilmington	9	Other Enterprise	100.0
1486	PUDU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1487	PUKU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1488	PURIM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1489	QUANTIS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1490	QUELLUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1491	QUOTAS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1492	SABIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1493	Safron NetOne Partners, L.P.	George Town	10	Financial Enterprise	21.7
1494	SALIX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1495	SALUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1496	SALUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Dresden KG	Duesseldorf	9	Financial Enterprise	58.5
1497	SANCTOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1498	SANDIX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1499	SANO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1500	SARIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1501	SATINA Mobilien-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1502	SCANDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1503	SCHEDA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1504	Schumacher Beteiligungsgesellschaft mbH	Cologne	8	Financial Enterprise	33.2
1505	SCITOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1506	SCITOR Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Heiligenstadt KG	Duesseldorf	9	Financial Enterprise	71.1
1507	SCUDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1508	SCUDO Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Kleine Alexanderstraße KG	Duesseldorf	9	Other Enterprise	95.0
1509	SECHSTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1510	SECHSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1511	SECHZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1512	SEDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1513	SEGES Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1514	SEGU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1515	SELEKTA Grundstücksverwaltungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1516	SENA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1517	SENA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Fehrenbach KG i.L.	Duesseldorf	9	Other Enterprise	94.7
1518	SENA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Halle II KG i.L.	Duesseldorf	9	Other Enterprise	100.0
1519	SENA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Kamenz KG	Duesseldorf	6, 8	Other Enterprise	100.0
1520	SERICA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1521	SIDA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1522	SIEBTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1523	SIEBZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1524	SIFA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1525	SILANUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1526	SILEX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1527	SILEX Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Berlin KG	Duesseldorf	9	Financial Enterprise	83.8
1528	SILIGO Mobilien-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1529	SILUR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1530	SIMILA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1531	SOLATOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1532	SOLON Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1533	SOLON Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Heizkraftwerk Halle KG i.L.	Halle/Saale	8	Other Enterprise	30.5
1534	SOLUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1535	SOMA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1536	SOREX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1537	SOSPITA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1538	SPhinX, Ltd. (in voluntary liquidation)	George Town	8	Other Enterprise	43.6
1539	SPINO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Other Enterprise	100.0
1540	SPLENDOR Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1541	STABLON Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1542	STAGIRA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1543	STATOR Heizkraftwerk Frankfurt (Oder) Beteiligungsgesellschaft mbH	Schoenefeld	9	Financial Enterprise	100.0
1544	STUPA Heizwerk Frankfurt (Oder) Nord Beteiligungsgesellschaft mbH i.L.	Schoenefeld	9	Financial Enterprise	100.0
1545	SUBLICA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1546	SUBLICA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Promohypermarkt Gelsenkirchen KG i.L.	Duesseldorf	8	Financial Enterprise	48.7
1547	SUBU Mobilien-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1548	SULPUR Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1549	SUPERA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1550	SUPLION Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1551	SUSA Mobilien-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1552	SUSIK Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1553	TABA Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1554	TACET Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1555	TAGO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1556	TAGUS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1557	TAKIR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1558	TARES Beteiligungsgesellschaft mbH i.L.	Duesseldorf	9	Other Enterprise	100.0
1559	TEBA Beteiligungsgesellschaft mbH i.L.	Schoenefeld	9	Other Enterprise	100.0
1560	TEBOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1561	TEMATIS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf	9	Financial Enterprise	100.0
1562	TERRUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1563	TESATUR Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1564	TESATUR Beteiligungsgesellschaft mbH & Co. Objekt Halle I KG	Duesseldorf	9	Financial Enterprise	100.0
1565	TESATUR Beteiligungsgesellschaft mbH & Co. Objekt Nordhausen I KG	Duesseldorf	9	Financial Enterprise	100.0
1566	TIEDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1567	TIEDO Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Lager Nord KG	Duesseldorf	8	Financial Enterprise	25.0
1568	TOSSA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1569	TRAGO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1570	TREMA Grundstücks-Vermietungsgesellschaft mbH	Berlin	8	Financial Enterprise	50.0
1571	TRENTO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1572	TRINTO Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1573	TRIPLA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	9	Financial Enterprise	100.0
1574	Triton Fund III G L.P.	St. Helier	6, 8	Financial Enterprise	62.5
1575	TRS HY FNDS LLC	Wilmington	9	Provider of Supporting Services	100.0
1576	TUDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1577	TUGA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1578	TYRAS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1579	VARIS Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1580	VCJ Lease S.à r.l.	Luxembourg	6, 8	Other Enterprise	95.0
1581	VCM / BHF Initiatoren GmbH & Co. Beteiligungs KG	Eichenried	8	Industrial Holding	48.8
1582	VCM Initiatoren III GmbH & Co. KG	Munich	8	Financial Enterprise	24.9
1583	VIERTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1584	VIERTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1585	VIERUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1586	VIERZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1587	Willem S.A.	Luxembourg	6, 8	Other Enterprise	95.0
1588	Wohnungs-Verwaltungsgesellschaft Moers mbH	Duesseldorf	8	Financial Enterprise	50.0
1589	Wohnungsgesellschaft HEGEMAG GmbH	Darmstadt	8	Financial Enterprise	50.0
1590	XARUS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1591	XELLUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1592	XENTIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1593	XERA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1594	XERIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1595	ZABATUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1596	ZAKATUR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1597	ZANTOS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf	8	Financial Enterprise	50.0
1598	ZARGUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1599	ZEA Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	25.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1600	ZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1601	ZENO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1602	Zenwix Pty. Limited	Sydney	9	Financial Enterprise	100.0
1603	ZEPTOS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1604	ZEREVIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1605	ZERGUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1606	ZIBE Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf	8	Financial Enterprise	50.0
1607	ZIDES Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1608	ZIMBEL Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1609	ZINUS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1610	ZIRAS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1611	ZITON Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1612	ZITRAL Beteiligungsgesellschaft mbH i.L.	Duesseldorf	8	Other Enterprise	50.0
1613	ZITUS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	50.0
1614	ZONTUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1615	ZORUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1616	ZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1617	ZWEITE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf	8	Financial Enterprise	50.0
1618	ZWEITE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1619	ZWEIUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1620	ZWÖLFTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf	8	Other Enterprise	50.0
1621	ZYLUM Beteiligungsgesellschaft mbH	Schoenefeld	8	Financial Enterprise	25.0

Serial No.	Name of company	Domicile of company	Footnote	Nature of activity	Share of Capital in %
1622	Abode Mortgage Holdings Corporation	Vancouver		Credit Institution	8.5
1623	ABRAAJ Holdings	George Town		Financial Enterprise	8.8
1624	Accunia A/S	Copenhagen		Securities Trading Firm	9.9
1625	BBB Bürgschaftsbank zu Berlin-Brandenburg GmbH	Berlin		Credit Institution	5.6
1626	Bürgschaftsbank Brandenburg GmbH	Potsdam		Credit Institution	8.5
1627	Bürgschaftsbank Mecklenburg-Vorpommern GmbH	Schwerin		Credit Institution	8.4
1628	Bürgschaftsbank Sachsen GmbH	Dresden		Credit Institution	6.3
1629	Bürgschaftsbank Sachsen-Anhalt GmbH	Magdeburg		Credit Institution	8.2
1630	Bürgschaftsbank Schleswig-Holstein Gesellschaft mit beschränkter Haftung	Kiel		Credit Institution	5.6
1631	Bürgschaftsbank Thüringen GmbH	Erfurt		Credit Institution	8.7
1632	Bürgschaftsgemeinschaft Hamburg GmbH	Hamburg		Credit Institution	8.7
1633	Cecon ASA	Arendal		Other Enterprise	9.6
1634	China Polymetallic Mining Limited	George Town		Other Enterprise	8.4
1635	CIFG Holding Inc.	Wilmington		Holding for Insurance Companies	11.5
1636	ConCardis Gesellschaft mit beschränkter Haftung	Eschborn		Payment Institution	16.8
1637	Damovo Group Holdings Limited	Camana Bay		Financial Enterprise	16.0
1638	Deutsche Steinzeug Cremer & Breuer Aktiengesellschaft	Alfter		Other Enterprise	17.2
1639	HYPOPORT AG	Berlin		Financial Enterprise	9.7
1640	IVG Institutional Funds GmbH	Frankfurt		Fund Management Company	6.0
1641	K.K. D&M Holdings	Kawasaki		Other Enterprise	15.1
1642	Landgesellschaft Mecklenburg-Vorpommern mit beschränkter Haftung	Leezen		Other Enterprise	11.0
1643	Liquiditäts-Konsortialbank Gesellschaft mit beschränkter Haftung i.L.	Frankfurt		Credit Institution	7.7
1644	OTCderiv Limited	London		Financial Services Institution	7.2
1645	Philipp Holzmann Aktiengesellschaft i.l.	Frankfurt		Other Enterprise	19.5
1646	Prader Bank S.p.A.	Bolzano		Deposit-taking Credit Institution	9.0
1647	Private Export Funding Corporation	Wilmington		Credit Institution	6.0
1648	PT Buana Listya Tama Tbk	Jakarta		Other Enterprise	14.8
1649	Reorganized RFS Corporation	Wilmington		Holding for Insurance Companies	6.2
1650	Rinkai Nissan Kensetsu Kabushiki Kaisha	Tokyo		Other Enterprise	8.5
1651	RREEF America REIT III, Inc.	Baltimore		Financial Enterprise	7.9
1652	Saarländische Investitionskreditbank Aktiengesellschaft	Saarbrücken		Deposit-taking Credit Institution	11.8
1653	Servicios de Infraestructura de Mercado OTC S.A.	Santiago		Credit Institution	6.7
1654	Società per il Mercato dei Titoli di Stato - Borsa Obbligazionaria Europea S.p.A.	Rome		Other Enterprise	5.0
1655	The Clearing House Association L.L.C.	Wilmington		Other Enterprise	5.6
1656	TORM A/S	Hellerup		Other Enterprise	6.2
1657	United Information Technology Co. Ltd.	George Town		Industrial Holding	12.2

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## Confirmation

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- 482 Responsibility Statement by the Management Board
- 483 Report of the Supervisory Board

# Independent Auditor's Report

To Deutsche Bank Aktiengesellschaft, Frankfurt am Main

## Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Deutsche Bank Aktiengesellschaft and its subsidiaries, which comprise the consolidated statement of income, the consolidated statement of comprehensive income, the consolidated balance sheet, the consolidated statement of changes in equity, the consolidated statement of cash flows, and notes to the consolidated financial statements for the business year from January 1 to December 31, 2014.

### Management's Responsibility for the Consolidated Financial Statements

The management of Deutsche Bank Aktiengesellschaft is responsible for the preparation of these consolidated financial statements. This responsibility includes preparing these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the EU, the supplementary requirements of German law pursuant to § 315a Abs. 1 HGB (Handelsgesetzbuch: German Commercial Code) and full IFRS to give a true and fair view of the net assets, financial position and results of operations of the group in accordance with these requirements. The company's management is also responsible for the internal controls that management determines are necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW) as well as in supplementary compliance with the standards of the Public Company Accounting Oversight Board (United States). Accordingly, we are required to comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing audit procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The selection of audit procedures depends on the auditor's professional judgment. This includes the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In assessing those risks, the auditor considers the internal control system relevant to the entity's preparation of the consolidated financial statements that give a true and fair view. The aim of this is to plan and perform audit procedures that are appropriate in the given circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control system. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Audit Opinion

Pursuant to § 322 Abs.3 Satz 1 HGB, we state that our audit of the consolidated financial statements has not led to any reservations.

In our opinion, based on the findings of our audit, the consolidated financial statements comply in all material respects with IFRSs as adopted by the EU, the supplementary requirements of German commercial law pursuant to § 315a Abs. 1 HGB and full IFRS and give a true and fair view of the net assets and financial position of the Group as of December 31, 2014 as well as the results of operations for the business year then ended, in accordance with these requirements.

## Report on the Group Management Report

We have audited the accompanying group management report of Deutsche Bank Aktiengesellschaft for the business year from January 1 to December 31, 2014. The management of Deutsche Bank Aktiengesellschaft is responsible for the preparation of the group management report in compliance with the applicable requirements of German commercial law pursuant to § 315a Abs. 1 HGB [Handelsgesetzbuch: German Commercial Code]. We conducted our audit in accordance with § 317 Abs. 2 HGB and German generally accepted standards for the audit of the group management report promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Accordingly, we are required to plan and perform the audit of the group management report to obtain reasonable assurance about whether the group management report is consistent with the consolidated financial statements and the audit findings, and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks of future development.

Pursuant to § 322 Abs. 3 Satz 1 HGB, we state that our audit of the group management report has not led to any reservations.

In our opinion, based on the findings of our audit of the consolidated financial statements and group management report, the group management report is consistent with the consolidated financial statements, and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks of future development.

Frankfurt am Main, March 6, 2015

KPMG AG  
Wirtschaftsprüfungsgesellschaft

Pukropski  
Wirtschaftsprüfer

Beier  
Wirtschaftsprüfer



## Responsibility Statement by the Management Board

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the Group management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Frankfurt am Main, March 4, 2015



Jürgen Fitschen



Anshuman Jain



Stefan Krause



Stephan Leithner



Stuart Lewis



Rainer Neske



Henry Ritchotte



Christian Sewing

## Report of the Supervisory Board

Global economic growth remained relatively weak in 2014 and was only slightly above the 2013 growth rate. Economic momentum reached its peak in the first quarter of 2014 and weakened over the course of the year. The global economy was supported by the monetary policies of the major central banks, which continued to be extremely expansive. However, the decline in private debt levels dampened economic growth, especially in the eurozone. Growth in the German economy in 2014 was somewhat higher than the year before. The German economy profited from the solid rise in consumption driven by a record employment level and a solid inflation-adjusted rise in incomes.

In this economic environment, we advised the Management Board on the management of the company and monitored its management of business. Last year, we extensively discussed the bank's economic and financial development, its operating environment, risk management system, planning and internal control system. In 2014, as in previous years, we addressed numerous statutory and regulatory changes, which in some cases have a direct impact on our work, including in particular the new requirements for the Supervisory Board based on Section 25d of the German Banking Act. We discussed issues concerning the bank's ongoing strategic development and its implementation in detail with the Management Board during a two-day workshop. The Management Board reported to us regularly, without delay and comprehensively on business policies and other fundamental issues relating to management and corporate planning, the bank's financial development and earnings situation, the bank's risk, liquidity and capital management along with material litigation cases and transactions and events that were of significant importance to the bank. We were involved in decisions of fundamental importance. Regular discussions concerning important topics and upcoming decisions were also held between the Co-Chairmen of the Management Board and the Chairman of the Supervisory Board. The chairmen of the Supervisory Board's committees held regular discussions and consultations to enhance the overall coordination of the work of the Supervisory Board and its committees. Between meetings, we were kept informed in writing of important events. Resolutions were passed by circulation procedure when necessary between the meetings.

### Meetings of the Supervisory Board

The Supervisory Board held six meetings in 2014.

At the first meeting of the year on February 28, 2014, we discussed the development of business in the fourth quarter of 2013 and the 2013 financial year, along with a comparison of the plan-actual figures. The dividend proposal for the year 2013 as well as the corporate planning for the years 2014 to 2016 were noted with approval. We received status reports from the Management Board on the bank's material litigation cases and the regulatory investigations involving the bank, on the progress made in implementing the Operational Excellence program and cultural change, on the program to strengthen control functions and on the bank's compensation systems in consideration of the statutory requirements. Based on the recommendation of the Chairman's Committee and Audit Committee, we agreed to Mr. Cryan, Dr. Achleitner and Professor Trützschler being named financial experts in the Annual Report and to Dr. Achleitner and Professor Kagermann being named compensation experts on the Compensation Control Committee in accordance with Section 25d (12) of the German Banking Act. Furthermore, we confirmed the continued independence, as defined by U.S. regulations, of all members of the Audit Committee and determined that the Supervisory Board has what we consider to be an adequate number of independent members. Following a review of the appropriateness of the compensation

system for the Management Board – and while taking the recommendations of the Compensation Control Committee into account as well as in consultation with the bank's new Compensation Officer and independent external compensation experts – we determined the level of the variable compensation for the Management Board members for the 2013 financial year. Furthermore, we adjusted the Terms of Reference for the Compensation Control Committee, which has been required by law since January 1, 2014.

At the financial statements meeting on March 18, 2014, based on the Audit Committee's recommendation and after a discussion with the auditor, we approved the Consolidated Financial Statements and Annual Financial Statements for 2013. Together with the Management Board, we discussed the status report on material litigation cases and regulatory investigations, the progress report on strengthening the control functions, the Human Resources Report and the Compensation Report 2013, which we noted with approval. Furthermore, we received reports on the risk management within the Group, on the Group Technology & Operations Business Division and on the status of the resolution plans and indicators called for by the regulatory authorities. Based on the proposal of the Compensation Control Committee, we approved adjustments to the Management Board's compensation in accordance with the statutory and regulatory requirements and, in the process, specified the level of the total compensation of the individual Management Board members. Additionally, we approved, after intensive discussion, the compensation system for the Management Board including the main contract elements. Based on the proposal of the Integrity Committee, we resolved to monitor more closely in the future than in the past a few key matters that are the object of litigation cases or regulatory investigations based on the Supervisory Board's heightened supervisory responsibility. Furthermore, we consented in principle to the issue of Additional Tier 1 capital based on the authorization from the General Meeting on May 31, 2012, and delegated responsibility for approving the resolutions in this context to the Chairman's Committee.

At the meeting the day before the Ordinary General Meeting, we discussed the procedures for the meeting as well as the announced counterproposals. As necessary, resolutions were approved in this context.

At the meeting we held in London on July 29, 2014, we intensively addressed the bank's business activities there. Together with the Management Board, we discussed the development of the bank's business during the first six months of 2014, along with corporate planning, and the bank's capital increase carried out in June 2014. We received another status report on material litigation cases and regulatory investigations as well as the strengthening of the control functions. Based on the proposal of the Chairman's Committee and Nomination Committee, we elected Ms. Parent as member of the Risk Committee as Ms. Labarge's successor and extended the Management Board appointments of Dr. Leithner, Mr. Lewis and Mr. Ritchotte, in each case until the end of May 31, 2020. Based on the proposal of the Compensation Control Committee, we adopted resolutions on the suspension of the disbursement of deferred variable compensation components of current and former Management Board members and on the effects of the capital increase on the Management Board's undelivered share awards. Furthermore, we resolved to include two further bank matters that are the object of litigation cases or regulatory investigations in the Supervisory Board's close monitoring approved by the Supervisory Board on March 18, 2014. Finally, we passed resolutions based on the proposal by the Chairman's Committee and Integrity Committee on the claims to compensation for damages in connection with the Kirch proceedings and approved, based on the Audit Committee's recommendation, the issue of the audit mandate to KPMG AG Wirtschaftsprüfungsgesellschaft, which had been elected statutory auditor and auditor of the consolidated financial statements for the 2014 financial year at the General Meeting on May 22, 2014.

At an extraordinary meeting on October 28, 2014, we resolved, based on a proposal by the Chairman's Committee and Nomination Committee, to appoint two new Management Board members in line with the bank's ongoing strategic, regulatory and legal priorities. Mr. Christian Sewing, with effect from January 1, 2015, and Dr. Marcus Schenck, with effect from the end of the General Meeting on May 21, 2015, were appointed members of the Management Board, each for a period of three years.

At the last meeting of the year on October 29, 2014, the Management Board reported to us on the development of business in the third quarter of 2014 and on developments in the regulatory and competitive environment. We also discussed the status reports on material litigation cases and regulatory investigations, on the program to strengthen control functions, on the "House of Governance" project to strengthen the bank's business organization and on the structure of the bank's directors and officers (D&O) insurance. We discussed the progress reports on cultural change and on the results of the European Central Bank's Asset Quality Review as well as the measures to further develop the bank's IT infrastructure. In addition, the Supervisory Board addressed criminal law aspects and recourse considerations in connection with the Kirch proceedings. Furthermore, we approved amendments to the Terms of Reference for the Management Board and for the Supervisory Board and issued the periodic Declaration of Conformity pursuant to Section 161 of the Stock Corporation Act. We also specified the amount of the statutory auditor's remuneration based on the recommendation of the Audit Committee.

## The Committees of the Supervisory Board

The Chairman's Committee held thirteen meetings in the 2014 financial year. Between the meetings, the Chairman of the Chairman's Committee spoke with the Committee members regularly about issues of major importance. While taking into account the recommendations of the Nomination Committee, the Committee addressed the extensions of the Management Board appointments of Dr. Leithner, Mr. Ritchotte and Mr. Lewis as well as the appointment to the Management Board of Mr. Sewing and Dr. Schenck. Discussions were held on the required amendments to the Terms of Reference and the Business Allocation Plan for the Management Board and to the terms of reference for the Supervisory Board and its committees. The Committee also discussed the capital actions and approved the relevant resolutions following the Supervisory Board's delegation of responsibility for this. When necessary, resolutions were passed or recommendations made for the Supervisory Board's approval. The Chairman's Committee gave its approval for the current and former Management Board members' ancillary activities and directorships in the bank's interest at other companies, organizations and institutions.

At its seven regular meetings, the Risk Committee addressed in particular credit, liquidity, refinancing, country, market and operational risks, as well as the development of legal risks. The focus in the 2014 financial year was on monitoring the appropriateness of the bank's capital resources, in particular in light of the ECB's comprehensive Asset Quality Review and Stress Test, the further development of our model to measure operational risk, the initiatives aimed at remediating the weaknesses identified in our controls, the analysis of the possible effects of developments in Russia and Ukraine on our portfolio and our business operations as well as the further development of the recovery and resolutions plans (living will) called for by the regulatory authorities, along with an analysis of a crisis scenario. In-depth discussions also addressed strategic risk and capital planning, the effects of the prevailing interest rate environment, questions of IT security, several selected portfolios, including commercial real estate finance, leveraged finance, pension and insurance markets. The regular portfolio reports, along with the respective portfolio's strategy and profitability, were presented by industry according to a schedule specified by the Risk Committee. In addition to the bank's funding and liquidity positions, the

Committee meetings examined the development of and various aspects of the bank's risk provisions. The Risk Committee was regularly informed of the developments in material litigation cases and regulatory investigations, along with all audit findings. Independently from the meeting dates, the Risk Committee received information monthly on the development of the risk and capital profile, including the structure of the business terms and conditions in line with the bank's overall risk appetite and strategy and monitored their corresponding implementation. Furthermore, the Committee discussed the ongoing further development of risk models and their monitoring. The Risk Committee reviewed, partly at joint meetings with the Compensation Control Committee, the compensation system, in particular with regard to whether the incentives set take into account the bank's risk, capital and liquidity structure as well as the probability and timing of revenues. The exposures subject to mandatory approval under German law and the Articles of Association were discussed in detail. Where necessary, the Risk Committee gave its approval.

The Audit Committee held ten meetings in 2014. Representatives of the bank's auditor attended all of these meetings. Subjects covered were the preliminary audit of the Annual Financial Statements and Consolidated Financial Statements for 2013, the interim reports, as well as the Annual Report on Form 20-F for the U.S. Securities and Exchange Commission. The Committee dealt with the proposal for the election of the auditor for the 2014 financial year, verified the auditor's independence in accordance with the requirements of the German Corporate Governance Code and the rules of the U.S. Public Company Accounting Oversight Board (PCAOB), submitted a recommendation to the Supervisory Board on issuing of the audit mandate and the amount of the auditor's remuneration. The Audit Committee is convinced that, as in previous years, there are no conflicts of interest on the part of the bank's auditor. The Audit Committee specified three of its own audit areas of focus for 2014. In supporting the Supervisory Board, the Audit Committee assured itself of the effectiveness of the risk management system, in particular, of the system of internal controls and internal audit, and monitored the financial accounting process and the auditing of the financial statements. When necessary, resolutions were passed or recommendations made for the Supervisory Board's approval. The Management Board presented the results of the European Central Bank's Balance Sheet Assessment and Asset Quality Review to the Audit Committee before their publication and discussed them with the Committee. The Audit Committee had reports submitted to it regularly on the engagement of accounting firms, including the auditor, with non-audit-related services, on the work of Group Audit, on issues relating to compliance, on legal and reputational risks as well as on special audits and significant findings of regulatory authorities. Group Audit's plan for the year was noted with approval. The Audit Committee did not receive any substantiated complaints in connection with accounting, internal accounting controls and auditing matters. Furthermore, the Audit Committee regularly dealt with the processing of audit findings issued by the auditor on the Annual and Consolidated Financial Statements for 2013, the measures to resolve other audit findings, the requirements relating to monitoring tasks pursuant to Section 107 (3) of the Stock Corporation Act, the measures to prepare for the audit of the Annual Financial Statements and the specified audit areas of focus.

The Integrity Committee met fifteen times and addressed, in particular, issues relating to corporate culture as well as the preventive monitoring and strategic analysis of legal and reputational risks. The topics covered at the meetings included, in particular, current litigation cases and regulatory investigations, with a focus on the proceedings the Supervisory Board had decided to closely monitor by way of its resolutions in March and July 2014. Additional topics of the meetings were the bank's internal investigations, the monitoring of the implementation of cultural change and the examination of the distribution of tasks and cooperation between the Audit Committee, Risk Committee and Integrity Committee. The Committee addressed in particular the settlement in the Kirch case and the further consequences of the various proceedings in connection with Kirch. Additional topics included the use of social media, the bank's "Three Lines of Defense" program to further strengthen the control structures as well as the "House of Governance" project to enhance the bank's business organization.

The Compensation Control Committee held seven meetings in 2014. The Committee addressed in particular the compensation-related requirements arising in connection with implementation of European rules based on the Capital Requirements Directive IV (CRD IV) and the national transposition requirements pursuant to Germany's CRD IV Implementation Act as well as the new requirements of the German Banking Act and the Regulation on Remuneration in Financial Institutions (InstitutsVergV). It monitored the appropriate structuring of the compensation systems for the Management Board and employees, in particular for the head of risk controlling and the head of the compliance function as well as for employees with a material impact on the overall risk profile. The Committee supported the Supervisory Board in monitoring the appropriate structuring of the compensation systems for employees. The Committee prepared proposals for the compensation of the Management Board, while taking into account, in particular, the bank's risks and risk management, and supported the Supervisory Board in monitoring whether internal controls and other relevant areas had been properly involved in the structuring of the compensation systems. The Committee regularly addressed the determination and distribution of the total amount of variable compensation for the bank's employees, also in consideration of the bank's risk-bearing capacity. It also discussed the remediation of audit findings relating to the bank's compensation system, the ongoing development of the compensation governance structure and the recommendations for resolutions to the Supervisory Board regarding its proposal for approval by the General Meeting on May 22, 2014, for the increase in the limit for variable compensation components for employees and for management body members of subsidiaries.

The Nomination Committee met five times in 2014 and dealt with Supervisory Board and Management Board succession and appointment issues. When necessary, resolutions were passed in this context on recommendations for the Supervisory Board's approval. Furthermore, with the involvement of an external, independent advisor, the Nomination Committee, in accordance with its new tasks effective starting January 1, 2014, as set out in Section 25d (11) of the German Banking Act, intensively addressed the assessment of the Supervisory Board and of the Management Board.

Meetings of the Mediation Committee, established pursuant to the provisions of Germany's Co-Determination Act (MitbestG), were not necessary in 2014.

The committee chairmen reported regularly to the Supervisory Board on the work of the committees.

In 2014, the Supervisory Board members participated in the meetings of the Supervisory Board and their respective committees as follows:

	Meetings (incl. com- mittees)	Meeting participation	in %		Meetings (incl. com- mittees)	Meeting participation	in %
Achleitner	39	39	100	Mark	18	18	100
Böhr	4	4	100	Platscher	12	11	92
Bsirske	5	4	80	Rose	8	7	88
Cryan	11	11	100	Ruck	16	16	100
Dublon	1	1	100	Stockem	10	10	100
Eick	11	9	82	Szukalski	3	3	100
Garrett-Cox	7	6	86	Teyssen	7	6	86
Heider	8	8	100	Thieme	10	10	100
Herling	15	15	100	Thoma	8	8	100
Irrgang	8	8	100	Todenhöfer	17	16	94
Kagermann	12	12	100	Trützschler	18	18	100
Klee	12	12	100	Viertel	4	4	100
Labarge	13	12	92	Voigt	4	4	100
Löscher	12	10	83	Wenning	6	6	100

## Corporate Governance

The Supervisory Board as well as the Audit Committee, Risk Committee, Nomination Committee and Compensation Control Committee, which are required by law as of January 1, 2014, addressed the new corporate governance requirements of Sections 25c and 25d of the German Banking Act. Of special importance here were the new tasks of these Supervisory Board committees.

At several meetings, the Nomination Committee and Supervisory Board addressed the implementation of the review of the efficiency of the Management Board and Supervisory Board, which was expanded beyond the scope of the German Corporate Governance Code pursuant to Section 25d of the German Banking Act. The results were discussed on January 28, 2015, by the Supervisory Board in plenary session. We are of the opinion that the Supervisory Board and the Management Board carry out their work efficiently and that a high standard was achieved in this context. However, the review also provided individual suggestions for improvement, several of which were already successfully implemented in 2014.

Furthermore, on several occasions, we addressed the regulations regarding the requirements for the qualifications and composition of the Supervisory Board, obligatory training measures and the upper limit on the number of board mandates.

The Declaration of Conformity pursuant to Section 161 of the Stock Corporation Act, last issued by the Supervisory Board and Management Board on October 29, 2013, was reissued at the meeting of the Supervisory Board on October 29, 2014. The Management Board and Supervisory Board stated that Deutsche Bank has complied and will continue to comply with the recommendations of the German Corporate Governance Code in the versions dated May 13, 2013, and June 24, 2014, with the specified exceptions. The text of the Declaration of Conformity 2014 issued on October 29, 2014, along with a comprehensive presentation of the bank's corporate governance, can be found beginning on page 459 of the Financial Report 2014 and on our website at [www.deutsche-bank.de/ir/en/content/corporate\\_governance.htm](http://www.deutsche-bank.de/ir/en/content/corporate_governance.htm). The terms of reference for the Supervisory Board and its committees as well as for the Management Board are also published there, each in their currently applicable versions.

## Training and Further Education Measures

Members of the Supervisory Board completed the training and further education measures required for their tasks on their own responsibility. Deutsche Bank provided the appropriate support to them in this context. Bank-internal, one-day seminars for the members of the Supervisory Board were held on compensation and risk management in October 2014. In addition, members of the Supervisory Board were informed on a regular basis of new developments in corporate governance.

For members of the Audit Committee, an internal training session took place in December 2014. This covered current topics in financial accounting and possible effects on the Annual Financial Statements, regulatory developments as well as developments in connection with the adjustment of auditing standards and the effects on the statutory audit.

## Conflicts of Interest and Their Handling

There were no conflicts of interest of individual Supervisory Board members in the year under review.

## Litigation and Regulatory Investigations

In 2014, as in the preceding years, we regularly obtained information on important litigation cases and investigations by the regulatory authorities and deliberated on further appropriate courses of action. As indicated above, the Supervisory Board resolved in March and July 2014 to monitor more closely in the future than in the past a few key matters that are the object of litigation cases or regulatory investigations based on the Supervisory Board's heightened supervisory responsibility.

These deliberations, including those of the Integrity Committee, also covered the consequences possibly to be drawn from the settlement of €925 million concluded in February 2014 with the heirs of Dr. Kirch (pursuit of recourse claims against Dr. Breuer, filing of D&O insurance claim). Furthermore, reports on the current status of litigation cases and regulatory investigations were presented on a regular basis to the Supervisory Board and – with different focal points – to the Integrity Committee, Audit Committee and Risk Committee.

## Annual Financial Statements

KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft has audited the accounting, the Annual Financial Statements and the Management Report for 2014 as well as the Consolidated Financial Statements with the related Notes and Management Report for 2014. KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft was elected by the Ordinary General Meeting on May 22, 2014, as the auditor of the Annual Financial Statements and Consolidated Financial Statements. The audits led in each case to an unqualified opinion. The Audit Committee examined the documents for the Annual Financial Statements and Consolidated Financial Statements at its meeting on March 19, 2015, and KPMG reported on the audit processes. The Chairman of the Audit Committee reported to us on this at today's meeting of the Supervisory Board. Based on the recommendation of the Audit Committee, which examined the Annual Financial Statements and Management Report for 2014 as well as the Consolidated Financial Statements with the related Notes and the Management Report for 2014 at its meeting on March 19, 2015, and after inspecting the Annual Financial Statements and Consolidated Financial Statements documents, we agreed with the results of the audits following an extensive discussion with the auditor at the financial statements meeting on March 20, 2015, and determined that, also based on the results of our inspections, there were no objections to be raised.



Today, we approved the Annual Financial Statements and Consolidated Financial Statements prepared by the Management Board; the Annual Financial Statements are thus established. We agree to the Management Board's proposal for the appropriation of profits.

## Personnel Issues

There were no personnel changes on the Management Board in 2014. Mr. Sewing became a member of the Management Board as of January 1, 2015, and is responsible for the Legal Department, Group Audit and Incident Management. With the conclusion of the General Meeting on May 21, 2015, Dr. Schenck will become a member of the Management Board and take on responsibility for Finance.

On the Supervisory Board, the following changes took place in 2014:

Ms. Labarge left the Supervisory Board on June 30, 2014. Ms. Parent was appointed by the court to succeed her with effect from July 1, 2014. We thank Ms. Labarge for her dedicated work and constructive assistance to the company over the years.

Frankfurt am Main, March 20, 2015

The Supervisory Board



Dr. Paul Achleitner  
Chairman

# 4

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# Corporate Governance Statement/ Corporate Governance Report

All information presented in this Corporate Governance Statement/Corporate Governance Report is shown as of February 20, 2015.

## Management Board and Supervisory Board

### Management Board

The Management Board is responsible for managing the company. Its members are jointly accountable for the management of the company. The duties, responsibilities and procedures of our Management Board and the five key committees it has established are specified in its Terms of Reference, the current version of which is available on our website ([www.deutsche-bank.com/corporate-governance](http://www.deutsche-bank.com/corporate-governance)).

The following paragraphs show information on the current members of the Management Board. The information includes the year in which they were born, the year in which they were appointed and the year in which their term expires, their current positions and area of responsibility as well as their other board mandates or directorships outside of Deutsche Bank Group. The members of our Management Board have generally undertaken not to assume chairmanships of supervisory boards of companies outside Deutsche Bank Group.

#### Jürgen Fitschen

Year of birth: 1948

Appointed: 2009

Term expires: 2017

Jürgen Fitschen became a member of our Management Board on April 1, 2009. Since the end of the Annual General Meeting on May 31, 2012, he has been, together with Mr. Jain, Co-Chairman of the Management Board. At the meeting of the Supervisory Board on October 29, 2013, the appointment of Mr. Fitschen was extended until March 31, 2017.

Mr. Fitschen has been with Deutsche Bank since 1987, was already a member of the Management Board from 2001 to the beginning of 2002 and has been a member of the Group Executive Committee since 2002. He first took on functional responsibility for global Regional Management in 2005 and since June 2012 has held functional responsibility for the bank's Regional Management worldwide, with the exception of the bank's European region but including Germany and the UK.

Mr. Fitschen studied Economics and Business Administration at the University of Hamburg and graduated in 1975 with a Master's degree in Business Administration.

From 1975 to 1987, he worked at Citibank in Hamburg and Frankfurt am Main in various positions. In 1983 he was appointed member of the Executive Committee Germany of Citibank.

Mr. Fitschen is a non-executive member of the Board of Directors of Kühne + Nagel International AG and a member of the Supervisory Board of METRO AG.

### **Anshuman Jain**

Year of birth: 1963  
First appointed: 2009  
Term expires: 2017

Anshuman Jain became a member of our Management Board on April 1, 2009. Since the end of the Annual General Meeting on May 31, 2012, he has been, together with Mr. Fitschen, Co-Chairman of the Management Board.

Mr. Jain joined Deutsche Bank in 1995 and became Head of Global Markets in 2001 as well as a member of the Group Executive Committee in 2002.

Mr. Jain studied Economics at Shri Ram College (Delhi University), graduating in 1983 with a BA, and studied Business Administration at the University of Massachusetts, graduating in 1985 with an MBA in Finance.

After his academic studies, Mr. Jain worked until 1988 for Kidder Peabody, New York, in the area of Derivatives Research. From 1988 to 1995 he set up and ran the global hedge fund coverage group for Merrill Lynch, New York.

Mr. Jain does not have any external directorships subject to disclosure.

### **Stefan Krause**

Year of birth: 1962  
First appointed: 2008  
Term expires: 2018

Stefan Krause became a member of our Management Board and a member of the Group Executive Committee on April 1, 2008. He is our Chief Financial Officer and took on functional responsibility for Strategy and Organizational Development as of November 1, 2014.

Before taking on his current position, Mr. Krause spent over 20 years in the automotive industry, holding various senior management positions with a strong focus on finance and financial services. Starting in 1987 at BMW's Controlling department in Munich, he transferred to the U.S. in 1993, building up and ultimately heading BMW's Financial Services Division in the Americas. Relocating to Munich in 2001, he became Head of Sales Western Europe (excluding Germany). He was appointed member of the Management Board of BMW AG in May 2002, serving as Chief Financial Officer until September 2007 and subsequently as Head of Sales & Marketing.

Mr. Krause studied Business Administration in Würzburg and graduated in 1986 with a Master's degree in Business Administration.

Mr. Krause does not have any external directorships subject to disclosure.

### **Dr. Stephan Leithner**

Year of birth: 1966  
First appointed: 2012  
Term expires: 2020

Dr. Stephan Leithner became a member of our Management Board and a member of the Group Executive Committee on June 1, 2012. He is our CEO Europe (excluding Germany and the UK) and is responsible for Human Resources (HR), Compliance, Anti-Financial Crime (AFC), Government & Regulatory Affairs (GR&A) and Group Corporate Governance (GCG). Dr Leithner joined Deutsche Bank in 2000.

Prior to his current role, Dr. Leithner co-headed the Corporate Finance division and was responsible for Deutsche Bank's local Corporate Finance Country Coverage teams across Europe and Asia as well as for the Global Financial Institutions Group. His previous roles included responsibility for Deutsche Bank's German and European M&A business. Before joining Deutsche Bank in 2000, Dr. Leithner was a partner at McKinsey & Co.

He studied Economics and Business Administration at the University of St. Gallen, Switzerland, where he specialized in Finance and Accounting, completing his studies with a PhD.

Dr. Leithner is a member of the following Supervisory Boards: BVV Versicherungsverein des Bankgewerbes a.G. and BVV Versorgungskasse des Bankgewerbes e.V.

### **Stuart Wilson Lewis**

Year of birth: 1965

First appointed: 2012

Term expires: 2020

Stuart Wilson Lewis became a member of our Management Board and a member of the Group Executive Committee on June 1, 2012. He is our Chief Risk Officer. He joined Deutsche Bank in 1996. Prior to assuming his current role, Mr. Lewis was Deputy Chief Risk Officer and subsequently Chief Risk Officer of the Corporate & Investment Bank from 2010 to 2012. Between 2006 and 2010 he was Chief Credit Officer.

Before joining Deutsche Bank in 1996, he worked at Credit Suisse and Continental Illinois National Bank in London. He studied at the University of Dundee, where he obtained an LLB (Hons), and he holds an LLM from the London School of Economics. He also attended the College of Law, Guildford.

Mr. Lewis is non-executive member of the Board of Directors of the London Stock Exchange.

### **Rainer Neske**

Year of birth: 1964

First appointed: 2009

Term expires: 2017

Rainer Neske became a member of our Management Board on April 1, 2009. He joined Deutsche Bank in 1990 and in 2000 was appointed member of the Management Board of Deutsche Bank Privat- und Geschäftskunden AG. Since 2003 he has been a member of the Group Executive Committee. From 2003 to 2011, Mr. Neske was Spokesman of the Management Board of Deutsche Bank Privat- und Geschäftskunden AG. On our Management Board, he is responsible for our Private & Business Clients division.

Mr. Neske studied Computer Science and Business Administration at the University of Karlsruhe and graduated in 1990 with a Master's degree in Information Technology.

Mr. Neske does not have any external directorships subject to disclosure.

### **Henry Ritchotte**

Year of birth: 1963

First appointed: 2012

Term expires: 2020

Henry Ritchotte became a member of our Management Board and a member of the Group Executive Committee on June 1, 2012. He is our Chief Operating Officer. He joined Deutsche Bank in 1995. Prior to assuming his current role, Mr. Ritchotte held the position of Chief Operating Officer for the Corporate & Investment Bank from 2010 to 2012, having previously been Chief Operating Officer for the Global Markets division.

He played a decisive role in the strategic recalibration and further integration of the Corporate & Investment Bank. His previous roles at Deutsche Bank include serving as Head of Global Markets in Tokyo. Mr. Ritchotte joined Deutsche Bank in 1995 in fixed income sales after starting his career with Merrill Lynch in New York in 1993.

He holds a Bachelor's degree in History from Haverford College, a Master's degree in East Asian Studies and an MBA from the University of Chicago.

Mr. Ritchotte does not have any external directorships subject to disclosure.

### **Christian Sewing**

Year of birth: 1970

First appointed: 2015

Term expires: 2017

Christian Sewing became a member of our Management Board and a member of the Group Executive Committee on January 1, 2015. He is responsible for Legal, Incident Management Group and Group Audit. Prior to assuming his current role, Mr. Sewing was Global Head of Group Audit and before that held a number of positions in Risk. From 2012 to 2013, he was Deputy Chief Risk Officer and Head of Risk Management and Risk Strategy. From 2010 to 2012, he served as Deutsche Bank's Chief Credit Officer.

Before graduating with a diploma from the Bankakademie Bielefeld and Hamburg, Mr. Sewing completed his professional training in banking at Deutsche Bank in 1989.

From 2005 until 2007 Christian Sewing was a member of the Management Board of Deutsche Genossenschafts-Hypothekenbank.

Mr. Sewing does not have any external directorships subject to disclosure.

Following the conclusion of the Annual General Meeting on May 21, 2015, Dr. Marcus Schenck will be appointed to the Management Board of Deutsche Bank, at which time he will succeed Mr. Krause as Chief Financial Officer.

### **Group Executive Committee**

The Group Executive Committee was established in 2002. It comprises the members of the Management Board and senior representatives from the regions, corporate divisions and certain infrastructure functions appointed by the Management Board. The Co-Chairmen of the Management Board, Mr. Fitschen and Mr. Jain, are also the Co-Chairmen of the Group Executive Committee.

The Group Executive Committee performs advisory, coordinating and decision-preparing functions for the Management Board, primarily with regard to strategic positioning and matters relating to corporate structure and culture.

## Supervisory Board

The Supervisory Board appoints, supervises and advises the Management Board and is directly involved in decisions of fundamental importance to the bank. The Management Board regularly informs the Supervisory Board of the intended business policies and other fundamental matters relating to the assets, liabilities, financial and profit situation as well as its risk situation, risk management and risk controlling. A report is made to the Supervisory Board on corporate planning at least once a year. The Supervisory Board decides on the appointment and dismissal of members of the Management Board including long-term succession planning for the Management Board based on the recommendations of the Chairman's Committee. Based on the recommendation of the Compensation Control Committee, the Supervisory Board determines the total compensation of the individual members of the Management Board, resolves on the compensation system for the Management Board and reviews it regularly. The Chairman of the Supervisory Board coordinates work within the Supervisory Board. He maintains regular contact with the Management Board, especially with the Co-Chairmen of the Management Board, and consults with them on strategy, the development of business and risk management. The Supervisory Board Chairman is informed by the Co-Chairmen of the Management Board without delay of important events of substantial significance for the situation and development as well as for the management of Deutsche Bank Group. The types of business that require the approval of the Supervisory Board to be transacted are specified in Section 13 of our Articles of Association. The Supervisory Board meets, if required, without the Management Board. For the performance of its duties, the Supervisory Board may, at its professional discretion, use the services of auditors, legal advisors and other internal and external consultants.

The duties, procedures and committees of the Supervisory Board are specified in its Terms of Reference. The current version is available on the Deutsche Bank website ([www.deutsche-bank.com/corporate-governance](http://www.deutsche-bank.com/corporate-governance)).

The members representing our shareholders were elected at the Annual General Meeting on May 23, 2013, except for Ms. Garrett-Cox, who was elected at the Annual General Meeting on May 26, 2011, and Dr. Achleitner, Mr. Löscher and Professor Dr. Trützscher, who were elected at the Annual General Meeting on May 31, 2012. The election of employee representatives took place on April 16, 2013.

Ms. Labarge stepped down from the Supervisory Board, effective June 30, 2014. To succeed her, Ms. Parent was appointed to the Supervisory Board by the court with effect from July 1, 2014.

The following table shows information on the current members of our Supervisory Board. The information includes the years in which the members were born, the years in which they were first elected or appointed, the years when their terms expire, their principal occupation and their membership on other companies' supervisory boards, other nonexecutive directorships and other positions.

Member	Principal occupation	Supervisory board memberships and other directorships
<b>Dr. Paul Achleitner</b> Year of birth: 1956 First elected: 2012 Term expires: 2017	Chairman of the Supervisory Board of Deutsche Bank AG, Frankfurt	Bayer AG; Daimler AG; Henkel AG & Co. KGaA (member of the Shareholders' Committee)
<b>Frank Bsirske*</b> Year of birth: 1952 First elected: 2013 Term expires: 2018	Chairman of the trade union ver.di (Vereinte Dienstleistungsgewerkschaft), Berlin	RWE AG (Deputy Chairman); Deutsche Postbank AG (Deputy Chairman); IBM Central Holding GmbH; Kreditanstalt für Wiederaufbau (KfW)
<b>John Cryan</b> Year of birth: 1960 First elected: 2013 Term expires: 2018	President Europe, Head Africa, Head Portfolio Strategy, and Head Credit Portfolio of Temasek International Pte Ltd. (until July 31, 2014), London	Man Group plc (since January 2015); ST Asset Management Pte Ltd (Chairman); Tana Africa Capital Limited
<b>Dina Dublon</b> Year of birth: 1953 First elected: 2013 Term expires: 2018		Accenture Plc; Microsoft Corporation (until December 2014); PepsiCo Inc.
<b>Katherine Garrett-Cox</b> Year of birth: 1967 First elected: 2011 Term expires: 2016	Chief Executive Officer of Alliance Trust Plc, Dundee	Alliance Trust Savings Ltd. (Executive Chairman); Alliance Trust Investments (formerly Alliance Trust Asset Management Ltd.) (Chief Executive)
<b>Timo Heider*</b> Year of birth: 1975 First elected: 2013 Term expires: 2018	Chairman of the Group Staff Council of Deutsche Postbank AG; Chairman of the General Staff Council of BHW Kreditservice GmbH; Chairman of the Staff Council of BHW Bausparkasse AG, BHW Kreditservice GmbH, Postbank Finanzberatung AG and BHW Holding AG; Member of the Group Staff Council of Deutsche Bank; Member of the European Staff Council	Deutsche Postbank AG; BHW Bausparkasse AG (Deputy Chairman); BHW Holding AG (Deputy Chairman) (until November 2014); Pensionskasse der BHW Bausparkasse AG VVa.G. (Deputy Chairman); PBC Banking Services GmbH (member of the Advisory Board)
<b>Alfred Herling*</b> Year of birth: 1952 First elected: 2008 Term expires: 2018	Deputy Chairman of the Supervisory Board of Deutsche Bank AG; Chairman of the Combined Staff Council Wuppertal/Sauerland of Deutsche Bank; Chairman of the General Staff Council of Deutsche Bank; Member of the European Staff Council; Chairman of the Group Staff Council of Deutsche Bank	No memberships or directorships subject to disclosure
<b>Sabine Irrgang*</b> Year of birth: 1962 First elected: 2013 Term expires: 2018	Head of Human Resources Management (Württemberg), Deutsche Bank AG	No memberships or directorships subject to disclosure
<b>Professor Dr. Henning Kagermann</b> Year of birth: 1947 First elected: 2000 Term expires: 2018	President of acatech – German Academy of Science and Engineering, Munich	Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft; Nokia Corporation (until June 2014); Deutsche Post AG; Wipro Technologies (until June 2014); BMW Bayerische Motoren Werke AG; Franz Haniel & Cie. GmbH
<b>Martina Klee*</b> Year of birth: 1962 First elected: 2008 Term expires: 2018	Chairperson of the Staff Council Group COO Eschborn/Frankfurt of Deutsche Bank	Sterbekasse für die Angestellten der Deutsche Bank VVa.G.



Member	Principal occupation	Supervisory board memberships and other directorships
<b>Peter Löscher</b> Year of birth: 1957 First elected: 2012 Term expires: 2017	Chief Executive Officer of Renova Management AG, Zurich	Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft (until April 2014); TBG Limited (until November 2014); TBG AG (since December 2014); Sulzer AG (Chairman of the Board of Directors) (since March 2014); Conscientia Investment Limited (December 2014 until February 2015)
<b>Henriette Mark*</b> Year of birth: 1957 First elected: 2003 Term expires: 2018	Chairperson of the Combined Staff Council Munich and Southern Bavaria of Deutsche Bank; Member of the Group Staff Council of Deutsche Bank; Member of the General Staff Council of Deutsche Bank	No memberships or directorships subject to disclosure
<b>Louise Parent</b> Year of birth: 1950 Appointment by court: 2014	Of Counsel, Cleary Gottlieb Steen & Hamilton LLP, New York	Zoetis Inc.
<b>Gabriele Platscher*</b> Year of birth: 1957 First elected: 2003 Term expires: 2018	Chairperson of the Combined Staff Council Braunschweig/Hildesheim of Deutsche Bank	BVV Versicherungsverein des Bankgewerbes a.G. (Deputy Chairperson); BVV Versorgungskasse des Bankgewerbes e.V. (Deputy Chairperson); BVV Pensionsfonds des Bankgewerbes AG (Deputy Chairperson)
<b>Bernd Rose*</b> Year of birth: 1967 First elected: 2013 Term expires: 2018	Chairman of the Joint General Staff Council of Postbank Filialvertrieb AG and Postbank Filial GmbH; Member of the General Staff Council of Deutsche Postbank, Member of the General Staff Council of Deutsche Bank; Member of the European Staff Council	Deutsche Postbank AG; Postbank Filialvertrieb AG; ver.di Vermögensverwaltungsgesellschaft (Deputy Chairman)
<b>Rudolf Stockem*</b> Year of birth: 1956 Promoted to the post as Alternate Member: 2012 Term expires: 2018	Secretary to the trade union ver.di (Vereinte Dienstleistungsgewerkschaft), Berlin	Deutsche Bank Privat- und Geschäftskunden AG; PBC Banking Services GmbH (member of the Advisory Board)
<b>Stephan Szukalski*</b> Year of birth: 1967 First elected: 2013 Term expires: 2018	Federal Chairman of the German Association of Bank Employees (Deutscher Bankangestellten-Verband: DBV); Chairman of the Staff Council of Betriebs-Center für Banken AG	Betriebs-Center für Banken AG; PBC Banking Services GmbH (member of the Advisory Board)
<b>Dr. Johannes Teysen</b> Year of birth: 1959 First elected: 2008 Term expires: 2018	Chairman of the Management Board of E.ON SE, Dusseldorf	Salzgitter AG
<b>Georg F. Thoma</b> Year of birth: 1944 First elected: 2013 Term expires: 2018	Of Counsel, Shearman & Sterling LLP (Partner until December 31, 2014), Frankfurt	NOVA Chemicals Corporation (until February 2014); Sapinda Holding B.V. (since July 2014)
<b>Professor Dr. Klaus Rüdiger Trützscher</b> Year of birth: 1948 First elected: 2012 Term expires: 2017		Sartorius AG; TAKKT AG (Deputy Chairman) (until June 2014); Wuppermann AG (Chairman); Zwiessel Kristallglas AG (Chairman); Wilh. Werhahn KG

\* Elected by the employees in Germany.

In accordance with the German Banking Act, members of the Supervisory Board must be reliable, must have the expertise required to perform their control function and to assess and monitor the businesses the company operates, and must commit sufficient time to the performance of their tasks. While taking these requirements into account in accordance with Section 5.4.1 of the German Corporate Governance Code, the Supervisory Board established the following objectives for its composition in October 2010 and amended them in January 2014. These objectives have also been taken into consideration in Section 4 of the Terms of Reference for the Supervisory Board (see: [www.deutsche-bank.de/corporate-governance](http://www.deutsche-bank.de/corporate-governance)).

The Supervisory Board of Deutsche Bank AG must be composed in such a way that its members as a group possess the knowledge, ability and expert experience to properly complete its tasks. In particular, the Supervisory Board members should have sufficient time to perform their mandates. The composition of the Supervisory Board should ensure the Supervisory Board's qualified control of and advice for the Management Board of an internationally operating, broadly positioned bank and should preserve the reputation of Deutsche Bank Group among the public. In this regard, in particular, attention should be placed on the integrity, personal-

ity, willingness to perform, professionalism and independence of the individuals proposed for election. The objective is for the Supervisory Board as a group to have all of the knowledge and experience considered to be essential while taking into account the activities of Deutsche Bank Group.

Furthermore, the Supervisory Board shall have an adequate number of independent members and shall not have more than two former members of the Management Board of Deutsche Bank AG. Under the premise that the performance of the Supervisory Board mandate in itself by the representatives of the employees cannot be reason to doubt fulfillment of the independence criteria according to Section 5.4.2 of the German Corporate Governance Code, the Supervisory Board shall have a total of at least sixteen members that are independent within the meaning of the Code. In any event, the Supervisory Board shall be composed such that the number of independent members, within the meaning of Section 5.4.2, among the shareholder representatives will be at least six. The members of the Supervisory Board may not exercise functions on a management body of, or perform advisory duties, at major competitors. Important and not just temporary conflicts of interest with respect to a member of the Supervisory Board should lead to a termination of the mandate. With effect from July 1, 2014 members of the Supervisory Board do not hold more than the allowed number of supervisory board mandates according to Section 25d of the German Banking Act (KWG) or mandates in supervisory bodies of companies which have similar requirements. There is a regular maximum age limit of 70. In well-founded, individual cases, a Supervisory Board member may be elected or appointed for a period that extends at the latest until the end of the fourth Annual General Meeting that takes place after he or she has reached the age of 70. This age limit was taken into account in the election proposals to the recent General Meetings and shall also be taken into account for the next Supervisory Board elections or subsequent appointments for Supervisory Board positions that become vacant.

The Supervisory Board respects diversity when proposing members for appointment to the Supervisory Board. In light of the international operations of Deutsche Bank, care should be taken that the Supervisory Board has an appropriate number of members with long-term international experience. Currently, the professional careers and private lives of four members of the Supervisory Board are centered outside Germany. Furthermore, all of the shareholder representatives on the Supervisory Board have several years of international experience from their current or former activities as management board members or CEOs or a comparable executive function of corporations with international operations. In these two ways, the Supervisory Board believes the international activities of the company are sufficiently taken into account. The objective is to retain the currently existing international profile.

For the election proposals to the General Meeting, the Supervisory Board takes care that there is an appropriate consideration of women. Special importance was already attached to this in the selection process for the Supervisory Board elections in 2008 and also for those held in 2013. In reviewing potential candidates for a new election or subsequent appointments to Supervisory Board positions that have become vacant, qualified women shall be included in the selection process and shall be appropriately considered in the election proposals. In accordance with the specified objectives, Ms. Garrett-Cox was elected by the 2011 General Meeting and Ms. Dublon by the 2013 General Meeting, in each case based on the proposals of the Supervisory Board. Ms. Parent was appointed by the court on July 1, 2014. Since the Supervisory Board elections in 2003, between 25 % and 40 % of the Supervisory Board members have been women. The Supervisory Board currently counts seven women among its members, which corresponds to 35 % and three of them are shareholder representatives. The Supervisory Board strives to maintain this number. It should be taken into account that the Supervisory Board can only influence the composition of the Supervisory Board through its election proposals to the General Meeting (for information on Deutsche Bank's various diversity initiatives, please see the Annual Review 2014, which is available at [www.deutsche-bank.com/ir/en/content/reports\\_2014.htm](http://www.deutsche-bank.com/ir/en/content/reports_2014.htm), and Deutsche Bank's Career Portal on the Internet at [www.db.com/careers/index\\_e.html](http://www.db.com/careers/index_e.html)).

In accordance with Section 5.4.2 of the German Corporate Governance Code, the Supervisory Board determined that it has what it considers to be an adequate number of independent members.

Some members of the Supervisory Board are, or were last year, in high-ranking positions at other companies that Deutsche Bank has business relations with. Business transactions with these companies are conducted under the same conditions as those between unrelated third parties. These transactions, in our opinion, do not affect the independence of the Supervisory Board members involved.

### Standing Committees

The Supervisory Board has established the following seven standing committees. The Report of the Supervisory Board in the Financial Report 2014 provides information on the concrete work of the committees over the preceding year.

**Chairman's Committee:** The Chairman's Committee is responsible for all Management Board and Supervisory Board matters. It prepares the decisions for the Supervisory Board on the appointment and dismissal of members of the Management Board, including long-term succession planning, while taking into account the recommendations of the Nomination Committee. It is responsible for entering into, amending and terminating the service contracts and other agreements in consideration of the Supervisory Board's sole authority to decide on the compensation of the members of the Management Board and provides its approval for ancillary activities, honorary offices or special tasks outside of Deutsche Bank Group performed by Management Board members pursuant to Section 112 of the German Stock Corporation Act (AktG) and for certain contracts with Supervisory Board members pursuant to Section 114 of the German Stock Corporation Act (AktG). Furthermore, it prepares the decisions of the Supervisory Board in the field of corporate governance. The Chairman's Committee held thirteen meetings in 2014.

The current members of the Chairman's Committee are Dr. Paul Achleitner (Chairman), Frank Bsirske, Alfred Herling and Professor Dr. Henning Kagermann.

**Nomination Committee:** The shareholder representatives on the Nomination Committee prepare the Supervisory Board's proposals for the election or appointment of new shareholder representatives to the Supervisory Board. In this context, they orient their recommendations on the criteria specified by the Supervisory Board for its composition. In accordance with Section 25d (11) of the German Banking Act (KWG), which became effective on January 1, 2014, the Nomination Committee supports the Supervisory Board in identifying candidates to fill positions on the bank's Management Board, drawing up an objective to promote the representation of the underrepresented gender on the Supervisory Board as well as a strategy for achieving this. It supports the Supervisory Board with the regular assessment, to be performed at least once a year, of the structure, size, composition and performance of the Management Board and of the Supervisory Board and makes recommendations regarding this to the Supervisory Board. It continues to support the Supervisory Board with the regular assessment, to be performed at least once a year, of the knowledge, skills and experience of the individual members of the Management Board and of the Supervisory Board as well as of the respective body collectively. The Nomination Committee reviews the management's principles for selecting and appointing persons to the upper management levels and the recommendations made to the Management Board in this respect. The Nomination Committee held five meetings in 2014.

The current members of the Nomination Committee are Dr. Paul Achleitner (Chairman), Frank Bsirske, Alfred Herling, Professor Dr. Henning Kagermann and Dr. Johannes Teysen.

**Audit Committee:** The Audit Committee supports the Supervisory Board in the following matters in particular: in monitoring the financial accounting process; the effectiveness of the risk management system, particularly of the internal control system and the internal audit system; the auditing of the financial statements, especially with regard to the auditor's independence and the additional services provided by the auditor; and the Management Board's prompt remediation – through suitable measures – of the deficiencies identified by the auditor. The Audit Committee pre-reviews the documentation relating to the annual and consolidated financial statements and discusses the audit reports with the auditor. It prepares the decisions of the Supervisory Board on establishing the annual financial statements and the approval of the consolidated financial statements and discusses important changes to the audit and accounting methods. The Audit Committee also discusses the

quarterly financial statements and the report on the limited review of the quarterly financial statements with the Management Board and the auditor prior to their publication. Furthermore, the Audit Committee submits proposals to the Supervisory Board for the appointment of the auditor and prepares the proposal of the Supervisory Board to the General Meeting for the election of the auditor. The Audit Committee advises the Supervisory Board on issuing the audit mandate to the auditor elected by the General Meeting, submits proposals to the Supervisory Board for the auditor's remuneration and supports the Supervisory Board in monitoring the independence, qualifications and efficiency of the auditor as well as the rotation of the members of the audit team. The Audit Committee is entitled to obtain, in connection with its activities, information from the auditor, the Management Board, the head of internal audit and the head of risk controlling and – with the prior consent of the Management Board – senior managers of the bank reporting directly to the Management Board. The Chairman of the Audit Committee is entitled, in addition to the Chairman of the Supervisory Board, to obtain information directly from the Head of Compliance. The Audit Committee is responsible for acknowledging communications about significant reductions in the compliance budget and for taking receipt of and handling the report by the Head of Compliance on the appropriateness and effectiveness of the principles, methods and procedures in accordance with Section 33 (1) sentence 2 No. 5 of the German Securities Trading Act (WpHG) (Compliance Report). The Compliance Report is issued at least once a year. The Head of Group Audit regularly reports to the Audit Committee on its ongoing work. The Audit Committee is informed about special audits, substantial complaints and other exceptional measures on the part of bank regulatory authorities. It has functional responsibility for receiving and handling complaints concerning accounting, internal audit process and issues relating to the audit. The Audit Committee supports the Supervisory Board in connection with its approval for mandates engaging the auditor for non-audit-related services (in this context, see also the Principal Accountant Fees and Services section starting on page 505 of the Corporate Governance Statement/Corporate Governance Report). The Audit Committee held ten meetings in 2014.

The current members of the Audit Committee are John Cryan (Chairman), Dr. Paul Achleitner, Henriette Mark, Gabriele Platscher, Bernd Rose and Professor Dr. Klaus Rüdiger Trützscher.

**Risk Committee:** The Risk Committee advises the Supervisory Board, in particular on the current and future overall risk appetite and overall risk strategy and supports the Supervisory Board in monitoring the implementation of this strategy by the upper management level. The Risk Committee monitors the terms and conditions in the client business to ensure they are in line with the bank's business model and risk structure. If this is not the case, the Risk Committee requests proposals from the Management Board on how the terms and conditions in the client business could be structured to bring them into line with the bank's business model and risk structure, and monitors their implementation. The Risk Committee examines whether the incentives set by the compensation system take into consideration the company's risk, capital and liquidity structure as well as the likelihood and timing of earnings. The Risk Committee also performs all of the tasks assigned to it by law or regulatory authorities. It handles loans which require a resolution by the Supervisory Board pursuant to law or our Articles of Association. Subject to its review, it grants its approval for the acquisition of shareholdings in other companies that amount to between 2 % and 3 % of our regulatory banking capital if it is likely that the shareholding will not remain in our full or partial possession for more than twelve months. At the meetings of the Risk Committee, the Management Board reports on credit, market, liquidity, operational, litigation and reputational risks. The Management Board also reports on risk strategy, credit portfolios, loans requiring Supervisory Board approval pursuant to law or our Articles of Association, questions of capital resources and matters of special importance due to the risks they entail (for additional information on the disclosure of the risk management objectives and policies for individual risk categories, please see the Risk Report starting on page 56 of the Financial Report). The Chairman of the Risk Committee is entitled to obtain, in connection with its activities, information directly from the Management Board, the head of internal audit and the head of risk controlling and – with the prior consent of the Management Board – senior managers of the bank reporting directly to the Management Board. The Risk Committee held seven meetings in 2014.

The current members of the Risk Committee are Dr. Paul Achleitner (Chairman until January 28, 2015), Dina Dublon (Chairperson since January 28, 2015), John Cryan, Suzanne Labarge (until June 30, 2014), Louise Parent (since July 29, 2014) and Rudolf Stockem.

**Integrity Committee:** The Integrity Committee continually advises and monitors the Management Board with regard to whether management is committed to the economically sound, sustainable development of the company while observing the principles of sound, responsible management, fulfilling the company's social responsibilities and protecting the natural resources of the environment (environmental, social and governance (ESG) issues); and with regard to whether the business management is aligned to these with the objective of a holistic corporate culture. The Integrity Committee deals, in particular, with the following matters: It monitors the Management Board's measures to ensure the company's compliance with legal requirements, authorities' regulations and the company's own in-house policies. It regularly reviews the bank's Code of Business Conduct and Ethics to foster exemplary conduct on the part of company employees, both within and outside the company, and that such conduct is not just aligned to formal compliance with statutory requirements. It observes and analyzes the legal and reputational risks that are material to the bank and advocates their avoidance. For this purpose, it advises the Management Board on how to generate awareness of the importance of such risks. For the avoidance of significant legal and reputational risks, it regularly checks whether the risk management provides an appropriate basis for the Supervisory Board to properly perform its monitoring tasks. As necessary, it prepares decisions of the Supervisory Board to ensure the adequate involvement of the Supervisory Board in the bank's risk management. The Integrity Committee also prepares the Supervisory Board decisions on pursuing recourse claims or taking other measures against current or former members of the Management Board. The Integrity Committee held fifteen meetings in 2014.

The current members of the Integrity Committee are Georg Thoma (Chairman), Dr. Paul Achleitner, Sabine Irrgang, Timo Heider, Martina Klee and Peter Löscher.

**Compensation Control Committee:** The Compensation Control Committee supports the Supervisory Board in the appropriate structuring of the compensation systems for senior management. It monitors the appropriate structure of the compensation systems for senior management and employees and, in particular, the appropriate structure of the compensation for the heads of the risk control function and compliance function and for the employees who have a material influence on the bank's overall risk profile. It supports the Supervisory Board in monitoring the appropriate structure of the compensation systems for the company's employees and assesses the effects of the compensation systems on risk, capital and liquidity management, while ensuring that the compensation systems are aligned to the business strategy focused on the bank's sustainable development, to the risk strategies derived from this and to the compensation strategies at the company and Group levels. The Compensation Control Committee prepares the Supervisory Board's resolutions on the compensation of senior management, considering, in particular, the effects of the resolutions on the company's risks and risk management. The long-term interests of shareholders, investors and other stakeholders as well as the public interest are also taken into account. It prepares the Supervisory Board's resolutions on setting the total amount of variable compensation for senior managers in accordance with Section 45 (2) sentence 1 No. 5a of the German Banking Act (KWG) in consideration of Section 7 of the Regulation on Remuneration in Financial Institutions (InstitutsVV) and on setting the appropriate compensation parameters, targets for contributions to performance, payment and deferral periods as well as the conditions for a full forfeiture or partial reduction of variable compensation. It also checks regularly, at least annually, whether the adopted specifications are still appropriate. Furthermore, it checks, as part of its support to the Supervisory Board in monitoring the appropriate structure of the compensation systems for employees, regularly, but at least annually, in particular, whether the total amount of variable compensation has been set in accordance with Section 45 (2) sentence 1 No. 5a of the German Banking Act (KWG) in consideration of Section 7 of the Regulation on Remuneration in Financial Institutions (InstitutsVV) and whether the specified principles to assess the compensation parameters, contributions to performance as well as the payment and deferral periods, including the conditions for a full forfeiture or partial reduction of the variable compensation, are appropriate. In addition, it supports the Supervisory Board in monitoring whether the internal controls and other relevant areas are properly involved in the structuring of the compensation systems. The Compensation Control Committee held seven meetings in 2014.

The current members of the Compensation Control Committee are Dr. Paul Achleitner (Chairman), Frank Bsirske, Alfred Herling and Professor Dr. Henning Kagermann.

**Mediation Committee:** In addition to these six committees, the Mediation Committee, which is required by German law, makes proposals to the Supervisory Board on the appointment or dismissal of members of the Management Board in cases where the Supervisory Board is unable to reach a two-thirds majority decision with respect to the appointment or dismissal. The Mediation Committee only meets if necessary and did not hold any meetings in 2014.

The current members of the Mediation Committee are Dr. Paul Achleitner (Chairman), Alfred Herling, Professor Dr. Henning Kagermann and Stephan Szukalski.

Further details regarding the Chairman’s Committee, the Nomination Committee, the Audit Committee, the Risk Committee, the Integrity Committee and the Compensation Control Committee are regulated in separate Terms of Reference. The current versions are available on our website, along with the Terms of Reference for the Supervisory Board (see: [www.deutsche-bank.com/corporate-governance](http://www.deutsche-bank.com/corporate-governance)).

### Share Plans

For information on our employee share programs, please refer to Note 35 “Employee Benefits” to the Consolidated Financial Statements.

## Reporting and Transparency

### Directors’ Compensation

For information on the compensation of the members of the Management Board and Supervisory Board, please refer to our detailed Compensation Report in the Management Report.

### Directors’ Share Ownership

**Management Board.** For information on the share ownership of the Management Board, please refer to our detailed Compensation Report in the Management Report.

**Supervisory Board.** The members of our Supervisory Board held the following numbers of our shares and share awards under our employee share plans.

Members of the Supervisory Board	Number of shares	Number of share awards
Dr. Paul Achleitner	0	0
Frank Bsirske	0	0
John Cryan	0	0
Dina Dublon	0	0
Katherine Garrett-Cox	0	0
Timo Heider	0	0
Alfred Herling	1,499	10
Sabine Irrgang	707	10
Professor Dr. Henning Kagermann	0	0
Martina Klee	1,099	0
Peter Löscher	0	0
Henriette Mark	960	10
Louise Parent	0	0
Gabriele Platscher	1,018	4
Bernd Rose	0	0
Rudolf Stockem	0	0
Stephan Szukalski	0	0
Dr. Johannes Teysen	0	0
Georg Thoma	2,250	0
Professor Dr. Klaus Rüdiger Trützschler	2,950	0
<b>Total</b>	<b>10,483</b>	<b>34</b>

The members of the Supervisory Board held 10,483 shares, amounting to less than 0.01 % of our shares as of February 23, 2015.

As listed in the “Number of share awards” column in the table, the members who are employees of Deutsche Bank hold matching awards granted under the Global Share Purchase Plan, which are scheduled to be delivered to them on November 1, 2015.

As described in the “Management Report: Compensation Report: Compensation System for Supervisory Board Members”, 25 % of each member’s compensation for services as a member of the Supervisory Board for a given prior year is, rather than being paid in cash, converted into notional shares of Deutsche Bank in February of the following year. The cash value of the notional shares is paid to the member in February of the year following his departure from the Supervisory Board or the expiration of his term of office, based on the market price of the Deutsche Bank share near the payment date. The table in the section specified above shows the number of notional shares that were credited in February 2015 to members of the Supervisory Board as part of their 2014 compensation.

## Related Party Transactions

For information on related party transactions please refer to Note 38 “Related Party Transactions”.

## Auditing and Controlling

### Audit Committee Financial Expert

The Supervisory Board determined that Dr. Paul Achleitner, John Cryan and Professor Dr. Klaus Rüdiger Trützschler, who are members of its Audit Committee, are “audit committee financial experts”, as such term is defined by the implementation rules of the U.S. Securities and Exchange Commission issued pursuant to Section 407 of the Sarbanes-Oxley Act of 2002. These audit committee financial experts are “independent” of the bank, as defined in Rule 10A-3 under the U.S. Securities Exchange Act of 1934 and Section 100 (5) of the German Stock Corporation Act (AktG). In accordance with the provisions of Sections 107 (4) and 100 (5) of the German Stock Corporation Act (AktG) as well as Section 25d (9) of the German Banking Act (KWG), they have the required expert knowledge in financial accounting and auditing. For a description of their experience, please see “Management Report: Corporate Governance Statement/Corporate Governance Report: Management Board and Supervisory Board: Supervisory Board” on pages 496 to 500 of the Financial Report.

### Compensation Control Committee Compensation Expert

Since January 1, 2014, pursuant to Section 25d (12) of the German Banking Act (KWG), at least one member of the Compensation Control Committee must have sufficient expertise and professional experience in the field of risk management and risk controlling, in particular, with regard to the mechanisms to align compensation systems to the company’s overall risk appetite and strategy and the bank’s capital base. The Supervisory Board determined that Dr. Paul Achleitner and Professor Dr. Henning Kagermann, members of the Compensation Control Committee, fulfill the requirements of Section 25d (12) of the German Banking Act (KWG) and therefore have the required expertise and professional experience in risk management and risk controlling.

### Code of Business Conduct and Ethics

Deutsche Bank’s Code of Business Conduct and Ethics describes the values and minimum standards for ethical business conduct that we expect all of our employees to follow. These values and standards govern employee interactions with our clients, competitors, business partners, government and regulatory authorities, and shareholders, as well as with other employees. The Code contains a voluntary commitment from the Management Board and the Group Executive Committee. It reflects our values and beliefs. In addition, it

forms the cornerstone of our policies, which provide guidance on compliance with applicable laws and regulations.

In accordance with Section 406 of the Sarbanes-Oxley Act of 2002, we adopted a code of ethics with special obligations that apply to our “Senior Financial Officers”, which currently consist of Deutsche Bank’s Co-Chairmen of the Management Board, Chief Financial Officer, Head of Group Reporting and the members of the Group Finance Committee. There were no amendments or waivers to this code of ethics in 2014. Information regarding any future amendments or waivers will be published on Deutsche Bank’s code of ethics website, referred to below.

The current versions of the codes of ethics are available from Deutsche Bank’s website: [www.deutsche-bank.com/ir/en/content/code\\_of\\_ethics.htm](http://www.deutsche-bank.com/ir/en/content/code_of_ethics.htm).

### Principal Accountant Fees and Services

In accordance with German law, our principal accountant is appointed at our Annual General Meeting based on a recommendation of our Supervisory Board. The Audit Committee of our Supervisory Board prepares such a recommendation. Subsequent to the principal accountant’s appointment, the Audit Committee awards the contract and in its sole authority approves the terms and scope of the audit and all audit engagement fees as well as monitors the principal accountant’s independence. KPMG AG Wirtschaftsprüfungsgesellschaft was our principal accountant for the 2013 and 2014 fiscal years, respectively.

The table set forth below contains the aggregate fees billed for each of the last two fiscal years by KPMG AG Wirtschaftsprüfungsgesellschaft and the worldwide member firms of KPMG International in each of the following categories: (1) Audit fees, which are fees for professional services for the audit of our annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years, (2) Audit-related fees, which are fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as Audit fees, (3) Tax-related fees, which are fees for professional services rendered for tax compliance, tax consulting and tax planning, and (4) All other fees, which are fees for products and services other than Audit fees, Audit-related fees and Tax-related fees. These amounts include expenses and exclude Value Added Tax (VAT).

Fee category in € m.	2014	2013
Audit fees	54	55
Audit-related fees	14	16
Tax-related fees	8	8
All other fees	2	0
<b>Total fees<sup>1</sup></b>	<b>78</b>	<b>79</b>

The Audit fees figure excludes the audit fees for Postbank and its subsidiaries, as they are currently not audited by KPMG. The decrease in Audit fees is mainly driven by additional costs caused by an extraordinary annual meeting in 2013. The Audit-related fees include fees for accounting advisory, due diligence relating to actual or contemplated acquisitions and dispositions, attestation engagements and other agreed-upon procedure engagements. Our Tax-related fees include fees for services relating to the preparation and review of tax returns and related compliance assistance and advice, tax consultation and advice relating to Group tax planning strategies and initiatives and assistance with assessing compliance with tax regulations. All other fees were incurred for project-related advisory services.

United States law and regulations, and our own policies, generally require that all engagements of our principal accountant be pre-approved by our Audit Committee or pursuant to policies and procedures adopted by it. Our Audit Committee has adopted the following policies and procedures for consideration and approval of requests to engage our principal accountant to perform non-audit services. Engagement requests must in the first instance be submitted to the Accounting Engagement Team established and supervised by our Group Finance Committee, whose members consist of our Chief Financial Officer and senior members of our Finance and Tax



departments. If the request relates to services that would impair the independence of our principal accountant, the request must be rejected. Our Audit Committee has given its pre-approval for specified assurance, financial advisory and tax services, provided the expected fees for any such service do not exceed € 1 million. If the engagement request relates to such specified pre-approved services, it may be approved by the Accounting Engagement Team. The Group Finance Committee must thereafter report such approval to the Audit Committee. If the engagement request relates neither to prohibited non-audit services nor to pre-approved non-audit services, it must be forwarded by the Group Finance Committee to the Audit Committee for consideration. In addition, to facilitate the consideration of engagement requests between its meetings, the Audit Committee has delegated approval authority to several of its members who are “independent” as defined by the Securities and Exchange Commission and the New York Stock Exchange. Such members are required to report any approvals made by them to the Audit Committee at its next meeting.

Additionally, United States law and regulations permit the pre-approval requirement to be waived with respect to engagements for non-audit services aggregating to no more than five percent of the total amount of revenues we paid to our principal accountant, if such engagements were not recognized by us at the time of engagement and were promptly brought to the attention of our Audit Committee or a designated member thereof and approved prior to the completion of the audit. In 2013 and 2014, the percentage of the total amount of revenues we paid to our principal accountant for non-audit services in each category that was subject to such a waiver was less than 5 % for each year.

## Compliance with the German Corporate Governance Code

### Declaration pursuant to Section 161 German Stock Corporation Act (AktG) (Declaration of Conformity 2014)

The Declaration of Conformity pursuant to Section 161 of the Stock Corporation Act, last issued by the Supervisory Board and Management Board on October 29, 2013, was reissued at the meeting of the Supervisory Board on October 29, 2014. The Management Board and Supervisory Board state according to Section 161 of the Stock Corporation Act:

1. The last Declaration of Conformity was issued on October 29, 2013. Since then Deutsche Bank AG has complied with the recommendations of the “Government Commission’s German Corporate Governance Code” in the version dated May 13, 2013, published in the Bundesanzeiger on June 10, 2013, with the following exceptions:

– Relating to No. 5.3.3, according to which the Supervisory Board is to form a Nomination Committee composed exclusively of shareholder representatives. Due to the requirements of Section 25 (d) German Banking Act (KWG), Deutsche Bank AG does not fully comply with the recommendations in No. 5.3.3. Section 25 (d) KWG stipulates that the Nomination Committee of the Supervisory Board of Deutsche Bank AG must take on additional tasks that should be performed not solely by the shareholder representatives on the Supervisory Board. For this reason, the Nomination Committee also comprises representatives of the employees. However, it will be ensured that the candidate recommendations for the election proposals to the General Meeting will be made exclusively by the Committee’s shareholder representatives.

– Relating to No. 4.2.3 (3), according to which, for pension schemes, the Supervisory Board is to establish the targeted pension level – also considering the length of service as Management Board member – and to take into account the resulting annual and long-term expense for the company. For the members of the Management Board of Deutsche Bank AG, there was a defined contribution plan with annual contribution amounts that were calculated on an assessment basis linked to the respective fixed and variable compensation amounts. As a result, the amount of the annual contribution amounts varied and a definition of the targeted pension level was neither possible, nor intended. With retroactive effect as of January 1, 2014, Deutsche Bank AG changed the pension plan commitments so that the annual contributions are awarded as fixed amounts that are no

longer dependent on the amount of compensation. This makes it possible – for specific award periods – to calculate and state the targeted pension level. We therefore hold the opinion that we diverged from No. 4.2.3 (3) only until the new rules became retroactively effective on January 1, 2014, and that starting from this date we have complied with the recommendation because, based on the conditions of the agreements concluded with each individual, a pension benefit as of a given leaving date can be determined.

2. The Code recommends in No. 4.2.3 (2) sentence 6 that the amount of compensation for the Management Board members is to be capped, both overall and with regard to variable compensation components. The existing employment contracts (in conjunction with equity plan conditions) of the Management Board members provide for a limit (cap) in the awarding of total compensation and their variable compensation components. In this context, some hold the view that such limits would have to apply not only to the granting and awarding of the compensation components but also to their later payout. Although Deutsche Bank AG does not consider this view to be convincing, we state merely as a precautionary measure that a limit (cap) has not been set for the payout amount of the deferred equity-based compensation and that therefore Deutsche Bank AG has not complied with the recommendation in No. 4.2.3 (2) sentence 6 according to this interpretation.

3. On June 24, 2014, the “Government Commission on the German Corporate Governance Code” submitted a new version of the Code, which was published in the Bundesanzeiger on September 30, 2014. The changes serve solely as clarifying explanations of the model tables for Management Board compensation 2014. Deutsche Bank AG has thus complied with the new version with the exceptions stated above and complies as of today with this version of the Code with the following exceptions:

- Relating to No. 5.3.3, based on the reason specified above in 1., first indentation.
- Relating to No. 4.2.3 (2) sentence 6, based on the reason stated in 2. above.

#### Statement on the Suggestions of the German Corporate Governance Code

Deutsche Bank voluntarily complies with the suggestions of the Code in the version dated June 24, 2014, with the following exceptions:

- The representatives appointed by Deutsche Bank to exercise shareholders’ voting rights can be reached by those attending the General Meeting until just before voting commences. The representatives are reachable by those not attending until 12 noon on the day of the General Meeting using the instruction tool in the Internet (Code No. 2.3.2). In this manner, the risk of any technical disruptions directly before voting takes place can basically be excluded. The broadcast through the Internet also ends at the latest at this time, which means information useful for forming an opinion can no longer be expected after this point by shareholders who only participate through proxies.
- Our broadcast of the General Meeting through the Internet (Code No. 2.3.3) covers the opening of the General Meeting by the Chairman and the report of the Management Board. The shareholders are thus free to hold their discussions with management unencumbered by a public broadcast to a wide audience.

# 5

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## Management Board

Jürgen Fitschen  
Co-Chairman

Anshuman Jain  
Co-Chairman

Stefan Krause

Dr. Stephan Leithner

Stuart Wilson Lewis

Rainer Neske

Henry Ritchotte

Christian Sewing  
since January 1, 2015

## Supervisory Board

**Dr. Paul Achleitner**  
– Chairman  
Munich

**Alfred Herling\***  
– Deputy Chairman  
Deutsche Bank AG,  
Wuppertal

**Frank Bsirske\***  
Chairman of the trade union ver.di  
(Vereinte Dienstleistungsgewerkschaft),  
Berlin

**John Cryan**  
President Europe, Head Africa,  
Head Portfolio Strategy, Head Credit  
Portfolio, Temasek International  
Pte Ltd.  
(until July 31, 2014),  
London

**Dina Dublon**  
New York

**Katherine Garrett-Cox**  
Chief Executive Officer of  
Alliance Trust Plc,  
Brechin, Angus

**Timo Heider\***  
BHW Bausparkasse AG,  
Emmerthal

**Sabine Irrgang\***  
Deutsche Bank AG,  
Mannheim

**Prof. Dr. Henning Kagermann**  
President of acatech – German  
Academy of Science  
and Engineering,  
Königs Wusterhausen

**Martina Klee\***  
Deutsche Bank AG,  
Frankfurt am Main

**Suzanne Labarge**  
until June 30, 2014  
Oakville

**Peter Löscher**  
Chief Executive Officer  
Renova Management AG,  
Munich

**Henriette Mark\***  
Deutsche Bank AG,  
Munich

**Louise Parent**  
since July 1, 2014  
Of Counsel, Cleary Gottlieb Steen &  
Hamilton LLP,  
New York

**Gabriele Platscher\***  
Deutsche Bank Privat- und  
Geschäftskunden AG,  
Braunschweig

**Bernd Rose\***  
Postbank GBR Filialbetrieb AG and  
Postbank Filial GmbH,  
Menden

**Rudolf Stockem\***  
Trade Union Secretary of ver.di –  
Vereinte Dienstleistungsgewerkschaft,  
Aachen

**Stephan Szukalski\***  
Deutsche Postbank AG,  
Frankfurt am Main

**Dr. Johannes Teysen**  
Chairman of the  
Management Board of E.ON SE,  
Dusseldorf

**Georg Thoma**  
Of Counsel, Shearman & Sterling LLP  
(Partner until December 31, 2014),  
Neuss

**Prof. Dr. Klaus Rüdiger Trützschler**  
Essen

\*Elected by the employees in Germany

## Committees

### Chairman's Committee

Dr. Paul Achleitner  
– Chairman

Frank Bsirske\*

Alfred Herling\*

Prof. Dr. Henning Kagermann

### Mediation Committee

Dr. Paul Achleitner  
– Chairman

Alfred Herling\*

Prof. Dr. Henning Kagermann

Stephan Szukalski\*

### Audit Committee

John Cryan  
– Chairman

Dr. Paul Achleitner

Henriette Mark\*

Gabriele Platscher\*

Bernd Rose\*

Prof. Dr. Klaus Rüdiger Trützschler

### Risk Committee

Dina Dublon  
– Chairperson (since January 28,  
2015)

Dr. Paul Achleitner  
(Chairman until January 28, 2015)

John Cryan

Suzanne Labarge  
until June 30, 2014

Louise Parent  
since July 1, 2014

Rudolf Stockem\*

### Nomination Committee

Dr. Paul Achleitner  
– Chairman

Frank Bsirske\*

Alfred Herling\*

Prof. Dr. Henning Kagermann

Dr. Johannes Teysen

### Integrity Committee

Georg Thoma  
– Chairman

Dr. Paul Achleitner

Timo Heider\*

Sabine Irrgang\*

Martina Klee\*

Peter Löscher

### Compensation Control Committee

Dr. Paul Achleitner  
– Chairman

Frank Bsirske\*

Alfred Herling\*

Prof. Dr. Henning Kagermann

\*Elected by the employees in Germany.

## Advisory Boards

The Advisory Boards are published on  
Deutsche Bank's website at  
[www.db.com/advisory-boards](http://www.db.com/advisory-boards)

## Group Five-Year Record

Balance Sheet in € m.	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012	Dec 31, 2011	Dec 31, 2010
Total assets	1,708,703	1,611,400	2,022,275	2,164,103	1,905,630
Loans	405,612	376,582	397,377	412,514	407,729
Total liabilities <sup>1</sup>	1,635,481	1,566,434	1,968,035	2,109,443	1,855,262
Total shareholders' equity <sup>1</sup>	68,351	54,719	54,001	53,390	48,819
Noncontrolling interests	253	247	239	1,270	1,549
Tier 1 capital <sup>2</sup>	50,695	50,717	50,483	49,047	42,565
Total regulatory capital <sup>2</sup>	63,072	55,464	57,015	55,226	48,688
<b>Income Statement in € m.</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
Net interest income	14,272	14,834	15,975	17,445	15,583
Provision for credit losses	1,134	2,065	1,721	1,839	1,274
Commissions and fee income <sup>3</sup>	12,409	12,308	11,809	11,878	10,669
Net gains (losses) on financial assets/liabilities at fair value through profit or loss <sup>3</sup>	4,299	3,817	5,608	2,724	3,354
Other noninterest income (loss)	969	956	344	1,181	(1,039)
<b>Total noninterest income</b>	<b>17,677</b>	<b>17,082</b>	<b>17,761</b>	<b>15,783</b>	<b>12,984</b>
Compensation and benefits	12,512	12,329	13,490	13,135	12,671
General and administrative expenses	14,654	15,126	15,017	12,657	10,133
Policyholder benefits and claims	289	460	414	207	485
Impairment of intangible assets	111	79	1,886	0	29
Restructuring activities	133	399	394	0	0
<b>Total noninterest expenses</b>	<b>27,699</b>	<b>28,394</b>	<b>31,201</b>	<b>25,999</b>	<b>23,318</b>
<b>Income before income taxes</b>	<b>3,116</b>	<b>1,456</b>	<b>814</b>	<b>5,390</b>	<b>3,975</b>
Income tax expense	1,425	775	498	1,064	1,645
<b>Net income</b>	<b>1,691</b>	<b>681</b>	<b>316</b>	<b>4,326</b>	<b>2,330</b>
Net income (loss) attributable to noncontrolling interests	28	15	53	194	20
Net income attributable to Deutsche Bank shareholders	1,663	666	263	4,132	2,310
<b>Key figures</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
Basic earnings per share <sup>4</sup>	€ 1.34	€ 0.64	€ 0.27	€ 4.25	€ 2.93
Diluted earnings per share <sup>4</sup>	€ 1.31	€ 0.62	€ 0.26	€ 4.11	€ 2.80
Dividends paid per share in period	€ 0.75	€ 0.75	€ 0.75	€ 0.75	€ 0.75
Return on average shareholders' equity (post-tax)	2.7 %	1.2 %	0.5 %	8.2 %	5.5 %
Pre-tax return on average shareholders' equity	5.0 %	2.6 %	1.3 %	10.2 %	9.5 %
Cost/income ratio	86.7 %	89.0 %	92.5 %	78.2 %	81.6 %
Common Equity Tier 1 capital ratio <sup>2</sup>	15.2 %	12.8 %	11.4 %	9.5 %	8.7 %
Tier 1 capital ratio <sup>2</sup>	16.1 %	16.9 %	15.1 %	12.9 %	12.3 %
Total regulatory capital ratio <sup>2</sup>	17.2 %	18.5 %	17.1 %	14.5 %	14.1 %
Employees (full-time equivalent) <sup>5</sup>	98,138	98,254	98,219	100,996	102,062

<sup>1</sup> The initial acquisition accounting for ABN AMRO, which was finalized at March 31, 2011, resulted in a retrospective adjustment of retained earnings of € (24) million for December 31, 2010.

<sup>2</sup> Figures presented for 2014 are based on the transitional rules of the CRR/CRD 4 framework. Figures presented for 2013, 2012 and 2011 are based on "Basel 2.5". Figures presented for 2010 are based on "Basel 2". The capital ratios relate the respective capital to risk-weighted assets. Until 2013 transitional items pursuant to the former Section 64h (3) of the German Banking Act are excluded.

<sup>3</sup> Prior periods have been restated. For further details please refer to Note 1 "Significant Accounting Policies and Critical Accounting Estimates" of this report.

<sup>4</sup> The number of average basic and diluted shares outstanding has been adjusted in order to reflect the effect of the bonus element of the subscription rights issue in connection with the capital increases in June 2014 and October 2010.

<sup>5</sup> Deutsche Postbank aligned its FTE definition to Deutsche Bank which reduced the Group number as of December 31, 2011 by 260 (prior periods not restated).



## Declaration of Backing

Deutsche Bank AG ensures, except in the case of political risk, that the following companies are able to meet their contractual liabilities:

DB Investments (GB) Limited, London

Deutsche Asset & Wealth Management International GmbH, Frankfurt am Main

Deutsche Asset & Wealth Management Investment GmbH, Frankfurt am Main

Deutsche Australia Limited, Sydney

DEUTSCHE BANK A.Ş., Istanbul

Deutsche Bank Americas Holding Corp., Wilmington

Deutsche Bank (China) Co., Ltd., Beijing

Deutsche Bank Europe GmbH, Frankfurt am Main

Deutsche Bank Luxembourg S.A., Luxembourg

Deutsche Bank (Malaysia) Berhad, Kuala Lumpur

Deutsche Bank Nederland N.V., Amsterdam

Deutsche Bank Polska Spółka Akcyjna, Warsaw

Deutsche Bank Privat- und Geschäftskunden AG, Frankfurt am Main

Deutsche Bank S.A., Buenos Aires

Deutsche Bank S.A. – Banco Alemão, São Paulo

Deutsche Bank, Sociedad Anónima Española, Madrid

Deutsche Bank Società per Azioni, Milan

Deutsche Bank (Suisse) SA, Geneva

Deutsche Bank Trust Company Americas, New York

Deutsche Futures Singapore Pte Ltd, Singapore

Deutsche Holdings (Malta) Ltd., St. Julians

Deutsche Immobilien Leasing GmbH, Düsseldorf

Deutsche Morgan Grenfell Group Public Limited Company, London

Deutsche Postbank AG, Bonn

Deutsche Securities Inc., Tokyo

Deutsche Securities Asia Limited, Hong Kong

Deutsche Securities Limited, Hong Kong

DWS Holding & Service GmbH, Frankfurt am Main

DWS Investment S.A., Luxembourg

norisbank GmbH, Berlin

Public joint-stock company "Deutsche Bank DBU", Kiev

OOO "Deutsche Bank", Moscow

Sal. Oppenheim jr. & Cie. AG & Co. KGaA, Köln

## Impressum / Publications

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Investor Relations:  
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db.ir@db.com

### Publications relating to our financial reporting

Please note that Deutsche Bank Group's annual report consists of two separate sections: Annual Review 2014 and Financial Report 2014.

- Annual Review 2014  
(German and English)
- Financial Report 2014  
(German and English)
- Corporate Responsibility Report 2014  
(German and English)
- Annual Financial Statements and Management Report of Deutsche Bank AG 2014  
(German and English)

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### Online

All publications relating to our financial reporting are available at:  
www.db.com/14

### Publication

Published on March 20, 2015.

### Cautionary statement regarding forward-looking statements

This report contains forward-looking statements. Forward-looking statements are statements that are not historical facts; they include statements about our beliefs and expectations and the assumptions underlying them. These statements are based on plans, estimates and projections as they are currently available to the management of Deutsche Bank. Forward-looking statements therefore speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

By their very nature, forward-looking statements involve risks and uncertainties. A number of important factors could therefore cause actual results to differ materially from those contained in any forward-looking statement. Such factors include the conditions in the financial markets in Germany, in Europe, in the United States and elsewhere from which we derive a substantial portion of our revenues and in which we hold a substantial portion of our assets, the development of asset prices and market volatility, potential defaults of borrowers or trading counterparties, the implementation of our strategic initiatives, the reliability of our risk management policies, procedures and methods, and other risks referenced in our filings with the U.S. Securities and Exchange Commission. Such factors are described in detail in our SEC Form 20-F of March 20, 2015 under the heading "Risk Factors." Copies of this document are readily available upon request or can be downloaded from [www.deutsche-bank.com/ir](http://www.deutsche-bank.com/ir).

# 2015

## Financial Calendar

- April 29, 2015  
Interim Report as of March 31, 2015
- May 21, 2015  
Annual General Meeting in the Festhalle  
Frankfurt am Main (Exhibition Center)
- May 22, 2015  
Dividend payment
- July 30, 2015  
Interim Report as of June 30, 2015
- October 28, 2015  
Interim Report as of September 30, 2015

# 2016

## Financial Calendar

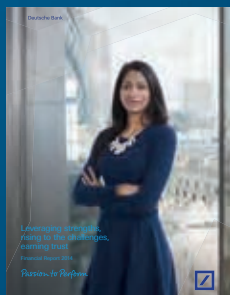
- January 28, 2016  
Preliminary results for the 2015 financial year
- March 15, 2016  
Annual Report 2015 and Form 20-F
- April 28, 2016  
Interim Report as of March 31, 2016
- May 19, 2016  
Annual General Meeting in the Festhalle  
Frankfurt am Main (Exhibition Center)
- May 20, 2016  
Dividend payment
- July 2  
Interim Report as of June 30, 2016
- October 27, 2016  
Interim Report as of September 30, 2016

### Annual Review 2014



- Print version
- PDF download
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[www.db.com/14](http://www.db.com/14)

### Financial Report 2014



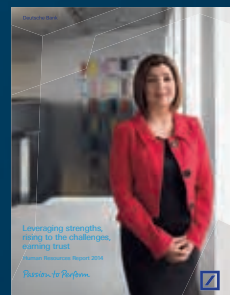
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### Corporate Responsibility Report 2014



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### Human Resources Report 2014



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**B. Financial statement and management report (HGB) of Deutsche Bank AG for the financial year ending 31 December 2014 (audited)**

# Annual Financial Statements and Management Report of Deutsche Bank AG 2014

*Passion to Perform*



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# 1

## Management Report

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# Operating and Financial Review

## Our Organization

Headquartered in Frankfurt am Main, Germany, we are the largest bank in Germany and one of the largest financial institutions in Europe and the world, as measured by total assets of € 1,718 billion as of December 31, 2014. As of that date, we employed 98,138 people on a full-time equivalent basis and operated in 71 countries out of 2814 branches worldwide, of which 66 % were in Germany. We offer a wide variety of investment, financial and related products and services to private individuals, corporate entities and institutional clients around the world.

Following a comprehensive strategic review, we realigned our organizational structure in the fourth quarter 2012. We reaffirmed our commitment to the universal banking model and to our four existing corporate divisions. We strengthened this emphasis with an integrated Deutsche Asset & Wealth Management Corporate Division that includes former Corporate Banking & Securities businesses such as exchange-traded funds (ETFs). Furthermore, we created a Non-Core Operations Unit. This unit includes the former Group Division Corporate Investments (CI) as well as non-core operations which were re-assigned from other corporate divisions.

As of December 31, 2014 we were organized into the following five corporate divisions:

- Corporate Banking & Securities (CB&S)
- Private & Business Clients (PBC)
- Global Transaction Banking (GTB)
- Deutsche Asset & Wealth Management (Deutsche AWM)
- Non-Core Operations Unit (NCOU)

The five corporate divisions are supported by infrastructure functions. In addition, we have a regional management function that covers regional responsibilities worldwide.

We have 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 many other countries; and
- one or more representatives assigned to serve customers in a large number of additional countries.

CB&S is made up of the business divisions Corporate Finance and Markets. These businesses offer financial products worldwide including the underwriting of stocks and bonds, trading services for investors and the tailoring of solutions for companies' financial requirements. Within our Corporate Finance Business Division, our clients are offered mergers and acquisitions, equity and debt financing and general corporate finance advice. In addition, we provide a variety of financial services to the public sector. The Markets Business Division is responsible for the sales, trading and structuring of a wide range of fixed income, equity, equity-linked, foreign exchange and commodities products. The division aims to deliver solutions for the investing, hedging and other needs of customers. As part of increasing the efficiency of the business our Rates, Flow Credit and FX businesses now operate as an integrated business with a single management team. The Structured Finance business encompasses non-flow financing and structured risk for clients across all industries and asset classes.



The CB&S businesses are supported by the Credit Portfolio Strategies Group (CPSG), which has responsibility for a range of loan portfolios and from 2013 centralized the hedging of certain uncollateralized counterparty derivative exposure, actively managing the risk of these through the implementation of a structured hedging regime.

GTB delivers commercial banking products and services to corporate clients and financial institutions, including domestic and cross-border payments, financing for international trade, lending, as well as the provision of trust, agency, depository, custody and related services. Our business divisions consist of:

- Trade Finance and Cash Management Corporates
- Institutional Cash and Securities Services

Deutsche AWM is one of the world's leading investment organizations. Deutsche AWM helps individuals and institutions worldwide to protect and grow their wealth, offering traditional active, passive and alternative investments across all major asset classes. Deutsche AWM also provides customized wealth management solutions and private banking services to high-net-worth and ultra-high-net-worth individuals and family offices. Deutsche AWM's investment capabilities span both active and passive strategies and a diverse array of asset classes including equities, fixed income, real estate, infrastructure, private equity and hedge funds. The division also offers customized wealth management solutions and private banking services, including lending and discretionary portfolio management.

PBC serves retail and affluent clients as well as small and medium sized business customers. The PBC Corporate Division follows the "Powerhouse" business model comprising three businesses under one strategic steering, supported by a joint services and IT platform in the DB Group:

- Private & Commercial Banking comprises all of PBC's activities in Germany under Deutsche Bank brand.
- Advisory Banking International, which covers PBC's activities in Europe (outside Germany) and Asia including our stake in and partnership with Hua Xia Bank.
- Postbank, which comprises among others Postbank, norisbank, BHW and DB Bauspar.

PBC offers a similar range of banking products and services throughout Europe and Asia, with some variations among countries that are driven by local market, regulatory and customer requirements. We offer Investment and Insurances, Mortgages, Business Products, Consumer Finance, Payments, Cards & Accounts, Deposits, mid-cap related products provided by other divisions as part of our mid-cap joint venture.

In November 2012, we established the NCOU to operate as a separate division alongside Deutsche Bank's core businesses. As set out in Strategy 2015+, our objectives in setting up the NCOU are to improve external transparency of our non-core positions; to increase management focus on the core operating businesses by separating the non-core activities; and to facilitate targeted accelerated de-risking. In addition to managing our global principal investments and holding certain other non-core assets to maturity, targeted de-risking activities within the NCOU will help us reduce risks that are not related to our planned future strategy, thereby reducing capital demand. In carrying out these targeted de-risking activities, the NCOU will prioritize for exit those positions with less favorable capital and risk return profiles to enable DB Group to strengthen its Core Tier 1 capital ratio under Basel 3.

## Economic Environment

### The Global Economy

We estimate that growth of the global economy remained relatively weak at 3.4 % on an annual average in 2014, which was unchanged compared to the year before. After reaching its peak on the previous year at 3.6 % in the first quarter of 2014, growth declined to 3.3 % over the remainder of the year.

On an annual average, growth in industrialized countries accelerated in 2014, while growth in emerging market countries slowed. The economic output growth of industrialized countries is estimated to have increased from 1.2 % in 2013 to 1.7 % in 2014. The reduction in household debt continued to curb growth, especially in the eurozone. The major central banks maintained their extremely expansionary monetary policies, which supported the global economy. Key interest rates remained at historically low levels in 2014, and extensive quantitative easing provided additional stimulus.

In 2014, the eurozone continued its moderate recovery, which had begun mid-2013. After falling by 0.4 % in 2013, GDP rose by 0.9 % on an annual average in 2014, driven primarily by consumer spending. German economic growth accelerated from 0.1 % in 2013 to 1.6 % in 2014. After stagnation over the summer, growth accelerated markedly in the fourth quarter. The German economy is supported by the solid trend in consumer spending, driven by record employment levels and sound real income growth. In response to concerns about a negative feedback loop resulting from weak inflation, a de-anchoring of inflation expectations and a weak banking system that was restricting the credit supply, the European Central Bank (ECB) decided to adopt an even more expansionary policy in 2014. Over the course of the year, the ECB cut its key interest rates to 0.05 %, made liquidity available to the banks via targeted longer-term refinancing operations (TLTROs) and, towards the end of the year, launched a program to purchase covered bonds and asset-backed securities.

Despite the weather-related decline in GDP in the first quarter of 2014, U.S. economic growth accelerated slightly from 2.2 % in 2013 to 2.4 % in 2014. This was thanks to the continuous improvement in employment figures, the fracking boom as well as positive wealth effects from the ongoing recovery of the real estate market and the sharp rise in prices on the stock markets. Growth was also stimulated by the Federal Reserve's expansionary monetary policy. In light of the sound economic trend, the Fed scaled back its asset purchases during 2014 before terminating the program entirely in October.

In Japan, growth declined from 1.6 % in 2013 to stagnation in 2014. This was largely due to the increase in sales tax from 5 % to 8 % in April 2014. The Japanese economy continued to receive support from the country's extremely expansionary fiscal and monetary policies, the first two pillars of "Abenomics". However, the comprehensive structural reforms that constitute the third pillar of Abenomics have, for the most part, still not been implemented.

Economic activity in the emerging market countries slowed from 5.0 % in 2013 to an estimated 4.6 % in 2014. This was partly due to the relatively weak external demand, but also to restrictions on the supply side, for example, slower growth in labor supply and the capital stock. Growth was weaker in all regions, with the sharpest decline in Latin America.

We estimate that economic growth in Asia (excluding Japan) has slightly weakened from 6.6 % in 2013 to 6.5 % in 2014. After growth of 7.7 % in 2013, China's economy expanded by just 7.4 % in 2014, largely as a result of the downturn on the real estate market. Thanks to investor-friendly reforms in India by the new government under Prime Minister Modi, the Indian economy grew at an estimated 7.2 %, which was stronger than in 2013 with 6.9 %.

In the emerging market economies of Eastern Europe, the Middle East and Africa, growth slowed from 2.6 % in 2013 to an estimated 2.2 % in 2014. Growth in Russia declined from 1.3 % in 2013 to 0.6 % in 2014 as a result of the weak trend in commodity prices and sanctions in response to the Ukraine crisis.

We estimate that economic activity in Latin America grew by just 0.8 % in 2014, down from 2.5 % in 2013. In Brazil, political uncertainty surrounding the presidential elections, an interventionist economic policy, high inflation and weak commodity prices had a dampening effect. As a result, we estimate that the Brazilian economy merely stagnated in 2014, following growth of 2.5 % in 2013.

### The Banking Industry

On balance, 2014 was characterized by moderate progress for the banking industry. At the same time, the sharp contrast between Europe and the U.S. continued.

In Europe, lending to households edged up again over the course of the year, while the decline in the volume of lending to firms gradually slowed. Overall, however, there was a moderate decline in private sector lending. On the deposit side, business was remarkably stable given the increasingly serious repercussions of the low interest-rate environment and further cuts in key interest rates. There was consistently strong growth in corporate deposits as well as solid growth in retail deposits. In Germany, both corporate and household lending volumes increased slightly over the course of the year, once again outperforming the eurozone as a whole. In 2014, banks in Europe were far more active in debt funding markets than in the extremely weak preceding years, even though the volume remained below the average over the past decade. At the same time, demand for the ECB's TLTROs was limited. Total assets of eurozone banks saw a moderate increase for the first time since 2011, rising about 2.5 % in the year.

In the U.S., the contrast between corporate and retail lending was even more pronounced in 2014, with a double-digit expansion in the volume of loans to firms compared with sluggish growth in retail loans. There was, however, a solid increase in consumer loans, while mortgages declined slightly. The issuance of mortgage-backed securities also fell – substantially – on the previous year, highlighting the fact that, for the most part, the recent rises in real estate prices in the U.S. were not credit-driven. Banks' deposit volumes again increased sharply in 2014, although the pace of growth slowed suddenly at the end of the year.

Global investment banking delivered a relatively solid performance in 2014, resulting largely from a significant increase in equity origination and a slight increase in bond origination. M&A activity surged. Consequently, both equity underwriting and M&A volumes recorded their highest level since the boom year 2007. Fixed-income trading contracted in 2014. By contrast, equity trading picked up. Revenues in corporate finance increased across the board with the exception of the syndicated loan business, which saw a slight decline. From a regional perspective, revenues in Asia and Europe rose particularly sharply in 2014, albeit from a relatively weak starting point.

Global asset management continued to benefit from growing wealth of high net-worth clients in all key regions. This was largely due to strong stock and bond market gains. The yield on ten-year German government bonds plummeted over the course of the year from just below 2 % to 0.5 %, marking several all-time lows. By contrast, important share indices in North America and Europe reached record highs. Increased market volatility particularly in the second half of the year, with considerable fluctuation in commodity prices (notably the decline in oil prices) and exchange rates, is likely to have had a positive effect on the business.

With regard to changes in banking regulation and financial supervision, in 2014 the focus in Europe was on preparations for the Banking Union, which was launched at the end of the year with the start of the single supervisory mechanism led by the ECB. Prior to the launch, Europe's largest banks underwent a comprehensive balance-sheet assessment and stress test, which enhanced the transparency and cross-border comparability of bank data. In addition, the EU adopted new rules governing the recovery and resolution of failed banks, in which the principle of creditor bail-in plays a key role. In the U.S., a potential increase in capital requirements was again on the agenda, which fuelled a global debate on total loss-absorbing capacity (TLAC). Banks on both sides of the Atlantic continued to be plagued by numerous litigation and enforcement issues, with settlements sometimes involving considerable financial burdens.

Overall, U.S. banks were once again very profitable with net profits matching historical peak levels thanks to a stable trend in the operating business and another slight decline in loan loss provisions. By contrast, the profitability of European banks remained unsatisfactory in light of stagnating revenue levels and increasing expenditures, a decline in the cost of risk notwithstanding.

## Deutsche Bank AG

Deutsche Bank AG is the parent company of Deutsche Bank Group and is its most material component. The management of Deutsche Bank Group is based on IFRS and Group divisions rather than individual group companies. Deutsche Bank AG is fully integrated in the initiatives and target setting of Deutsche Bank Group. The performance of the Group is ultimately driving the performance of Deutsche Bank AG. As the bank has utilized the option under Section 2a of the German Banking Act (KWG) with respect to the regulatory capital, and therefore regulatory capital ratios are only applicable on Group level. We therefore discuss the overall performance based on group financial data. Details on the financial data on a stand-alone basis are given in the following section of the report

## Deutsche Bank Performance

In 2014 we continued to invest in the bank's future growth and in further strengthening our capital base. Revenues remained stable despite challenging markets. While we made progress on OpEx savings, costs were negatively affected by required regulatory spending. We expect 2015 to be a year of further challenges and disciplined implementation; however, we will continue to work diligently towards our 2015 targets and to our strategic vision for Deutsche Bank.

The financial highlights for the Group in the period and key performance Indicators can be summarized as follows:

- Group net revenues of € 31.9 billion in 2014, up € 34 million versus 2013;
- Income before income taxes of € 3.1 billion, up € 1.7 billion versus 2013;
- Net income increased to € 1.7 billion in 2014; up € 1.0 billion versus 2013;
- Cost/income ratio (reported) was 86.7 %, down from 89.0 % in 2013. Cost/income ratio (adjusted) was 74.4 %, up from 72.5 % in 2013;
- CRR/CRD 4 fully loaded Common Equity Tier 1 ratio was 11.7 % at the end of 2014;
- Post-tax return on average active equity (reported) was 2.7 %, up from 1.2 % in 2013. Post-tax return on average active equity (adjusted) was 7.1 %, down from 7.7 % in 2013;
- CRR/CRD 4 fully loaded leverage ratio was 3.5 % at year-end 2014;
- CRR/CRD 4 fully loaded risk-weighted assets of € 394 billion as of December 31, 2014.

Our Group Key Performance Indicators are as follows:

Group Key Performance Indicators	Status end of 2014	Status end of 2013
Post-tax return on average active equity (reported) <sup>1</sup>	2.7 %	1.2 %
Post-tax return on average active equity (adjusted) <sup>2</sup>	7.1 %	7.7 %
Cost/income ratio (reported) <sup>3</sup>	86.7 %	89.0 %
Cost/income ratio (adjusted) <sup>4</sup>	74.4 %	72.5 %
Cost savings <sup>5</sup>	€ 3.3 bn	€ 2.1 bn
Costs to achieve savings <sup>6</sup>	€ 2.9 bn	€ 1.8 bn
CRR/CRD 4 fully loaded Common Equity Tier 1 ratio <sup>7</sup>	11.7 %	9.7 %
Fully loaded CRR/CRD 4 leverage ratio <sup>8</sup>	3.5 %	2.4 % <sup>9</sup>

<sup>1</sup> Based on Net Income attributable to Deutsche Bank shareholders.

<sup>2</sup> Based on Net Income attributable to Deutsche Bank shareholders, adjusted for litigation, CtA, impairment of goodwill and intangible assets, other severances and CRR/CRD 4 Credit Valuation Adjustment (CVA)/Debt Valuation Adjustment (DVA)/Funding Valuation Adjustment (FVA). Calculation is based on an adjusted tax rate of 34 % for year ended December 31, 2014 and 36 % for year ended December 31, 2013.

<sup>3</sup> Total noninterest expenses as a percentage of total net interest income before provision for credit losses plus noninterest income.

<sup>4</sup> Based on noninterest expenses, adjusted for litigation, CtA, impairment of goodwill and intangible assets, policyholder benefits and claims, other severances and other divisional specific cost one-offs; divided by reported revenues.

<sup>5</sup> Cost savings resulting from the implementation of the OpEx program.

<sup>6</sup> Costs-to-achieve (CtA) savings are costs which are directly required for the realisation of savings in the OpEx program.

<sup>7</sup> The CRR/CRD 4 fully loaded Common Equity Tier 1 ratio represents our calculation of our Common Equity Tier 1 ratio without taking into account the transitional provisions of CRR/CRD 4. Further detail on the calculation of this ratio is provided in the Risk Report.

<sup>8</sup> Further detail on the calculation of this ratio is provided in the Risk Report.

<sup>9</sup> Does not take into account recent revisions to the leverage exposure calculation under CRR/CRD 4.

Income before income taxes grew significantly year on year to € 3.1 billion driven by solid performances in the Core businesses, plus lower provision for credit losses and reduced litigation costs compared to 2013 as the resolution of some matters was pushed beyond 2014.

Net revenues in 2014 were € 31.9 billion, up € 34 million from 2013. Despite market challenges, CB&S, GTB and PBC reported increased net revenues in 2014, while Deutsche AWM reported a slight revenue decrease following mark-to-market movements on policyholder positions in Abbey Life. NCOU revenues were down year on year, primarily impacted by a decreasing portfolio following de-risking activities.

Noninterest expenses in 2014 were € 27.7 billion, down 2 % from 2013, benefitting primarily from lower litigation costs. In addition policyholder benefits & claims fell, savings were realized from the OpEx program, and restructuring activity costs decreased. However, compensation and benefits were higher compared to 2013, mainly driven by costs to comply with regulatory compensation requirements.

OpEx program annual cost savings of € 3.3 billion were achieved in 2014, above the € 2.9 billion target for 2014. Cumulative costs to achieve were € 2.9 billion (thereof € 1.2 billion spent in 2014, € 1.3 billion spent in 2013 and € 0.5 billion spent in 2012). However, the prevailing business environment and additional regulatory cost challenges had an adverse impact on our adjusted cost-income ratio and adjusted post-tax return on average active equity.

Our capital position strengthened with a fully loaded Common Equity Tier 1 ratio of 11.7 %, in excess of our strategy 2015+ target. Additionally the fully loaded CRR/CRD 4 leverage ratio was 3.5 % at the end of 2014 based on a CRR/CRD 4 leverage exposure of € 1,445 billion as of December 31, 2014.

Deutsche Bank met the requirements of the Comprehensive Assessment conducted by the European Central Bank (ECB) in 2014. The assessment comprised an Asset Quality Review (AQR) and a Stress Test which modeled the capital adequacy of the Bank under different stress scenarios. The assessment reaffirmed that our capital base exceeds regulatory requirements, even under severe market stress conditions, and underlined the quality of our asset base. The AQR adjustments identified were not material in nature and did not result in changes to the reported results or ratios.

## Executive Summary

Deutsche Bank AG recorded in 2014 a net income of € 1.3 billion after a prior year net income of € 893 million. The increase by € 370 million was the net result of several effects. Reduced net non-operating expenses before taxes, down by € 1.2 billion, were offset by lower operating profit before taxes, which was also down by € 1.2 billion compared to 2013. Lower additions to the fund for general banking risks, down by € 200 million, and a lower tax expense of € 676 million (2013: € 850 million) improved the net profit by € 370 million.

The decrease in the operating profit by € 1.2 billion was mainly driven by higher administrative expenses, up by € 662 million, a reduction in revenues by € 359 million and increased risk provisioning, up by € 171 million.

The reduction in revenues, comprising net interest income, net commission income and net trading results by € 359 million to € 18.5 billion, was the net result of several partly offsetting developments. A slight decrease in net interest income, down by € 43 million, was mainly caused by a reduction in current income, down by € 440 million, whereas interest income from lending, money market transaction and bonds and notes after corresponding interest expenses went up by € 397 million. Net commission income went up by € 381 million. The net trading result before changes in the trading-related special reserve according to Section 340e (4) HGB went down by € 247 million. The non-recurrence of a release of the trading-related special reserve by € 450 million led to an additional reduction in the overall trading result by the same amount compared to prior year.

Total administrative expenses went up by € 662 million to € 13.2 billion. This development was mainly due to an increase in other administrative expenses by € 1.1 billion, thereof € 387 million increase in costs for services rendered between group companies, which was partly offset by an increase in commission income from services rendered to group companies. For the remaining growth in administrative expenses by € 673 million, cost items directly or indirectly triggered by regulation were the main drivers. By contrast, staff expenses were down by € 415 million, mainly based on lower expenses for defined benefit obligations and deferred compensation.

The balance of other operating income/expenses remained stable at € (2.3) billion. Lower litigation-related charges and positive returns from plan assets were offset by a loss on sale of the Cosmopolitan Resort to a group company and net effects from financial instruments outside the trading book. The loss on sale was compensated by a dividend income in the same amount shown under current income from affiliated companies.

Total cost of risk provisioning, consisting of credit related risk provisions and the net result from securities held in the liquidity reserve, went up by € 171 million to € 700 million in 2014, almost evenly driven by higher net risk provisioning and lower positive results from securities held in the liquidity reserve.

The net non-operating expenses before taxes decreased by € 1.2 billion to negative € 95 million in 2014. The main reason for the reduction of the negative balance were lower net impairments of subsidiaries amounting to a net effect of € 57 million (2013: net impairments of € 1.1 billion).

Additions to the fund for general banking risks amounted to € 250 million (2013: addition by € 450 million).

Total tax expense amounted to € 676 million in 2014 (2013: € 850 million).

Total assets went up by € 135 billion to € 1,520 billion as of December 31, 2014, mainly due to increases of positive and negative market values of derivatives in the trading book.

The bank maintained its stable funding and high liquidity base and increased its solid capital position. The issuance of instruments for Additional Tier 1 Regulatory Capital contributed to this position, amounting to € 4.8 billion at year-end 2014.

In 2014 shareholders' equity (excluding distributable profit) increased by € 8.7 billion to € 45.6 billion, due to a capital increase from the issuance of 359.8 million new common shares in June 2014.

The Management Board and the Supervisory Board will propose to the Annual General Meeting a dividend payment of 75 Euro cents per share.

## Income Statement

### Slight decrease of net interest income

Net interest income decreased slightly by € 43 million to € 8.8 billion, caused by a decrease in current income, down by € 440 million, partly offset by increased net interest results from lending and securities less funding cost, up by € 397 million. The decrease in current income was caused by lower profit transfer agreements, down by € 1.6 billion, partly offset by higher income from shares in affiliated companies and participating interests, up by € 931 million, and by income from equity shares increased by € 265 million. Against this development, an increase in interest income from lending and money market transactions, (€ 1.1 billion), was only partly reduced by lower income from bonds and notes, down by € 270 million and higher interest expense (up € 453 million), leading to the aforementioned net effect of € 397 million.

### Increase in net commission income

Net commission income of € 7.2 billion went up by € 381 million compared to the previous year. This development was to a large extent driven by higher net underwriting fees, up by € 191 million, and higher income from services rendered to group companies, which increased by € 173 million.

### Lower net trading result

Deutsche Bank AG reported € 2.5 billion net trading result in 2014, down by € 697 million compared to prior year. This decrease was driven by two factors. The operating net trading result went down by € 247 million. In addition, the non-recurrence of a release of the trading-related special reserve according to Section 340e (4) HGB in prior year lowered the overall net trading result further by € 450 million.

### Lower staff expenses but higher operating costs

Staff expenses decreased by € 415 million to € 5.0 billion. The main drivers for this reduction are lower charges for defined benefit obligations as well as reduced expenses for deferred compensation.

The table below gives a geographical breakdown of our staff (full-time-equivalent).

Staff (full-time equivalents) <sup>1</sup>	Dec 31, 2014	Dec 31, 2013	Change
Germany	10,815	10,604	+211
Europe excl. Germany	8,905	9,143	(238)
Americas	1,796	1,755	+41
Africa/Asia/Australia	5,928	5,869	+59
<b>Total</b>	<b>27,444</b>	<b>27,371</b>	<b>+73</b>

<sup>1</sup> Staff (full-time equivalent) = total headcount adjusted proportionately for part time staff, excluding apprentices and interns.

The increase in headcount in Germany and the Americas is mainly reflecting the strengthening of our control functions (Compliance / Risk / Audit), whereas the remaining changes in headcount are attributable to adjustments to our operational platform.

Other administrative expenses (excluding depreciation and amortisation on tangible and intangible assets) increased by € 1.1 billion to € 7.7 billion. Main contributors to the increase included expenses for banking supervision (€ 124 million), higher bank levy charges (€ 111 million), costs for temporary personnel (€ 104 million) and legal counsel (€ 99 million). In addition, expenses from intercompany charges went up by € 388 million. This item is partly compensated by higher fees from services rendered to group companies, shown under net commission.

Scheduled depreciation and amortization of tangible and intangible assets amounted to € 547 million in 2014 (2013: € 531 million).

### Other operating income/expenses

The balance of other operating income/expenses resulted in a net expense of € 2.3 billion in 2014, unchanged to prior year. This net result is made of a number of offsetting items. The main elements leading to an increase in profit compared to prior year were net positive FX revaluation on dotational capital (€ 1.3 bn) and lower litigation related expenses (€ 1.0 bn). Items reducing the operating result compared to prior year include higher losses on intra-group disposals, up by € 1.3 bn, and the net result from non-trading derivatives (€ (1.0) bn). Losses on intra- group disposals were mostly offset by a related dividend received from an affiliated company.

### Increased result of net risk provisioning

In 2014, total of risk provisioning, consisting of changes in credit related risk provisioning and the net result from securities held in the liquidity reserve, went up by € 171 million to € 700 million. This development was mainly attributable to higher net risk provisioning in the loan business, up by € 89 million, and lower net positive results from securities held in the liquidity reserve, down by € 82 million. The higher risk provisioning was caused by higher specific allowances on non-German clients, partly offset by lower specific allowances on German clients.

### Other ordinary income/expenses

The balance of other ordinary income and expenses totalled € (95) million (2013: € (1.3) billion). This reduction was mainly driven by the following items. Expenses for value adjustments of investments in affiliated companies, after considering reversals of prior period impairments in accordance with Section 340c (2) HGB), decreased by € 1.0 billion to a net expense of € 57 million. The bank recorded net losses on securities treated as fixed assets of € 10 million (2013: net loss of € 250 million). Against these developments, write-downs and non-scheduled depreciation of tangible and intangible assets amounted to € 97 million in 2014 (2013: € 60 million).

### Extraordinary income and expenses

Extraordinary income of € 298 million relates to gains from a merger of group companies at fair value. Extraordinary expenses of € 108 million reflect restructuring activities (2013: € 144 million).

### Additions to the fund for general banking risks

Additions to the fund for general banking risks according to § 340g German Commercial Code amounted to € 250 million (2013: addition by € 450 million).



## Taxes

In 2014, a tax expense of € 676 million was recorded compared to a tax expense of € 850 million in the prior year. The current year's effective tax rate was primarily driven by expenses that are not deductible for tax purpose and tax exempt income.

## Net profit

Deutsche Bank AG recorded in 2014 a net income of € 1,263 million after a prior year net income of € 893 million. The increase by € 370 million was a result of several net effects. Reduced net non-operating expenses before taxes, down by € 1.2 billion, where offset by lower operating profit before taxes, which was also down by € 1.2 billion compared to 2013. Lower additions to the fund for general banking risks, down by € 200 million, and a lower tax expense of € 676 million (2013: tax expense of € 850 million) improved the net profit by € 370 million.

## Proposed appropriation of profit: unchanged dividend of 75 Euro cents

Taking into account the profit carried forward from the prior year of € 156 million as well as an allocation to other revenue reserves of € 250 million, the distributable profit amounted to € 1,169 million as of December 31, 2014. The Bank will propose to the Annual General Meeting to appropriate this distributable profit for a dividend-payment of 75 Euro cents per share. According to the total number of issued shares this will lead to a total dividend of € 1,034 million. It will also be proposed to carry forward the remaining distributable profit of € 135 million.

## Condensed income statement of Deutsche Bank AG

in € m.	2014	2013	Change	
			in € m.	in %
Interest income <sup>1</sup>	10,227	9,377	850	9
Current income <sup>2</sup>	5,811	6,252	(440)	(7)
<b>Total interest income</b>	<b>16,038</b>	<b>15,629</b>	<b>410</b>	<b>3</b>
Interest expenses	7,264	6,811	453	7
<b>Net interest income</b>	<b>8,774</b>	<b>8,817</b>	<b>(43)</b>	<b>0</b>
Commission income	8,731	8,015	715	9
Commission expenses	1,497	1,163	334	29
<b>Net commission income</b>	<b>7,233</b>	<b>6,852</b>	<b>381</b>	<b>6</b>
<b>Net trading result</b>	<b>2,456</b>	<b>3,153</b>	<b>(697)</b>	<b>(22)</b>
thereof release of trading-related special reserve according to Section 340e HGB	0	450	(450)	N/M
Wages and salaries	4,502	4,411	90	2
Compulsory social security contributions <sup>3</sup>	465	970	(505)	(52)
Staff expenses	4,967	5,381	(415)	(8)
Other administrative expenses <sup>4</sup>	8,230	7,154	1,077	15
<b>Administrative expenses</b>	<b>13,197</b>	<b>12,535</b>	<b>662</b>	<b>5</b>
<b>Balance of other operating income/expenses</b>	<b>(2,283)</b>	<b>(2,278)</b>	<b>(5)</b>	<b>0</b>
Risk provisioning	700	529	171	32
<b>Operating profit</b>	<b>2,284</b>	<b>3,481</b>	<b>(1,197)</b>	<b>(34)</b>
<b>Balance of other income/expenses</b>	<b>(95)</b>	<b>(1,287)</b>	<b>1,192</b>	<b>(93)</b>
Additions to the fund for general banking risks	(250)	(450)	200	(44)
<b>Income before taxes</b>	<b>1,939</b>	<b>1,743</b>	<b>196</b>	<b>11</b>
Taxes	676	850	(175)	(21)
<b>Net income</b>	<b>1,263</b>	<b>893</b>	<b>370</b>	<b>41</b>
Profit carried forward from the previous year	156	28	128	N/M
	1,419	920	499	54
<b>Allocations to revenue reserves</b>	<b>250</b>	<b>0</b>	<b>250</b>	<b>N/M</b>
– to other revenue reserves	250	0	250	N/M
<b>Distributable profit</b>	<b>1,169</b>	<b>920</b>	<b>249</b>	<b>27</b>

N/M - Not meaningful

<sup>1</sup> From lending and money market business, fixed-income securities, government inscribed debt and leasing business.

<sup>2</sup> From equity shares and other variable-yield securities, participating interests, investments in affiliated companies (including profit transfer agreements).

<sup>3</sup> Including expenses for pensions and other employee benefits.

<sup>4</sup> Including depreciation on tangible and intangible assets.

## Balance Sheet

Total assets of Deutsche Bank AG amounted to € 1,520.5 billion on December 31, 2014. The increase by € 135.0 billion, or 9.7 %, was mainly related to higher positive and negative market values of trading derivatives, primarily related to interest rate and foreign exchange products. The increase in market values was caused by higher fluctuation of the underlying values.

### Total credit extended

Total credit extended (excluding reverse repos and securities spot deals) increased by € 51.6 billion, or 24.0 %, to € 266.4 billion. Credit totaling € 188.1 billion (increase of € 34.3 billion) was extended to corporate and institutional customers, while loans to private and business clients amounted to € 10.8 billion (down by € 26 million). Loans to banks, which are reported under total credit extended, were up by € 13.4 billion to € 52.4 billion.

The table below gives a break-down of the total credit extended (excluding reverse repos and securities spot deals).

in € bn.	Dec 31, 2014	Dec 31, 2013	Change	
			in € bn.	in %
<b>Claims on customers</b>	<b>214.0</b>	<b>175.8</b>	<b>38.2</b>	<b>21.7</b>
with a residual period of				
up to 5 years <sup>1</sup>	190.7	158.4	32.3	20.4
over 5 years	23.3	17.4	5.9	33.9
<b>Loans to banks</b>	<b>52.4</b>	<b>39.0</b>	<b>13.4</b>	<b>34.3</b>
with a residual period of				
up to 5 years <sup>1</sup>	42.3	30.0	12.3	41.0
over 5 years	10.1	9.0	1.2	13.0
<b>Total</b>	<b>266.4</b>	<b>214.8</b>	<b>51.6</b>	<b>24.0</b>

<sup>1</sup> Including those repayable on demand and those with an indefinite period.

Receivables from banks (excluding loans) outside trading decreased by € 4.5 billion to € 141.4 billion compared to prior year. This development was primarily due to decreases in clearing account balances.

### Securities

Our securities portfolio (excluding trading assets) increased overall, within bonds and other fixed-income securities up by € 11.3 billion to € 45.6 billion and equity shares and other variable-yield securities went up by € 47 million to € 340 million.

### Trading assets

Trading assets amounted to € 938.3 billion. Positive market values of derivatives being the largest component increased by € 123.4 billion to € 633.2 billion. The increase was predominantly driven by interest-rate and fx-related derivatives, as the underlying markets showed increased movements.

### Participating interests

The shareholdings reported as participating interests decreased by € 15 million to € 818 million compared to prior year.

### Investments in affiliated companies

Investments in affiliated companies decreased by € 2.1 billion to € 48.7 billion. Additions of investments in affiliated companies amounted to € 8.1 billion compared to decreases of € 10.2 billion. The decrease was mainly attributable to capital decreases and the transfer of affiliated companies which were previously held directly. It was mainly offset by capital increases, positive impact of foreign currency translation and net write ups.

### Deposits and securitized liabilities

Liabilities to banks decreased by € 2.1 billion to € 262.2 billion. This development was primarily attributable to a decrease in deposits repayable on demand by € 6.8 billion partly offset by an increase in time deposits by € 4.8 billion.

Deposits from bank subsidiaries increased by € 1.4 billion to € 129.8 billion compared to prior year.

Deposits from customers increased by € 19.9 billion to € 269.0 billion. The main driver of this was the increase in deposits from corporate and institutional customers, up by € 14.5 billion, while deposits from retail customers and the public sector accounted for the remainder of the increase to the same extend.

Liabilities in certificate form increased by net € 4.7 billion to € 119.8 billion. Increases in bonds and notes issued, up by € 16.9 billion, where partly offset by money market certificates issued, down by € 12.4 billion.

### Breakdown of the liabilities

in € bn.	Dec 31, 2014	Dec 31, 2013	Change	
			in € bn.	in %
<b>Liabilities to banks</b>	<b>262.2</b>	<b>264.3</b>	<b>(2.1)</b>	<b>(0.8)</b>
repayable on demand	148.6	155.5	(6.8)	(4.4)
with agreed period or notice period	113.6	108.8	+ 4.8	+ 4.4
<b>Liabilities to customers</b>	<b>269.0</b>	<b>249.1</b>	<b>+ 19.9</b>	<b>+ 8.0</b>
savings deposits	5.1	5.1	(0.1)	(1.1)
other liabilities				
repayable on demand	189.0	179.6	+ 9.4	+ 5.2
with agreed period or notice period	74.9	64.3	+ 10.6	+ 16.5
<b>Liabilities in certificate form</b>	<b>119.8</b>	<b>115.1</b>	<b>+ 4.7</b>	<b>+ 4.1</b>
bonds and notes issued	97.2	80.3	+ 16.9	+ 21.1
other liabilities in certificate form	22.6	34.8	(12.2)	(35.0)
thereof: money market instruments	19.4	31.8	(12.4)	(38.9)

Subordinated liabilities went down by € 2.9 billion to € 14.9 billion.

### Trading liabilities

Trading liabilities amounted to € 779.1 billion, up by € 106.6 billion. Negative market values of derivatives being the largest component increased by € 128.2 billion to € 618.8 billion compared to the prior year. This development was driven by the same reasons as the increase in positive market values.

### Instruments for Additional Tier 1 Regulatory Capital

On May 20, 2014, Deutsche Bank AG placed Additional Tier 1 Notes (the “AT1 Notes” or “Notes”), amounting to € 3.5 billion. On November 19, 2014, Deutsche Bank AG placed further AT1 Notes, amounting to € 1.2 billion.

### Capital and reserves

Capital and reserves of Deutsche Bank AG (including its distributable profit of € 1.2 billion) amounted to € 46.8 billion, up by € 9.0 billion. The main factor contributing to this development was a capital increase of € 8.5 billion from the issuance of 359.8 million new common shares in June 2014.

The Bank has utilized the option available under Section 2a of the German Banking Act (KWG) with respect to its regulatory capital and now only calculates this capital base for the Deutsche Bank Group (see page 47).

### Events after the Reporting Period

All significant adjusting events that occurred after the reporting date were recognized in our results of operations, financial position and net assets.

# Outlook

## The Global Economy

In 2015, we expect global economic growth to remain unchanged at 3.4 %, which is below the pre-crisis trend growth rate. Global inflation is likely to decelerate to 3.2 % due to the weak trend in commodity prices and the ongoing capacity underutilization.

We anticipate, that growth in the industrialized countries will accelerate sharply to 2.3 % with a muted rise of 0.4 % in consumer prices in 2015. Growth in the emerging market countries is expected to decrease to 4.3 % with inflation projected at 5.3 %.

In the eurozone, we predict a moderate rise of 1.3 % in GDP in 2015, supported by the upturn of the global economy, an easing of lending conditions, far lower oil prices and a weaker euro. The continuing geopolitical risks, in particular the Ukraine crisis, and the need to reduce private sector debt levels are likely to have a dampening effect. The moderate growth will probably not be sufficient for an improvement on the job market, and unemployment is expected to persist at an elevated level. We expect consumer prices to decrease by 0.3 % in 2015 due to the weak trend in commodity prices and the capacity underutilization. The extremely expansionary monetary policy of the European Central Bank (ECB) will support the economy with the help of its unconventional monetary policy tools. Starting in March 2015, the ECB will increase its asset purchases to € 60 billion monthly and will add the purchases of bonds issued by euro area central governments, agencies and European institutions to the covered bonds and asset-backed securities purchases. Political uncertainty will remain elevated in the course of 2015 due to the decisive victory of Syriza in the elections in Greece and due to eurosceptic parties likely gaining a larger share of votes in the election in Finland, Portugal and Spain. We predict that the German economy will grow by 2.0 % mainly driven by domestic demand. This is above the eurozone average.

In the U.S., we anticipate above-trend growth of 3.4 % in 2015. The U.S. is therefore likely to be the main growth driver among the industrialized countries. As a result of weak commodity prices and only moderate wage pressure, consumer prices will probably rise by just 0.6 % in 2015. The strong economic growth will be fuelled by the continued upturn on the job market and increased housing-related expenditure. Since households are in good financial shape, this together with the sharp fall in energy costs is likely to stimulate stronger consumption. The Federal Reserve's monetary policy should provide further stimulus for the U.S. economy. We anticipate that key interest rates will rise in the second half of the year, reaching 1.0 % by the end of 2015. However, real interest rates are likely to remain negative on an annual average.

The Japanese economy is expected to expand by 0.7 % in 2015. Fiscal measures and an extremely expansionary monetary policy are likely to provide further stimulus for growth. Inflation is expected to fall to 0.9 % as the effects of the rise in sales tax ease off and given the weak commodity prices.

We anticipate a decrease in growth in the emerging market countries across all major regions in 2015. Growth of economic activity in Asia (excluding Japan) is expected to decrease slightly to 6.4 % with inflation at 2.9 %. In China, we expect growth to slow to 7.0 % in 2015 with inflation at 1.8 %, primarily as a result of the cooling of the real estate market. A more expansionary monetary and fiscal policy should lead to a moderate rise in growth in the second half of the year. In India, we expect growth to accelerate to 7.5 % in 2015 as investments pick up and consumption increases. Consumer prices are likely to rise by 5.3 %.

In the emerging market economies of Eastern Europe, the Middle East and Africa, we anticipate that growth will slow to 0.6 % in 2015, with consumer prices increasing by 7.5 %. The weak oil price will put pressure on the oil producing countries, with the Russian economy, especially, feeling the effects. We anticipate that Russia

will slide into a recession with its economy contracting by 5.2 %. In particular, the sanctions imposed in response to the Ukraine crisis will have a dampening effect. We expect inflation in Russia to be at 13.3 %.

Growth in Latin America is likely to decelerate to 0.7 % in 2015, curbed by restrictions on the supply side and weak commodity prices. Consumer prices are projected to rise by 12.4 %. The Brazilian economy is expected to shrink by 0.7 % in 2015, with consumer prices rising by 7.3 %.

Risks for our forecast include the impending turnaround in U.S. monetary policy, which could prove bumpy and lead to a far greater rise in bond-market rates than we have assumed. This would have a negative impact on the financial markets and could create problems especially for the emerging economies. In Europe, the absence of consensus within the Governing Council of the ECB, the lack of fiscal consolidation and delays in implementing structural reforms as well as increasing support for eurosceptic parties could potentially have a substantial impact on our forecasts. Our outlook for developments in the emerging market countries is subject to three main risks. Demand from the industrialized countries could prove weaker than anticipated, the crisis in the Ukraine could intensify, and China's attempt to cool its economy could lead to a hard landing.

## The Banking Industry

The banking industry in Europe may return to moderate revenue growth in 2015. The long period of contraction in corporate lending volumes is likely to end while lending to households should increase somewhat. The deposit business may continue to face significant pressure from extremely low interest rates. Loan loss provisions could continue to normalize; on the cost side, however, banks face new increases due to necessary investments in digital platforms, modern branch networks and stronger internal control functions.

Banks' revenues could prove relatively stable in the U.S. Here too, any increase in net interest income driven by higher lending volumes is likely to be partially offset by lower interest margins. The struggling deposit business could benefit from the expected interest rate turnaround. On the other hand, there are many signs for a trend reversal and, hence, a return to higher loan loss provisions, rising from an extremely low level.

In global investment banking, a moderate recovery seems possible overall, led by the equity and some debt capital markets segments on the back of an improving macro economy and higher volatility. However, the outlook for some higher-margin segments such as securitization, high-yield bonds and emerging markets is rather negative due, among other things, to the collapse in commodities prices. The outlook for M&A advisory is mostly favourable.

Asset management could benefit from stronger economic growth in Europe and the U.S. in 2015 as well as continued high valuations on the capital markets. In both regions, the performance of the securities markets will, in all likelihood, continue to depend largely on central bank policies and may be subject to substantial volatility. A turnaround in the Federal Reserve's interest rate policy should lead to a moderate rise in bond market yields.

As for regulatory and supervisory changes, the focus in Europe will be on fully establishing the single supervisory mechanism and the gradual implementation of rules for the orderly recovery and resolution of failed banks as well as the implementation of the Basel 3 liquidity coverage ratio (LCR). Another key issue will be the various bank levies and contributions towards resolution and deposit insurance funds. Decisions will probably be made on the so-called bank structure reform and the financial transaction tax. Finally, proposals for the creation of a European Capital Markets Union may become more specific. In the U.S., the system of mortgage financing or the repo market could see reform. Globally, the debate on the introduction of new requirements on Total Loss-Absorbing Capacity (TLAC) and the nominal leverage ratio will be of great importance. European and U.S. banks alike will therefore probably increase their capital ratios further. Litigation- and enforcement-related charges are expected to remain a significant issue.

## The Deutsche Bank

Deutsche Bank AG as the parent company of the Group defines the strategy and planning for the individual Group Divisions. Deutsche Bank participates in the results of the Group Divisions through own activities and profit distribution from subsidiaries. The following outlook encompasses therefore all Group Divisions and is not limited to the parent company.

## The Deutsche Bank Group

In 2012, Strategy 2015+ was introduced to enable Deutsche Bank to become a better balanced, leaner and more robust and stable organisation. Five levers were identified as key in order to achieve this vision, these levers are: Clients, Competencies, Capital, Cost and Culture. Additionally, several financial targets were also announced by the Group to highlight the financial objectives of Strategy 2015+.

As challenges in the macroeconomic and market conditions and the regulatory environment were greater than expected in 2012, we announced, in May 2014, a series of measures to build up our capital strength, enhance our competitiveness and invest in our client franchises. These measures included capital issuance to improve our capital base and to provide a buffer against future uncertainties. In this context we updated our Group and divisional financial aspirations.

The key assumptions for our updated aspirations in May 2014 include the implementation of regulatory frameworks (e.g. CRD 4, EBA guidance) based on our understanding of current rules and their likely impact on Deutsche Bank, global GDP growth stabilising to 2 % to 4 % p.a., a stable interest rate environment before 2016 and Central Bank intervention receding in the U.S.

We have made great strides in the implementation of our goals. We anticipate further challenges in our markets and regulatory environment but we remain focused on the execution of Strategy 2015+.

Our Management is currently undertaking a full strategic review of the Group. Deutsche Bank will continue to work towards the existing targets of Strategy 2015+ until revised strategic goals are fully embedded. We have presented our Outlook based on existing targets and continued progress under Strategy 2015+.

### Key Performance Indicators

Group Key Performance Indicators	Status end of 2014	Target for 2015	Target for 2016
Post-tax return on average active equity <sup>1</sup>	(adjusted) 7.1 % (reported) 2.7 %	~ (adjusted) 12 %	~ (reported) 12 %
Cost/income ratio <sup>2</sup>	(adjusted) 74.4 % (reported) 86.7 %	~ (adjusted) 65 %	~ (reported) 65 %
Cost savings <sup>3</sup>	€ 3.3 bn per annum	€ 4.5 bn per annum	
Costs to achieve savings <sup>4</sup>	€ 2.9 bn	€ 4 bn	
CRR/CRD 4 fully loaded Common Equity Tier 1 ratio <sup>5</sup>	11.7 %	Greater than 10 %	Greater than 10 %
Fully loaded CRR/CRD 4 Leverage Ratio <sup>6</sup>	3.5 %	~ 3.5 %	~ 3.5 %

<sup>1</sup> Based on Net Income attributable to Deutsche Bank shareholders; adjusted for litigation, CtA, impairment of goodwill and intangible assets, other severances and CRR/CRD 4 Credit Valuation Adjustment (CVA)/Debt Valuation Adjustment (DVA)/Funding Valuation Adjustment (FVA). Calculation is based on an adjusted tax rate of 34 % for the year ended December 31, 2014.

<sup>2</sup> Reported Cost/income ratio based on total noninterest expenses as a percentage of total net interest income before provision for credit losses plus noninterest income. Adjusted Cost/income ratio based on noninterest expenses, adjusted for litigation, CtA, impairment of goodwill and intangible assets, policyholder benefits and claims, other severances and other divisional specific cost one-offs; divided by reported revenues.

<sup>3</sup> Cost savings (gross) resulting from the implementation of the OpEx program.

<sup>4</sup> Costs to achieve (CtA) savings are costs which are directly required for the realisation of savings in the OpEx program.

<sup>5</sup> The CRR/CRD 4 fully loaded Common Equity Tier 1 ratio represents our calculation of our Common Equity Tier 1 ratio without taking into account the transitional provisions of CRR/CRD 4. Further detail on the calculation of this ratio is provided in the Risk Report.

<sup>6</sup> The fully loaded CRR/CRD 4 Leverage Ratio represents our calculation based on the revised CRR/CRD 4 following the delegate act as published on Jan 17, 2015.

Cost management is a key driver in our strategy. Sustainable performance is about prioritising long-term success over short-term gain. This means investing in people and infrastructure to make us fit for the future. The Operational Excellence (OpEx) Program is transforming the franchise with more than 160 projects across the organisation. We have already invested € 2.9 billion to rationalise and standardise processes and to save time and resources. We expect the majority of the expenditures originally targeted for 2014 will be spent in 2015 in line with regulatory developments to deliver a stronger and more efficient platform. With € 3.3 billion of cost savings per annum recognized in 2014 we are currently ahead of our plan.

in € bn.	Targeted Investments	Targeted Incremental Savings
2012	0.6	0.4
2013	1.7	1.2
2014	1.5	1.3
2015	0.2	1.6
<b>Total</b>	<b>4.0</b>	<b>4.5</b>

We are still committed to achieve our Strategy 2015+ target of € 4.5 billion in annual cost savings. We will continue to focus on investing in technology, streamlining our organization and simplifying processes to ensure more efficient resource use.

In our May 2014 announcement, we targeted an adjusted cost-income ratio of approximately 65 %. Since that announcement regulatory induced projects as well as incremental headcount to strengthen control functions, to comply with additional regulatory requirements as well as increased ongoing charges such as bank levies, have resulted in cost spend beyond previous expectation. Additionally market challenges, especially the low interest rate environment, have continued and in some regions worsened in the period, impacting our revenue growth. Although we will strive to reach the cost-income ratio target we expect these regulatory and market environment headwinds to substantially challenge our achievements in 2015.

In 2014, our post-tax return on equity was impacted by various factors including the strengthening of our capital base. Our progress towards our revised target of an adjusted post-tax return on average active equity target of around 12 % will continue to be impacted by regulatory induced costs, additional bank levy charges, the ongoing challenging market conditions and volatile effective tax rates. We will continue to work towards our target but progress will be difficult with the current headwinds.

Capital management remains a key focus for the Bank. In 2014, we further reduced our risk weighted asset (RWA) position in line with Strategy 2015+ and we will continue to demonstrate a strict RWA discipline in 2015. We will carry on with our de-risking program, although the speed of de-risking is anticipated to slow as the NCOU portfolio decreases in size. Our CRR/CRD 4 fully loaded Common Equity Tier 1 capital ratio (CET 1 ratio) at year end 2014 was 11.7 %, already exceeding our Strategy 2015+ target of greater than 10 % and we expect to remain in excess of the target in 2015. However we expect regulation to continue to develop. The European Banking Authority's Regulatory Technical Standards, such as Prudent Valuation, and the transition to a Single Supervisory Mechanism may have a significant impact on our capital positions in 2015.

We have reduced our leverage exposure already significantly. The issuance of new capital and the reduction of CRD 4 exposure helped us to strengthen our leverage ratio to 3.5 % by the end of 2014. We expect regulatory requirements to evolve in the coming year, as described above. Due to continued active CRD 4 exposure management we are nevertheless highly committed to achieve our fully loaded CRR/CRD 4 leverage ratio target of about 3.5 % by end of 2015.

Client's interests are at the centre of all our actions. Bank business will be changing fundamentally within the next few years and this transformation has already started. Social media, blogs and forums will offer relevant services, information and products to clients and hence will foster the redesign of customer relationships



through digital technology and innovation. In addition, our businesses will be working more closely and intensively together to deliver 'One Bank' to our clients as cooperation is key to achieving our vision to be truly global.

We continue to focus on cultural change, embedding our values and beliefs and improving our control environment. Our Three Lines of Defense program has been launched to comprehensively analyse our internal control system and ensure the strengthening of our governance structures and control processes. We continue to promote diversity and partnership throughout the organization with the belief that both are integral to achieving our vision of being the leading client-centric global universal bank.

### Opportunities

The core bank restructuring implemented under Strategy 2015+ has already had a significant impact on our performance and may help to create future opportunities for growth. The ongoing improvements to our systems, processes and controls could create greater efficiencies and enable us to be more nimble in light of new opportunities. In addition, we continue to de-risk non-core assets and our capital position has been strengthened, which could enhance our stability in uncertain markets and have a positive impact on the size of our business. The withdrawal of key competitors from the market and greater transparency in the regulatory environment may also provide opportunities for growth.

Our outlook is based on various economic assumptions as described. These assumptions may improve beyond forecasted levels and could lead to increasing revenues that would only be partially offset by additional cost, thus improving both income before income taxes and cost-income ratio directly and subsequently improving regulatory measures such as CET 1 and leverage ratio.

### Risks

The implementation of our strategic goals or the realization of the anticipated benefits might also be negatively impacted by certain economic factors such as the recurrence of extreme turbulence in the markets in which we are active, weakness of global, regional and national economic conditions, increased competition for business and political instability, especially in Europe. New regulatory requirements may lead to increases in our cost base or restrict our operations. Several regulatory authorities have or are looking to introduce initiatives for structural change. As these governmental initiatives are subject to ongoing discussions, we cannot at this stage quantify any future impact. By the nature of our business, we are involved in litigation, arbitration and regulatory proceedings and investigations in Germany and in a number of jurisdictions outside Germany, especially in the U.S. Such matters are subject to many uncertainties. While we have resolved a number of important legal matters and made progress on others, we expect the litigation and enforcement environment to continue being challenging.

## Our Business Segments

As discussed above, the divisional targets under Strategy 2015+ were revised in May 2014 following greater than anticipated challenges in our markets and regulatory environment. We have provided detail below on the new aspirations announced for the business segments and their expectations for 2015.

In 2015, the Group will change its methodology to allocate average active equity and certain revenue and cost items to the business segments currently reported under Consolidation & Adjustments. This will result in the business segments attracting higher average active equity allocation compared to the prior approach and also additional charges, including bank levies, previously recorded in Consolidation & Adjustments, with CB&S affected most by the change.

## Corporate Banking & Securities

For 2015, the investment banking industry is likely to see moderate growth supported by a better macroeconomic outlook and increased volatility. However, challenges will remain including ongoing regulatory pressure, continued pressure on resources and the potential impact of geo-political events.

We expect continued global growth in 2015 although differences in regional growth rates will result in increasing divergence in monetary policy. Core sovereign bond yields should rise moderately over the year, although even lower rates are possible in the near term. Despite a rally in 2014, equity levels are expected to remain high supported by higher earnings, stronger business confidence amid lower economic uncertainty, and relatively low global cash and bond yields.

We will continue to dynamically optimize the business, while executing on our cost, capital and leverage targets. Geographically, we will ensure that resources are appropriately allocated to market opportunities and to maximize profitability and returns.

In 2014, CB&S achieved an adjusted post-tax return on average active equity of 13 %. In 2015, we will face significant headwinds to achieve our financial target of an adjusted post-tax return on average active equity of 13 % to 15 %, partly due to the new divisional allocation approach discussed above. Moreover, regulatory driven expenditures, including a higher contribution to the Single Resolution Fund compared to prior levels of bank levies, will negatively impact post-tax return on average active equity for the division.

Ongoing risks and uncertainties include exposure of global macroeconomic growth to event risks, the potential impact of changes in U.S. monetary policy, ongoing regulatory developments, effects of further balance sheet de-leveraging, litigation- and enforcement-related charges, and progress on OpEx cost being offset by regulatory required spend and platform enhancements.

In Sales & Trading, we expect global fixed income revenues to grow slightly in 2015 versus 2014 levels, supported by increased volatility and client activity driven by increasing monetary policy divergence. Cash equities flow revenues should be supported in the medium term by global economic growth, especially in the U.S.

In Corporate Finance, we expect the 2015 fee pool to be slightly lower than 2014 levels which represented a post-crisis peak. While we expect M&A activity to be slightly higher than 2014, driven in part by large transactions announced in 2014, across markets products we anticipate lower activity driven by a higher interest rate environment in the U.S. dampening debt issuance levels and higher volatility reducing equity issuance levels.

Despite the challenging market conditions seen in recent years, and the continued uncertain outlook, through ongoing dynamic optimization of the portfolio and ongoing focus on resource efficiency, CB&S should be well positioned to face the potential challenges and opportunities the future environment may present.

## Private & Business Clients

For Private & Business Clients (PBC) the overall macroeconomic outlook for the countries in which we operate is expected to remain on its moderate growth path in 2015. Nevertheless, the entire market environment is likely to continue to be challenging. The ongoing expansionary monetary policy in the Eurozone is not expected to realize relief from the low interest rate environment in the near term.

As a result of the low interest rate environment our deposit business may continue to face significant pressure. The development of investment product revenues is particularly dependent on movements in the European macroeconomic environment and the recovery of customer confidence in Germany. Further revisions in regulatory requirements may further affect our overall revenue-generation capacity. A failure to integrate Postbank's operations and to execute our OpEx program on a timely and efficient basis could have a material adverse effect on targeted efficiency gains.

We seek to realise opportunities by further strengthen our leadership in the German home market whilst extending our well-positioned advisory franchises in selected international markets. With regard to credit products, our aim is to grow our core German business by further expanding margins and volume growth, whilst maintaining strict risk discipline and carefully optimizing capital use. In terms of investment products, we aim to continue our growth path across all our businesses. Additionally, we will invest in selected digital offerings to expand our multi-channel offering. This digitization program is being rolled out in all our businesses. With our program to integrate PBC's operations, we are consolidating and advancing our joint services and IT platform to improve PBC's efficiency.

In Private & Commercial Banking, we will strengthen our market position by leveraging our integrated commercial banking coverage model for small and mid-sized corporate clients, a joint venture between PBC and GTB. We will continue to focus on low-risk mortgage business, developing our investment and insurance product business and will uphold our strict cost discipline.

In Advisory Banking International we are capitalizing on our advisory strength in Europe, and continue to make efficient use from our growth investments in key Asian countries.

Postbank will pursue its growth path in Germany whilst continuing to align business practices and will seek cost savings through organizational measures. The progress of integrating Postbank should enable PBC to achieve the targeted synergies. A new contract with Deutsche Post DHL will lead to notably reduced revenues in 2015 and a year over year decrease of Postbank's net revenues, this will partly be compensated by lower costs.

Our cost-to-achieve (CtA) for Postbank integration and other measures of our OpEx program are expected to be largely in line with our initial targets, however, they are still dependent on the milestones and progress of individual projects. While we expect decreasing spending for CtA in 2015 compared to 2014, our related cost reduction progress continues into 2015 and beyond.

In 2014, despite headwinds including significant, non-recurring charges regarding loan processing fees, PBC reported income before income taxes of € 1.3 billion. We continue to aim to achieve our ambitious aspiration of generating income before income taxes of about € 2.5 billion to € 3 billion in 2015. However, our performance is reliant on various factors including strategic initiatives such as realising synergies from the Postbank integration, ongoing market conditions and uncertainties in the regulatory environment.

### Global Transaction Banking

Transaction banking will likely continue to be influenced by several critical factors, as it was in 2014. The relatively low interest rate levels, including negative interest rates in some key markets, are expected to remain with a potential recovery in certain markets, especially in the U.S., in the second half of the year. Global growth may accelerate in 2015 with the U.S. economy expected to return to its healthy recovery path. The eurozone should continue its modest recovery, while growth rates among emerging markets are expected to be diverging. Revenue pools in transaction banking are expected to see moderate growth with different dynamics among products. Volume growth is likely to be offset by continued pressure on margins as well as the before-mentioned ongoing low interest rate environment. Significantly more expansive and rigorous regulation, including potential structural changes, cost pressure as well as litigation will pose challenges to the overall banking industry.

The trends described above will continue to impact our Global Transaction Banking (GTB) business. The sustained momentum of profitable growth and client acquisition in the underlying business in recent years, together with high quality and innovative products, should leave us well-placed to cope with these challenges and grow our client base. Trade Finance should benefit from the global economic growth and the related foreign trade demand. Furthermore, the contraction in lending business is likely to end and the recently observed

stabilization of margins may continue. Revenue pools in Securities Services are expected to grow steadily in 2015 and could, together with the trend to concentrate investment banking services, provide growth opportunities. For Cash Management, the increased level of global activities is a potential positive factor, while the expected continued low interest rate environment will limit growth. The business continues to focus on deepening its client relationships with complex Corporates and Institutional Clients as well as pushing further growth in certain emerging markets. The co-operation with other areas of the bank (including a strong relationship with CB&S sales) is being continually expanded to ensure a wider range of clients will benefit from our products and services. This also includes the aligned and integrated commercial banking coverage for small and mid-sized corporate clients in Germany established in September 2013 to strengthen the market position in the home market.

In the updated Strategy 2015+ we had planned to grow income before income taxes to a range from € 1.6 billion to € 1.8 billion by 2015. In 2014, GTB reported income before income taxes of € 1.2 billion. Overall, the strategy to expand the business remains a priority for Deutsche Bank and the related initiatives are expected to remain on track. The successful completion of the turn-around of the commercial banking activities in the Netherlands should contribute to GTB's target. However, we expect the highly competitive business environment to remain challenging and low interest rate levels to persist, which even turned negative in the second half of last year. Furthermore, the cost pressures will continue to pose a challenge for GTB including increased regulatory requirements, and charges related to the potential settlement of litigation-related cases. While the business will continue to work diligently towards the Strategy 2015+ aspiration, the targeted growth may prove to be challenging in the current business environment.

### Deutsche Asset & Wealth Management

Continued global economic recovery is expected to bolster the asset and wealth management industry in 2015. While certain macroeconomic developments such as European sovereign debt issues, emerging market volatility, and the changing regulatory environment will continue to challenge the industry, our 2015 outlook is positive. We anticipate inflation in developed economies will remain low, U.S. interest rates will increase moderately, and expansionary monetary policies will fuel equity markets. In our view, these factors will favor large managers able to exploit scale and efficiency to provide clients with sophisticated investment solutions.

Deutsche AWM's 2015 strategic directives, supported by solid achievements in 2014, position us well to benefit from industry trends. Building on the progress made in 2014 in implementing core transformation projects, performance is projected to further improve this year driven by both efficiency gains and revenue enhancement. In 2014, Deutsche AWM recorded an income before income taxes of € 1 billion. In 2015, the division expects to show significant improvement against 2014 performance and to achieve our target of growth of income before income taxes to € 1.7 billion by year-end. We will strive to maintain the momentum of this growth by delivering high quality services to our clients and sustainable platform efficiencies.

Our geographic footprint strategy is to continue enhancing capabilities in select markets to further growth, particularly by leveraging Deutsche Bank Group's global reach. In particular, we remain focused on benefiting from emerging market growth, where wealth creation is rapidly increasing the demand for asset and wealth management services. Our focused strategy also entails selective business portfolio optimization in 2015.

In line with our goal of increasing the number of ultra-high-net-worth (UHNW) relationships by 50 % between 2012 and 2015, we will continue to expand our UHNW business globally over the coming year. This is an especially attractive opportunity, as UHNW is growing faster than other wealth segments. Our global coverage model and integrated client service teams are crucial for continued success serving these sophisticated clients. The Key Client Partners (KCP) desks, which provide access to cross asset class, cross-border investment opportunities and financing solutions, will further benefit our most sophisticated UHNW client relationships in 2015.

In 2015, we expect a further shift in investment preferences, with flows favoring alternatives (hedge funds, private equity, real estate, and commodities) for their consistent, risk-adjusted returns and passive products (ETFs) for their relatively low fees. As a result, we anticipate asset inflows in alternatives and passive products to outpace other asset classes in 2015. Another key trend we expect to continue, specifically in developed markets, is the increase in demand for retirement products, driven by demographic trends, and for outcome-oriented solutions.

The conversion in the passive business to physical replication exchange-traded funds (ETFs) will be completed in 2015 and solidify Deutsche AWM's position as one of Europe's largest direct replication ETF providers. We expect that these existing products and new launches in 2015 to be a growth driver of our assets under management. The success of the new physical ETFs offering will depend in part on sustained client demand for physical passive investments.

Increasing our collaboration with other divisions across Deutsche Bank Group remains a priority in 2015. We view these relationships as a significant opportunity; ongoing collaborations include PBC distributing DWS funds in Germany and CB&S assisting wealthy clients with their corporate financing requirements. Furthermore, we will continue to leverage the strengths of our active investment platform (i.e. in fixed income and dividend equity funds) to provide clients with attractive services.

In 2015, technology and operations improvements initiated in 2014 will be fully implemented, equipping Deutsche AWM with a state-of-the-art IT infrastructure to serve its wealth and asset management clients. For example, the successful roll out of our wealth platform will be used in 2015 to bring significant improvements in terms of efficiency and functionality. Modest incremental investment will be made for targeted platform improvements in 2015 as well. Overall, a broad set of initiatives comprise our strategy for geographic and operational footprint optimization. Financial performance in 2015 for Deutsche AWM will rely on successful delivery of these projects. Growing assets under management and improving return on new assets will also be critical to achieving our goals. To realize these targets, we will continue to leverage our integrated coverage model and expand our product offering.

### Non-Core Operations Unit

The Non-Core Operations Unit (NCOU) is expected to further contribute to the Group's strategic targets including the deleveraging program. The strategy and mandate focus on accelerated de-risking and are aligned with the Bank's overall objectives. The aim is to reduce balance sheet size, free up capital and protect shareholder value by reducing risks from remaining assets and business activities.

This has translated into an emphasis on reducing capital demand to improve Deutsche Bank's capital ratios without diluting shareholders. Going forward, there will also be a strong focus on deleveraging the balance sheet as measured under CRR/CRD 4, thereby assisting the bank to meet its leverage ratio targets. Additional focus is on resolving high-profile contingent risks and non-bank assets as well as aligning the underlying cost base of the NCOU division with the de-risking progress.

Challenges remain for the successful execution of this strategy. The NCOU includes significant investments in individual companies and carries other assets that are no longer part of our core business. These investments and assets are exposed to changes in the economic environment and market conditions. Such changes may make the associated timeline for de-risking activity less certain and may also impact future results. In addition, the NCOU continues to incur the associated costs from expensive liabilities and for the use of DB Group platforms.

The pace of de-risking has slowed as the portfolio size has decreased. This has created a heightened sensitivity to volatility in risk weighted asset calculations, primarily in market and operational risk, and potentially impacting overall capital delivery in the near term. In addition to the uncertainty which arises from the NCOU de-risking strategy, we also expect that the litigation and enforcement environment will continue to be challenging.

# Risk Report

## Risk Management Principles

We seek to promote a strong risk culture throughout our organization. A strong risk culture is designed to help reinforce our resilience by encouraging a holistic approach to the management of risk and return throughout our organization as well as the effective management of our risk, capital and reputational profile. We actively take risks in connection with our business and as such the following principles underpin risk culture within our group:

- Risk is taken within a defined risk appetite;
- Every risk taken needs to be approved within the risk management framework;
- Risk taken needs to be adequately compensated; and
- Risk should be continuously monitored and managed.

Employees at all levels are responsible for the management and escalation of risks. We expect employees to exhibit behaviors that support a strong risk culture. To promote this our policies require that behavior assessment is incorporated into our performance assessment and compensation processes. We have communicated the following risk culture behaviors through various communication vehicles:

- Being fully responsible for our risks;
- Being rigorous, forward looking and comprehensive in the assessment of risk;
- Inviting, providing and respecting challenges;
- Trouble shooting collectively; and
- Placing Deutsche Bank and its reputation at the heart of all decisions.

To reinforce these expected behaviors and strengthen our risk culture, we conduct a number of group-wide activities. Our Board members and senior management frequently communicate the importance of a strong risk culture to support a consistent tone from the top. To further strengthen this message, we have reinforced our targeted training. In 2014, our employees attended more than 88,000 mandatory training modules globally including, for example, Global Information Security Awareness, An Introduction to MaRisk and the newly introduced 'Tone from the Top' module. As part of our ongoing efforts to strengthen our risk culture, we review our training suite regularly to develop further modules or enhance existing components.

In addition, along with other measures to strengthen our performance management processes, we have designed and implemented a process to tie formal measurement of risk culture-related behaviors to our employee performance assessment, promotion and compensation processes. This process has been in place in our CB&S and GTB divisions since 2010 and has subsequently been rolled out to all divisions and functions, with PBC Germany being the latest to have implemented the process in January 2015. This process is designed to further strengthen employee accountability.

We have also developed a dashboard to measure risk culture at a divisional and regional level. This was piloted in CB&S and AWM in 2014 and will be further developed over the coming months.

Further measures are already being reviewed and will be added to the program in 2015.

## Risk Management Framework

The diversity of our business model requires us to identify, assess, measure, aggregate and manage our risks, and to allocate our capital among our businesses. We operate as an integrated group through our divisions, business units and infrastructure functions. Risk and capital are managed via a framework of principles, organizational structures and measurement and monitoring processes that are closely aligned with the activities of the divisions and business units:

- Core risk management responsibilities are embedded in the Management Board and delegated to senior risk management committees responsible for execution and oversight. The Supervisory Board regularly monitors the risk and capital profile.
- We operate a three-line of defense risk management model whereby front office functions, risk management oversight and assurance roles are played by functions independent of one another.
- Risk strategy is approved by the Management Board on an annual basis and is defined based on the Group Risk Appetite and Strategic and Capital Plan in order to align risk, capital and performance targets.
- Cross-risk analysis reviews are conducted across the Group to validate that sound risk management practices and a holistic awareness of risk exist.
- All major risk classes are managed via risk management processes, including: credit risk, market risk, operational risk, liquidity risk, business risk, reputational risk, model risk and compliance risk (MaRisk, i.e., minimum requirements for risk management). Modeling and measurement approaches for quantifying risk and capital demand are implemented across the major risk classes. Non-standard risks (reputational risk, model risk, compliance risk) are implicitly covered in our economic capital framework, primarily within operational and strategic risk.
- Monitoring, stress testing tools and escalation processes are in place for key capital and liquidity thresholds and metrics.
- Systems, processes and policies are critical components of our risk management capability.
- Recovery planning provides the escalation path for crisis management governance and supplies senior management with a list of actions designed to improve the capital and liquidity positions in a stress event.
- Resolution planning is closely supervised by our home resolution authority. It provides a strategy to manage Deutsche Bank in case of default. It is designed to prevent the need for tax payer bailout and strengthen financial stability by the continuation of critical services delivered to the wider economy.

## The Risks of Deutsche Bank AG within the Group Network

The impact of the risks on Deutsche Bank AG cannot be isolated from the effects on Deutsche Bank's other separate legal entities. There are several reasons for this:

- The Group's internal structure according to Group Divisions follows its customers' needs. The external legal structure is determined by local legislation and therefore does not necessarily follow the internal structure. For example, local legislation can determine whether the Group's business in a certain country is conducted by a branch of Deutsche Bank AG or by a separate subsidiary. However, the management has to monitor the risks in the bank's business – irrespective of whether it is transacted by a branch or a subsidiary.
- Adequate risk monitoring and management requires knowledge of the extent to which the Group's profit situation depends on the development of certain risk factors, i.e. on the creditworthiness of individual customers or securities issuers or on movements in market prices. The respective exposures therefore need to be analyzed across legal entities. Especially for the credit risk attached to a borrower, it is fairly irrelevant whether the credit exposure to a company is spread over several Group companies or concentrated on Deutsche Bank AG. Separate monitoring of the risk affecting Deutsche Bank AG alone would neglect the potential hazard facing the Group and, indirectly, Deutsche Bank AG – as the parent – if the company became insolvent.

— Individual risk factors are sometimes correlated, and in some cases they are independent of each other. If estimates of the nature and extent of this correlation are available, the Group's management can greatly reduce the overall risk by diversifying its businesses across customer groups, issuers and countries. The risk correlation is also independent of the Group's legal and divisional structure. The management can therefore only optimize the risk-mitigating effects of diversification if it manages them Group-wide and across legal entities.

For the reasons mentioned, the identification, monitoring and management of all risks in Deutsche Bank AG are integrated into the Group-wide risk management process. In so far, all amounts provided in this risk report refer to Deutsche Bank Group, if not otherwise specified.

Deutsche Bank AG complies with all legal and regulatory requirements. For a more detailed discussion about the risk management within the Group network see the Group's risk report in the Group's Financial Report.

## Risk Management Organization

From a supervisory perspective, our operations throughout the world are regulated and supervised by relevant authorities in each of the jurisdictions in which we conduct business. Such regulation focuses on licensing, capital adequacy, liquidity, risk concentration, conduct of business as well as organizational and reporting requirements. The European Central Bank in connection with the competent authorities of EU countries which joined the Single Supervisory Mechanism via the Joint Supervisory Team act in cooperation as our primary supervisors to monitor our compliance with the German Banking Act and other applicable laws and regulations as well as, from January 1, 2014, the CRR/CRD 4 framework, as implemented into German law, as applicable.

German banking regulators assess our capacity to assume risk in several ways, which are described in more detail in the section "Regulatory Capital" of the risk report.

From an internal governance perspective, we have several layers of management to provide cohesive risk governance:

- The Supervisory Board is required to be informed regularly and – as necessary – on special developments in our risk situation, risk management and risk controlling, as well as on our reputation and material litigation cases. It has formed various committees to handle specific tasks.
- At the meetings of the Risk Committee, the Management Board reports on credit, market, liquidity, operational as well as litigation and reputational risks. It also reports on credit risk strategy, credit portfolios, loans requiring a Supervisory Board resolution pursuant to law or the Articles of Association, questions of capital resources and matters of special importance due to the risks they entail. The Risk Committee deliberates with the Management Board on issues of the aggregate risk disposition and the risk strategy.
- The Integrity Committee monitors the Management Board's measures that promote the company's compliance with legal requirements, authorities' regulations and the company's own in-house policies. It also reviews the Bank's Code of Business Conduct and Ethics, monitors and analyzes the Bank's legal and reputational risks and advocates their avoidance.
- The Audit Committee monitors, among other matters, the effectiveness of the risk management system, particularly the internal control system and the internal audit system.
- The Management Board is responsible for managing Deutsche Bank Group in accordance with the law, the Articles of Association and its Terms of Reference with the objective of creating sustainable value in the interest of the company, thus taking into consideration the interests of the shareholders, employees and other stakeholders. The Management Board is responsible for establishing a proper business organization, encompassing an appropriate and effective risk management. In agreement with the Supervisory Board and with the aim to ensure an effective governance of resources and risk, the Management Board



has established the Capital and Risk Committee (“CaR”) and the Risk Executive Committee (“Risk ExCo”) whose roles are described in more detail below.

The following functional committees are central to the management of risk in Deutsche Bank:

- The CaR oversees and controls integrated planning and monitoring of our risk profile and capital capacity, providing an alignment of risk appetite, capital requirements and funding/liquidity needs with Group, divisional and sub-divisional business strategies. It provides a platform to discuss and agree strategic issues impacting capital, funding and liquidity among Risk, Government & Regulatory Affairs, Finance and the business divisions. The CaR initiates actions and/or makes recommendations to the Management Board. It is also responsible for monitoring our risk profile against our risk appetite on a regular basis and ensuring escalation or other actions are taken. The CaR monitors the performance of our risk profile against early warning indicators and recovery triggers, and provides recommendations to the Management Board to invoke defined processes and/or actions under the recovery governance framework if required.
- Our Risk ExCo, as the most senior functional committee of our risk management, identifies, controls and manages all risks including risk concentrations at Group level. It is responsible for risk policy, the organization and governance of risk management and oversees the execution of risk and capital management including identification, assessment and risk mitigation, within the scope of the risk and capital strategy (Risk and Capital Demand Plan) approved by the Management Board. The Risk ExCo is supported by sub-committees that are responsible for dedicated areas of risk management, including several policy committees, the Portfolio Risk Committee (“PRC”) and the Group Reputational Risk Committee (“GRRC”). In February 2015, it was agreed to move the GRRC from a sub-committee of the Risk ExCo to report directly into the Management Board.
- The PRC supports the Risk ExCo and the CaR with particular emphasis on the management of Group-wide risk patterns. The PRC, under a delegation of authority from the CaR has responsibility for the day-to-day oversight and control of our Internal Capital Adequacy Assessment Process (“ICAAP”). The PRC also oversees our Group-wide stress tests, reviews the results and proposes management action, if required. It monitors the effectiveness of the stress test process and drives continuous improvement of our stress testing framework.
- The Living Wills Committee (“LWC”) is the dedicated sub-committee of the CaR with focus on recovery and resolution planning. It oversees the implementation of our recovery and resolution plans and enhancements to the Group’s operational readiness to respond to severe stress or the threat of a severe stress.
- The Regulatory Capital Committee is a further sub-committee of our Capital and Risk Committee. It is tasked with oversight on our risk quantification models. To promote a comprehensive oversight, it is supported by several sub-committees that cover certain kinds of models and model-related matters.

Multiple members of the CaR are also members of the Risk ExCo which facilitates the information flow between the two committees.

Our Chief Risk Officer (“CRO”), who is a member of the Management Board, has Group-wide, supra-divisional responsibility for the management of all credit, market and operational risks as well as for the comprehensive control of risk, i.e. including liquidity risk, and continuing development of methods for risk measurement. In addition, the Chief Risk Officer is responsible for monitoring, analyzing and reporting risk on a comprehensive basis, including asset and liability gap, capital, liquidity, legal, compliance and regulatory risks.

The CRO has direct management responsibility for the following risk management functions: Credit Risk Management, Market Risk Management, Operational Risk Management and Liquidity Risk Control.

These are established with the mandate to:

- Support that the business within each division is consistent with the risk appetite that the CaR has set within a framework established by the Management Board;
- Determine and implement risk and capital management policies, procedures and methodologies that are appropriate to the businesses within each division;
- Approve credit, market and liquidity risk limits;
- Conduct periodic portfolio reviews to keep the portfolio of risks within acceptable parameters; and
- Develop and implement risk and capital management infrastructures and systems that are appropriate for each division.

In addition to the heads for these risk management functions, dedicated regional Chief Risk Officers for Germany, for the Americas and for Asia-Pacific, and divisional Chief Risk Officers for Deutsche AWM and NCOU have been appointed to establish a holistic risk management coverage.

The heads of the aforementioned risk management functions as well as the regional and divisional Chief Risk Officers have a direct reporting line into the CRO.

Furthermore, several teams within the risk management functions cover overarching aspects of risk management. Their mandate is to provide an increased focus on holistic risk management and cross-risk oversight to further enhance our risk portfolio steering. Key objectives are to:

- Drive key strategic cross-risk initiatives and establish greater cohesion between defining portfolio strategy and governing execution, including regulatory adherence;
- Provide a strategic and forward-looking perspective on the key risk issues for discussion at senior levels within the bank (risk appetite, stress testing framework);
- Strengthen risk culture in the bank; and
- Foster the implementation of consistent risk management standards.

Our Finance, Risk and Group Audit functions operate independently of our business divisions. It is the responsibility of the Finance and Risk departments to quantify and verify the risk that we assume and maintain the quality and integrity of our risk-related data. Group Audit examines, evaluates and reports on the adequacy of both the design and effectiveness of the systems of internal control including the risk management systems.

## Risk Strategy and Appetite

### Risk Appetite and Capacity

Risk appetite expresses the level of risk that we are willing to assume within our risk capacity in order to achieve our business objectives, as defined by a set of minimum quantitative metrics and qualitative standards. Risk capacity is defined as the maximum level of risk we can assume in both normal and distressed situations before breaching regulatory constraints and our obligations to stakeholders.

Risk appetite is an integral element in our business planning processes via our Risk and Capital Demand Plan, to promote the appropriate alignment of risk, capital and performance targets, while at the same time considering risk capacity and appetite constraints. We leverage the stress testing process to test the compliance of the plan also under stressed market conditions. Top-down risk appetite serves as the limit for risk-taking for the bottom-up planning from the business functions.

The Management Board reviews and approves our risk appetite and capacity on an annual basis, or more frequently in the event of unexpected changes to the risk environment, with the aim of ensuring that they are consistent with our Group's strategy, business and regulatory environment and stakeholders' requirements.

Reports relating to our risk profile as compared to our risk appetite and strategy and our monitoring thereof are presented regularly up to the Management Board. Throughout the year 2014, our actual risk profile has remained in the normal levels as defined in the table above. In the event that our desired risk appetite is breached under either normal or stressed scenarios, a predefined escalation governance matrix is applied so these breaches are highlighted to the respective committees, and ultimately to the Chief Risk Officer and the Management Board. Amendments to the risk appetite and capacity must be approved by the Chief Risk Officer or the full Management Board, depending on their significance. As part of our annual risk appetite thresholds calibration exercise, we have furthermore adjusted our normal level of CRR/CRD 4 fully loaded CET1 ratio to 8.5 % and our Internal Capital Adequacy (“ICA”) ratio to 140 % effective 2015 onwards. Therefore, to the upper bound of the critical level for CRR/CRD 4 fully loaded CET1 ratio and ICA ratio will be adjusted for these changes as well.

### Strategic and Capital Plan

We conduct an annual strategic planning process which lays out the development of our future strategic direction as a group and for our business areas/units. The strategic plan aims to create a holistic perspective on capital, funding and risk under risk-return considerations. This process translates our long term strategic targets into measurable short to medium term financial targets and enables intra-year performance monitoring and management. Thereby we aim to identify optimal growth options by considering the risks involved and the allocation of available capital resources to drive sustainable performance. Risk specific portfolio strategies complement this framework and allow for an in-depth implementation of the risk strategy on portfolio level, addressing risk specifics including risk concentrations.

The strategic planning process consists of two phases: a top-down target setting and a bottom-up substantiation.

In a first phase – the top down target setting – our key targets for profit and loss (including revenues and costs), capital supply, and capital demand as well as leverage and funding and liquidity are discussed for the group and the key business areas by the Group Executive Committee. In this process, the targets for the next three years are based on our global macro-economic outlook and the expected regulatory framework. Subsequently, the targets are approved by the Management Board.

In a second phase, the top-down objectives are substantiated bottom-up by detailed business unit plans, which for the first year consist of a month by month operative plan; years two and three are annual plans. The proposed bottom-up plans are reviewed and challenged by Finance and Risk and are discussed individually with the business heads. Thereby, the specifics of the business are considered and concrete targets decided in line with our strategic direction. The bottom-up plans include targets for key legal entities to review local risk and capitalization levels. Stress tests complement the strategic plan to also consider stressed market conditions.

The resulting Strategic and Capital Plan is presented to the Group Executive Committee and the Management Board for discussion and approval. Following the approval of the Management Board, the final plan is presented to the Supervisory Board.

The Strategic and Capital Plan is designed to support our vision of being a leading client-centric global universal bank and aims to ensure:

- Balanced risk adjusted performance across business areas and units;
- High risk management standards with focus on risk concentrations;
- Compliance with regulatory requirements;
- Strong capital and liquidity position; and
- Stable funding and liquidity strategy allowing for the business planning within the liquidity risk appetite and regulatory requirements.

The Strategic and Capital Planning process allows us to:

- Set earnings and key risk and capital adequacy targets considering the bank's strategic focus and business plans;
- Assess our risk-bearing capacity with regard to internal and external requirements (i.e., economic capital and regulatory capital); and
- Apply an appropriate stress test to assess the impact on capital demand, capital supply and liquidity.

The specific limits e.g. regulatory capital demand and economic capital are derived from the Strategic and Capital Plan to align risk, capital and performance targets at all relevant levels of the organization.

The targets of a fully loaded CET 1 ratio of higher than 10 % and a leverage ratio of 3.5 % by year end 2015 are monitored on an ongoing basis in appropriate management committees. Any projected shortfall from targets is discussed together with potential mitigating strategies seeking to ensure that we remain on track to achieve our targets. Amendments to the strategic and capital plan must be approved by the Management Board. Achieving our externally communicated solvency targets ensures that we also comply with the Group Supervisory Review and Evaluation Process requirements as articulated by our home supervisor (CET 1 ratio of at least 10 % on a phase-in basis at all times).

## Risk Management Tools

We use a broad range of quantitative and qualitative methodologies for assessing and managing risks. As a matter of policy, we continually assess the appropriateness and the reliability of our quantitative tools and metrics in light of our changing risk environment. Some of these tools are common to a number of risk categories, while others are tailored to the particular features of specific risk categories. The advanced internal tools and metrics we currently use to measure, manage and report our risks are:

- **RWA equivalent.** This is defined as total risk-weighted assets ("RWA") plus a theoretical amount for specific allocated Common Equity Tier 1 capital deduction items if these were converted into RWA. RWA form the key factor in determining the bank's regulatory capital adequacy as reflected in the Common Equity Tier 1 capital ratio. RWA equivalents are used to set targets for the growth of our businesses and monitored within our management reporting systems. As a general rule, RWA are calculated in accordance with the currently valid CRR/CRD 4 framework, as implemented into German law (where necessary) and used within our forward looking risk and capital planning processes.
- **Expected loss.** We use expected loss as a measure of our credit and operational risk. Expected loss is a measurement of the loss we can expect induced by defaults within a one-year period from these risks as of the respective reporting date, based on our historical loss experience. When calculating expected loss for credit risk, we take into account credit risk ratings, collateral, maturities and statistical averaging procedures to reflect the risk characteristics of our different types of exposures and facilities. All parameter assumptions are based on statistical considerations of up to nine years based on our internal default and loss history as well as external benchmarks. We use expected loss as a tool of our risk management process and as part of our management reporting systems. We also consider the applicable results of the expected loss calculations as a component of our collectively assessed allowance for credit losses included in our financial statements. For operational risk we determine the expected loss from statistical averages of our internal loss history, recent risk trends as well as forward looking estimates.
- **Return on risk-weighted assets ("RoRWA").** In times of regulatory capital constraints, RoRWA has become an important metric to assess our client relationships' profitability, in particular for credit risk. RoRWA is currently the primary performance measure and continues to attract more attention than the previously used RARoC profitability measure based on economic capital.
- **Value-at-risk.** We use the value-at-risk approach to derive quantitative measures for our trading book market risks under normal market conditions and by means of the stressed value-at-risk under stressed mar-

ket conditions. Our respective value-at-risk figures play a role in both internal and external (regulatory) reporting. For a given portfolio, value-at-risk measures the potential future loss (in terms of market value) that, under normal/stressed market conditions, is not expected to be exceeded with a defined confidence level in a defined period. The value-at-risk for a total portfolio represents a measure of our diversified market risk (aggregated, using pre-determined correlations) under normal/stressed market conditions in that portfolio.

— **Economic capital.** Economic capital measures the amount of capital we need to absorb very severe unexpected losses arising from our exposures. “Very severe” in this context means that economic capital is set at a level to cover with a probability of 99.98% the aggregated unexpected losses within one year. We calculate economic capital for credit risk, for market risk including trading default risk, for operational risk and for business risk.

We have a strong commitment to stress testing performed on a regular basis in order to assess the impact of a severe economic downturn on our risk profile and financial position. These exercises complement traditional risk measures and represent an integral part of our strategic and capital planning process. Our stress testing framework comprises regular Group-wide stress tests based on internally defined benchmark and more severe macroeconomic global downturn scenarios. We include all material risk types into our stress testing exercises. The time-horizon of internal stress tests is one year. Our methodologies undergo regular scrutiny from internal experts as well as regulators to review whether they correctly capture the impact of a given stress scenario. These analyses are complemented by portfolio- and country-specific stress tests as well as regulatory requirements, such as annual reverse stress tests and additional stress tests requested by our regulators on the group or legal entity level. Moreover, a capital planning stress test is performed annually to assess the viability of our capital plan in adverse circumstances and to demonstrate a clear link between risk appetite, business strategy, capital plan and stress testing. An integrated procedure allows us to assess the impact of ad-hoc scenarios that simulate potential imminent financial or geopolitical shocks.

## Types of Risk

Deutsche Bank AG is exposed to a variety of risks, amongst them credit, market, operational, liquidity, reputational, model, compliance and business risks.

### Credit Risk

Credit risk arises from all transactions where actual, contingent or potential claims against any counterparty, borrower, obligor or issuer (which we refer to collectively as “counterparties”) exist, including those claims that we plan to distribute (see below in the more detailed section Credit Risk). These transactions are typically part of our traditional nontrading lending activities (such as loans and contingent liabilities), traded bonds and debt securities available for sale or our direct trading activity with clients (such as OTC derivatives, FX forwards and Forward Rate Agreements). Carrying values of equity investments are also disclosed in our Credit Risk section. We manage the respective positions within our market risk and credit risk frameworks.

All Group Divisions of Deutsche Bank AG assume credit risk. Group credit risk is managed via the Risk Executive Committee and those responsible for risk management in the Group Divisions.

We define our credit exposure by taking into account all transactions where losses might occur due to the fact that counterparties may not fulfil their contractual payment obligations. Credit limits set forth maximum credit exposures we are willing to assume over specified periods. They relate to products, conditions of the exposure and other factors. Credit limits are established by the Credit Risk Management function via the execution of assigned credit authorities. Ongoing active monitoring and management of Deutsche Bank's credit risk positions is an integral part of our credit risk management. Monitoring tasks are primarily performed by the divisional risk units in close cooperation with our portfolio management function. We regularly agree on collateral to be received from or to be provided to customers in contracts that are subject to credit risk. Collateral is security in

the form of an asset or third-party obligation that serves to mitigate the inherent risk of credit loss in an exposure, by either substituting the borrower default risk or improving recoveries in the event of a default. While collateral can be an alternative source of repayment, it generally does not replace the necessity of high quality underwriting standards.

## Market Risk

Market risk arises from the uncertainty concerning changes in market prices and rates (including interest rates, equity prices, foreign exchange rates and commodity prices), the correlations among them and their levels of volatility. We assume market risk in both trading and nontrading activities. We use a combination of risk sensitivities, value-at-risk, stress testing and economic capital metrics to manage market risks and establish limits. Economic capital is the metric that is used to describe and aggregate all market risks, both in trading and nontrading portfolios.

## Trading Market Risk

Our primary mechanism to manage trading market risk is the application of our limit framework. Our Management Board supported by Market Risk Management, sets group-wide value-at-risk, economic capital and portfolio stress testing (extreme) limits for market risk in the trading book. Market Risk Management sub-allocates this overall limit to our Corporate Divisions and individual business units within CB&S (i.e., Fixed Income and Currencies, Structured Finance, Equities, etc.) based on anticipated business plans and risk appetite. Within the individual business units, the business heads establish business limits, by allocating the limit down to individual portfolios or geographical regions.

In practice, Market Risk Management sets key limits, which tend to be global in nature, to capture an exposure to a particular risk factor. Business limits are specific to various factors, including a particular geographical region or specific portfolio.

Value-at-risk, economic capital and Portfolio Stress Testing limits are used for managing all types of market risk at an overall portfolio level. As an additional and complementary tool for managing certain portfolios or risk types, Market Risk Management performs risk analysis and business specific stress testing. Limits are also set on sensitivity and concentration/liquidity, business-level stress testing and event risk scenarios.

While value-at-risk, calculated on a daily basis, supplies forecasts for potential large losses under normal market conditions, it is not adequate to measure the tail risks or the potential for extreme loss events of the portfolios. We therefore also perform regular stress tests in which we value our trading portfolios under severe market scenarios not covered by the confidence interval of the value-at-risk model.

We derive the scenarios from historically observed severe shocks in those risk factors, augmented by subjective assessments where only limited historical data are available, or where market developments are viewed to make historical data a poor indicator of possible future market scenarios. Tail risk or the potential for extreme loss events beyond reported value-at risk is captured via stressed value-at-risk, economic capital, incremental risk charge and comprehensive risk measure. It is also captured via stress testing

These stress tests form the basis of our assessment of the economic capital that we estimate is needed to absorb very severe, unexpected losses arising from our exposures over the period of one year. "Very severe" in this context means that economic capital is set at a level which covers, with a probability of 99.98 %, all unexpected losses over a one year time horizon.

In December 2011 we received model approvals, from the BaFin, for the stressed value-at-risk, incremental risk charge and comprehensive risk measure models. These are additional methods we use to measure market risk exposures.

- **Stressed value-at-risk:** calculates a stressed value-at-risk measure based on a continuous one year period of significant market stress.
- **Incremental Risk Charge:** captures default and credit migration risks in addition to the risks already captured in value-at-risk for credit-sensitive positions in the trading book.
- **Comprehensive Risk Measure:** captures incremental risk for the correlation trading portfolio calculated using an internal model subject to qualitative minimum requirements as well as stress testing requirements.
- **Market Risk Standardized Approach:** calculates regulatory capital for securitizations and nth-to-default credit derivatives.

Stressed value-at-risk, incremental risk charge and the comprehensive risk measure are calculated for all relevant portfolios. The results from the models are used in the ongoing risk management of the bank, as well as for defining regulatory capital.

### Nontrading Market Risk

Nontrading market risk arises from market movements, primarily outside the activities of our trading units, in our banking book and from off-balance sheet items. Significant market risk factors the bank is exposed to and are overseen by risk management groups in that area are:

- Interest rate risk (including model risk from embedded optionality and from modeling behavioral assumptions for certain product types), credit spread risk, foreign exchange risk, equity risk (including investments in public and private equity as well as real estate, infrastructure and fund assets).
- Market risks from off-balance sheet items such as pension schemes (please see below-mentioned details) and guarantees as well as structural foreign exchange risk and equity compensation risk.

The majority of market risk in our nontrading portfolios is quantified through the use of stress testing procedures. We use stress tests that are specific to each risk class and which consider, among other factors, large historically observed market moves, the liquidity of each asset class, and changes in client behavior in relation to deposit products. This assessment forms the basis of the economic capital calculations which enable us to monitor, aggregate and manage our nontrading market risk exposure. The economic capital charge for the credit spread risk of the portfolio is in addition to credit risk economic capital allocated to the portfolio for risks arising from credit default and rating migrations.

Investment proposals for strategic investments are analyzed by the Group Investment Committee. Depending on the size, strategic investments may require approval from the Group Investment Committee, the Management Board or the Supervisory Board. The development of strategic investments is monitored by the Group Investment Committee on a regular basis. Multiple members of the Capital and Risk Committee & Risk Executive Committee are also members of the Group Investment Committee, establishing a close link between these committees.

The valuation of pension obligations occurs under application of the discount rates published by the German Federal Bank (Deutsche Bundesbank) under the German Regulation on the Discounting of Provisions (Rückstellungsabzinsungsverordnung). As these discount rates represent average interest rates over a long period of time, a gradual decline of these discount rates has to be anticipated for the next balance sheet dates even for steady interest rate levels in light of the current low-interest phase. This leads ceteris paribus to corresponding provisions and, therefore, to pressure on the earnings situation.

## Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. It includes legal risk but excludes business and reputational risk.

The Head of Operational Risk Management chairs the Operational Risk Management Committee, which is a permanent sub-committee of the Risk Executive Committee and is comprised of those responsible for managing operational risk from our divisions and infrastructure functions. It is the main decision-making committee for all operational risk management matters.

While the day-to-day management of operational risk is the primary responsibility of our business divisions and infrastructure functions, the ORM function manages the cross divisional and cross regional operational risk as well as risk concentrations and promotes a consistent application of our operational risk management framework across the bank. Through our business partnership model, we aim to maintain close monitoring and high awareness of operational risks.

We manage operational risk based on a Group-wide consistent framework that enables us to determine our operational risk profile in comparison to our risk tolerance, to systematically identify operational risk themes and concentrations, and to define risk mitigating measures and priorities. We calculate and measure the regulatory and economic capital for operational risk using the internal Advanced Measurement Approach methodology. Economic capital is derived from the 99.98 % percentile, allocated to the business divisions, and used for performance measurement and resource allocation purposes, providing an incentive to manage operational risks, and optimizing the utilization of economic capital. The regulatory capital for operational risk applies the 99.9 % percentile. Economic and regulatory capital are calculated for a time horizon of one year.

## Liquidity Risk

Liquidity risk is the risk arising from our potential inability to meet all payment obligations when they come due or only being able to meet these obligations at excessive costs. Liquidity risk management safeguards our ability to meet all payment obligations. Our liquidity risk management framework has been an important factor in maintaining adequate liquidity and in managing our funding profile during 2014.

The Management Board defines our liquidity risk strategy, and in particular our appetite for liquidity risk based on recommendations made by the Capital and Risk Committee. At least once every year the Management Board will review and approve the limits which are applied to the Group to measure and control liquidity risk as well as our long-term funding and issuance plan.

Our Treasury function is responsible for the management of our liquidity and funding risk globally as defined in the liquidity risk strategy. Our liquidity risk management framework is designed to identify, measure and manage our liquidity risk position. Liquidity Risk Control is responsible for the internal reporting on liquidity and funding across the firm on a global and local level. The Management Board, in this context, is updated at least weekly via a Liquidity Scorecard. In addition Liquidity Risk Control is responsible for the oversight and validation of the bank's liquidity risk framework. This includes the independent validation of all liquidity risk models as well as the review and back-testing of limits. Our liquidity risk management approach starts at the intraday level forecasting cash flows and factoring in our access to Central Banks. It then covers tactical liquidity risk management dealing with access to secured and unsecured funding sources. Finally, the strategic perspective comprises the maturity profile of all assets and liabilities (Funding Matrix) and our issuance strategy.

Our cash-flow based reporting system provides daily liquidity risk information to global and local management.

Stress testing and scenario analysis plays a central role in our liquidity risk management framework. This also incorporates an assessment of asset liquidity, i.e., the characteristics of our asset inventory, under various stress scenarios as well as contingent funding requirements from off-balance-sheet commitments. Daily stress test results are used to monitor our ongoing compliance with the Board's overall liquidity risk appetite. Furthermore,



our short-term wholesale funding profile limits (both unsecured and secured) which are a key tool of the framework are calibrated against the stress test results on a monthly basis.

### Business Risk

Business risk describes the risk we assume due to potential changes in general business conditions, such as our market environment, client behavior and technological progress. This can affect our results if we fail to adjust quickly to these changing conditions. Business risk consists of strategic risk, tax risk and refinancing risk, of which only strategic risk is assessed as material.

Strategic risk represents the risk of suffering unexpected operating losses (i.e. negative earnings) during the period covered by the model due to decreases in operating revenues which cannot be compensated by cost reductions. Strategic risk covers only revenue or cost volatility which is not attributable to position taking (market risk), credit losses (credit risk) and operational events (operational risk) since these elements are already covered in the respective risk types explicitly. We aim to mitigate strategic risk within our business units through portfolio diversification designed to reduce dependency on individual or a small set of markets or products, products innovations and close monitoring of the execution of our strategic and capital plan, and ensuring flexibility of the cost base, i.e. through outsourcing.

### Reputational Risk

Within our risk management processes, we define reputational risk as the risk that publicity concerning a transaction, counterparty or business practice involving a client will negatively impact the public's trust in our organization.

Our reputational risk is governed by the Reputational Risk Management Program (RRM Program). The RRM Program was established to provide consistent standards for the identification, escalation and resolution of reputational risk issues that arise from transactions with clients or through different business activities. Primary responsibility for the identification, escalation and resolution of reputational risk issues resides with the business divisions. Each employee is under an obligation, within the scope of his/her activities, to analyze and assess any imminent or intended transaction in terms of possible risk factors in order to minimize reputational risks. If a potential reputational risk is identified, it is required to be referred for further consideration at a sufficiently senior level within that respective business division. If issues remain, they should then be escalated for discussion among appropriate senior members of the relevant Business and Control Groups. Reputational risk issues not addressed to satisfactory conclusion through such informal discussions must then be escalated for further review and final determination via the established reputational risk escalation process.

### Model Risk

Model risk is the risk of possible adverse consequences of decisions taken based on models that are inappropriate, incorrect, or misused. In this context, a model is defined as a quantitative method, system, or approach that applies statistical, economic, financial, or mathematical theories, techniques, and assumptions to process input data into quantitative estimates.

A new Model risk function was established in 2014, aggregating all core model risk management activities across the bank into one independent function:

- Model validation provides independent validation of the methodological aspects of models. The key objectives of model validation are to verify that models are performing as expected, in line with their design objectives and business uses, and to aim to ensure that models are logically and conceptually sound and assess the appropriateness and accuracy of the implementation methodology;
- Model risk governance supports establishment of a front-to-back model risk management framework which includes defining common standards for model development, usage and validation; identification and remediation of issues and inconsistencies in modeling; and maintenance of a bank-wide model inventory; and

- Key senior management forums to address model risk are the Group Model Risk Management Committee (“GMRMC”) and the Pricing Model Risk Management Committee (“PMRMC”). Both are subcommittees of the CaR and the Risk ExCo, and act on behalf of the Management Board. The PMRMC is responsible for management and oversight of model risk from valuation models (front office models that are used for official pricing and risk management of trading positions). The GMRMC is responsible for management and oversight of model risk from risk and capital models.

### Compliance Risk

Compliance risk (MaRisk, i.e. minimum requirements for risk management) is defined as the current or prospective risk to earnings and capital arising from violations or non-compliance with laws, rules, regulations, agreements, prescribed practices or ethical standards and can lead to fines, damages and/ or the voiding of contracts and can negatively impact an institution’s reputation. Compliance manages this risk through the following:

- Identifying material rules and regulations where non-compliance could lead to endangerment of the Bank’s assets (supported by the bank’s business divisions, infrastructure functions or Regional Management);
- Advising and supporting the Management Board concerning the adherence to material rules and regulations as well as acting to implement effective procedures for compliance with applicable material rules and regulations, and the setup of the corresponding controls;
- Monitoring the coverage of new or changed material rules and regulations by our business divisions, infrastructure functions or Regional Management including potential implementation plans for appropriate controls. Compliance is not explicitly requested to run its own monitoring programs but has the right to carry out monitoring activities;
- Assessing the coverage of all existing material rules and regulations by the bank’s business divisions, infrastructure functions or Regional Management and existence of a corresponding control environment; and
- Reporting to the Management and Supervisory Boards on at least an annual basis and on an ad hoc basis.

### Risk Profile

We measure the key risks inherent to their respective business models through the undiversified Total Economic Capital metric, which mirrors each business division’s risk profile before taking into account cross-risk effects at the Group level.

In comparison to year-end 2013, the increase in our economic capital was mainly driven by CB&S reflecting increased credit and market risk levels partly due to foreign exchange effects and a higher economic capital usage for operational and strategic risk. Further increases are caused by Consolidation & Adjustments due to higher nontrading market risk for structural foreign exchange risk and methodology enhancements for pension risk. The observed RWA increase is to a large extent driven by transferring the RWA calculation from the Basel 2.5 framework to the new CRR/CRD 4 rules and further methodology updates. Further movements reflect changes in foreign exchange rates as well as increased risk taking off-set by NCOU de-risking.

Risk Profile of our Corporate Divisions as measured by Total Economic Capital

Dec 31, 2014

	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Consoli- dation & Adjustments	Total	Total
in € m. (unless stated otherwise)							in € m.	in %
Credit Risk	5,799	3,547	2,302	323	868	46	12,885	40
Market Risk	5,153	3,200	185	1,987	1,308	3,020	14,852	47
Operational Risk	3,569	1,088	150	722	2,070	0	7,598	24
Business Risk	2,581	0	4	1	499	0	3,084	10
Diversification Benefit <sup>1</sup>	(3,441)	(1,095)	(262)	(611)	(1,087)	(59)	(6,554)	(21)
<b>Total EC in € m.</b>	<b>13,661</b>	<b>6,740</b>	<b>2,379</b>	<b>2,420</b>	<b>3,658</b>	<b>3,008</b>	<b>31,866</b>	<b>100</b>
in %	43	21	7	8	11	9	100	0

<sup>1</sup> Diversification benefit across credit, market, operational and strategic risk (largest part of business risk)

Dec 31, 2013<sup>1</sup>

	Corporate Banking & Securities	Private & Business Clients	Global Transaction Banking	Deutsche Asset & Wealth Management	Non-Core Operations Unit	Consoli- dation & Adjustments	Total	Total
in € m. (unless stated otherwise)							in € m.	in %
Credit Risk	4,597	3,742	1,900	373	1,392	9	12,013	44
Market Risk	4,658	2,967	193	1,535	1,565	1,820	12,738	47
Operational Risk	2,453	803	96	580	1,320	0	5,253	19
Business Risk	1,413	0	6	1	263	0	1,682	6
Diversification Benefit <sup>2</sup>	(1,945)	(842)	(156)	(478)	(974)	(120)	(4,515)	(17)
<b>Total EC in € m.</b>	<b>11,175</b>	<b>6,671</b>	<b>2,039</b>	<b>2,010</b>	<b>3,566</b>	<b>1,710</b>	<b>27,171</b>	<b>100</b>
in %	41	25	8	7	13	6	100	0

<sup>1</sup> Amounts allocated to the business segments have been restated to reflect comparatives according to the structure as of December 31, 2014.

<sup>2</sup> Excluding strategic risk which was not included in the calculation of the diversification benefit for 2013.

Corporate Banking & Securities' (CB&S) risk profile is dominated by its trading in support of origination, structuring and market making activities, which gives rise to market risk and credit risk. Further credit risks originate from exposures to corporates and financial institutions. Under CB&S' current business model, the remainder is derived from operational risks and business risk, primarily from potential legal and earnings volatility risks, respectively.

Private & Business Clients' (PBC) risk profile comprises of credit risk from retail and small and medium-sized enterprises (SMEs) lending as well as nontrading market risk from investment risk, modeling of client deposits and credit spread risk.

Global Transaction Banking's (GTB) revenues are generated from various products with different risk profiles. The vast majority of its risk relates to credit risk in the Trade Finance business, while other businesses attract low to no credit risk. The relatively low market risk mainly results from derivative hedge positions.

The main risk driver of Deutsche Asset & Wealth Management's (Deutsche AWM) business are guarantees on investment funds, which we report as nontrading market risk. Otherwise Deutsche AWM's advisory and commission focused business attracts primarily operational risk.

The Non-Core Operations Unit (NCOU) portfolio includes activities that are non-core to the Bank's future strategy; assets materially affected by business, environment, legal or regulatory changes; assets earmarked for de-risking; assets suitable for separation; assets with significant capital absorption but low returns; and assets exposed to legal risks. NCOU's risk profile covers risks across the entire range of our operations comprising credit risks and also market and operational risks (including legal risks) targeted where possible for accelerated de-risking.

Consolidation & Adjustment mainly comprises non traded market risk for structural foreign exchange risk and pension risk.

## Credit Risk

The tables in this section show details about several of our main credit exposure categories, namely loans, irrevocable lending commitments, contingent liabilities, over-the-counter ("OTC") derivatives, traded loans, traded bonds, debt securities available for sale and repo and repo-style transactions:

- "Loans" are net loans as reported on our balance sheet at amortized cost but before deduction of our allowance for loan losses.
- "Irrevocable lending commitments" consist of the undrawn portion of irrevocable lending-related commitments.
- "Contingent liabilities" consist of financial and performance guarantees, standby letters of credit and other similar arrangements (mainly indemnity agreements).
- "OTC derivatives" are our credit exposures from over-the-counter derivative transactions that we have entered into, after netting and cash collateral received. On our balance sheet, these are included in financial assets at fair value through profit or loss or, for derivatives qualifying for hedge accounting, in other assets, in either case, before netting and cash collateral received.
- "Traded loans" are loans that are bought and held for the purpose of selling them in the near term, or the material risks of which have all been hedged or sold. From a regulatory perspective this category principally covers trading book positions.
- "Traded bonds" include bonds, deposits, notes or commercial paper that are bought and held for the purpose of selling them in the near term. From a regulatory perspective this category principally covers trading book positions.
- "Debt securities available for sale" include debentures, bonds, deposits, notes or commercial paper, which are issued for a fixed term and redeemable by the issuer, which we have classified as available for sale.
- "Repo and repo-style transactions" consist of reverse repurchase transactions, as well as securities or commodities borrowing transactions before application of netting and collateral received.

Although considered in the monitoring of maximum credit exposures, the following are not included in the details of our main credit exposure: brokerage and securities related receivables, interest-earning deposits with banks, cash and due from banks, assets held for sale and accrued interest receivables. Excluded as well are traditional securitization positions and equity investments.

## Main Credit Exposure Categories by Business Divisions

									Dec 31, 2014
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2</sup>	Contingent liabilities	OTC derivatives <sup>3</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>4</sup>	Total
Corporate Banking & Securities	61,820	119,995	4,865	43,407	14,865	92,272	34,411	112,605	484,239
Global Transaction Banking	77,334	17,121	51,663	595	614	87	184	3,159	150,758
Deutsche Asset & Wealth Management	38,676	4,158	2,681	839	12	7,940	3,403	11	57,719
Private & Business Clients	214,688	11,687	1,735	464	0	2	16,665	8,714	253,955
Non-Core Operations Unit	18,049	954	1,072	1,760	1,163	7,509	4,358	17	34,883
Consolidation & Adjustments	258	530	71	13	0	0	111	0	983
<b>Total</b>	<b>410,825</b>	<b>154,446</b>	<b>62,087</b>	<b>47,078</b>	<b>16,654</b>	<b>107,808</b>	<b>59,132</b>	<b>124,507</b>	<b>982,537</b>

<sup>1</sup> Includes impaired loans amounting to € 9.3 billion as of December 31, 2014.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.4 billion as of December 31, 2014.

<sup>3</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>4</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

									Dec 31, 2013
in € m.	Loans <sup>1</sup>	Irrevocable lending commitments <sup>2</sup>	Contingent liabilities	OTC derivatives <sup>4</sup>	Traded Loans	Traded Bonds	Debt securities available for sale	Repo and repo-style transactions <sup>5</sup>	Total
Corporate Banking & Securities	40,515	102,776	6,716	40,709	14,921	109,871	19,947	176,720	511,988
Global Transaction Banking	213,252	13,685	1,595	498	0	1	16,240	15,090	260,362
Deutsche Asset & Wealth Management	72,868	15,931	52,049	500	958	65	171	5,630	148,172
Private & Business Clients	32,214	3,070	2,795	791	16	9,023	2,946	15	50,869
Non-Core Operations Unit	23,215	1,450	2,416	2,211	1,891	7,196	4,841	15	43,423
Consolidation & Adjustments	106	289	58	7	1	5	97	12	575
<b>Total</b>	<b>382,171</b>	<b>137,202</b>	<b>65,630</b>	<b>44,716</b>	<b>17,787</b>	<b>126,160</b>	<b>44,242</b>	<b>197,482</b>	<b>1,015,390</b>

<sup>1</sup> Includes impaired loans amounting to € 10.1 billion as of December 31, 2013.

<sup>2</sup> Includes irrevocable lending commitments related to consumer credit exposure of € 9.8 billion as of December 31, 2013.

<sup>3</sup> Comparatives have been restated by € 10.5 billion to include Fronting Commitments erroneously not included in prior disclosure.

<sup>4</sup> Includes the effect of netting agreements and cash collateral received where applicable. Excludes derivatives qualifying for hedge accounting.

<sup>5</sup> Before reflection of collateral and limited to securities purchased under resale agreements and securities borrowed.

Our main credit exposure decreased by € 32.9 billion.

- From a divisional perspective, a reduction of € 27.7 billion has been achieved by CB&S, of € 8.5 billion by NCOU and of € 6.4 billion by PBC.
- From a product perspective, strong exposure reductions have been observed for Repo and repo-style transactions and for Traded Bonds. Slight exposure reductions were also observed for Contingent Liabilities and Traded Loans.
- The ETF related collateral restructuring in CB&S entailed replacing our physical securities exposure by entering into fully funded total returns swaps. As a consequence, CB&S loans with embedded securities exposure increased whereas the securities exposure within trading assets decreased.
- From an industry perspective, our credit exposure is lower compared with last year mainly due to a decrease in banks and insurance of € 83.5 billion, driven by lower Repo and Repo-style transactions, partly offset by increases, especially in the category Other of € 23.6 billion.

Our credit exposure to our ten largest counterparties accounted for 7 % of our aggregated total credit exposure in these categories as of December 31, 2014 compared with 10 % as of December 31, 2013. Our top ten counterparty exposures were with well-rated counterparties or otherwise related to structured trades which show high levels of risk mitigation.

Our largest concentration of credit risk within loans from a regional perspective is in our home market Germany, with a significant share in households, which includes the majority of our mortgage lending business.

Within the OTC derivatives business, tradable assets as well as repo and repo-style transactions, our largest concentrations from a regional perspective were in Western Europe (excluding Germany) and North America. From the industry perspective, exposures from OTC derivative, tradable assets as well as repo and repo-style transactions have a significant share in highly rated banks and insurance companies. For tradable assets, a large proportion of exposure also with public sector companies.

## Market Risk

VaR is a quantitative measure of the potential loss (in value) of trading positions due to market movements that will not be exceeded in a defined period of time and with a defined confidence level.

Our value-at-risk for the trading businesses is based on our own internal model. In October 1998, the German Banking Supervisory Authority (now the BaFin) approved our internal model for calculating the regulatory market risk capital for our general and specific market risks. Since then the model has been continually refined and approval has been maintained.

We calculate VaR using a 99 % confidence level and a one day holding period. This means we estimate there is a 1 in 100 chance that a mark-to-market loss from our trading positions will be at least as large as the reported VaR. For regulatory purposes, which include the calculation of our capital requirements and risk-weighted assets, the holding period is ten days.

We use one year of historical market data as input to calculate VaR. The calculation employs a Monte Carlo Simulation technique, and we assume that changes in risk factors follow a well-defined distribution, e.g. normal, lognormal, or non-normal (t, skew-t, Skew-Normal). To determine our aggregated VaR, we use observed correlations between the risk factors during this one year period.

Our VaR model is designed to take into account a comprehensive set of risk factors across all asset classes. Key risk factors are swap/government curves, index and issuer-specific credit curves, funding spreads, single equity and index prices, foreign exchange rates, commodity prices as well as their implied volatilities. To help ensure completeness in the risk coverage, second order risk factors, e.g. CDS index vs. constituent basis, money market basis, implied dividends, option-adjusted spreads and precious metals lease rates are considered in the VaR calculation.

For each business unit a separate VaR is calculated for each risk type, e.g. interest rate risk, credit spread risk, equity risk, foreign exchange risk and commodity risk. For each risk type this is achieved by assigning the sensitivities to the relevant risk type and then simulating changes in the associated risk drivers. "Diversification effect" reflects the fact that the total VaR on a given day will be lower than the sum of the VaR relating to the individual risk types. Simply adding the VaR figures of the individual risk types to arrive at an aggregate VaR would imply the assumption that the losses in all risk types occur simultaneously.

The model incorporates both linear and, especially for derivatives, nonlinear effects through a combination of sensitivity-based and full revaluation approach on a fixed price-implied volatility grid.

The VaR measure enables us to apply a consistent measure across all of our trading businesses and products. It allows a comparison of risk in different businesses, and also provides a means of aggregating and netting positions within a portfolio to reflect correlations and offsets between different asset classes. Furthermore, it facilitates comparisons of our market risk both over time and against our daily trading results.

When using VaR estimates a number of considerations should be taken into account. These include:

- The use of historical market data may not be a good indicator of potential future events, particularly those that are extreme in nature. This “backward-looking” limitation can cause VaR to understate risk (as in 2008), but can also cause it to be overstated.
- Assumptions concerning the distribution of changes in risk factors, and the correlation between different risk factors, may not hold true, particularly during market events that are extreme in nature. The one day holding period does not fully capture the market risk arising during periods of illiquidity, when positions cannot be closed out or hedged within one day.
- VaR does not indicate the potential loss beyond the 99 % quantile.
- Intra-day risk is not captured.
- There may be risks in the trading book that are partially or not captured by the VaR model.

The tables and graph below present the value-at-risk metrics calculated with a 99 % confidence level and a one-day holding period for our trading units. They exclude contributions from Postbank trading book which are calculated on a stand-alone basis.

#### Value-at-Risk of our Trading Units by Risk Type

in € m.	Dec 31, 2014	Dec 31, 2013
Interest rate risk	18.1	27.2
Credit spread risk	29.6	37.9
Equity price risk	15.5	20.2
Foreign exchange risk <sup>1</sup>	20.5	12.4
Commodity price risk	1.3	7.8
Diversification effect	(36.0)	(57.7)
<b>Total value-at-risk</b>	<b>49.0</b>	<b>47.9</b>

<sup>1</sup> Includes value-at-risk from gold and other precious metal positions.

#### Value-at-Risk of our Trading Units in the Reporting Period

in € m.	Total		Diversification effect		Interest rate risk		Credit spread risk		Equity price risk		Foreign exchange risk <sup>1</sup>		Commodity price risk	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Average	51.6	53.6	(34.9)	(50.0)	25.1	26.5	31.2	41.6	14.8	13.4	13.2	13.8	2.2	8.3
Maximum	71.4	69.0	(61.9)	(62.1)	42.8	36.6	38.9	48.1	24.6	23.9	21.2	27.8	10.2	12.8
Minimum	35.4	43.0	(24.4)	(38.5)	15.7	18.7	25.9	34.9	9.9	8.8	6.9	5.8	0.7	5.5

<sup>1</sup> Includes value-at-risk from gold and other precious metal positions.

The average value-at-risk over 2014 was € 51.6 million, which is a decrease of € 2.0 million compared with the full year 2013. There have been notable reductions in the average value-at-risk across credit spread, mainly coming from a reduction in name specific risk and commodity risk due to the winding down of the commodities business. Overall there has been less benefit from diversification following changes in the composition of the portfolio. The value-at-risk has moved over a wider range during 2014 compared with 2013 particularly towards the later part of the year. In October 2014 the value-at-risk reached a high for the year of € 71.4 million quickly followed by a low of € 35.4 million in November following an effort to de-risk the portfolio due to heightened volatility in the markets.

## Liquidity Risk

### Funding Matrix

We map all funding-relevant assets and all liabilities into time buckets corresponding to their economic maturities to compile a maturity profile (funding matrix). The funding matrix is compiled on an aggregated currency basis, as well as for selected individual currencies and legal entities. Given that trading assets are typically more liquid than their contractual maturities suggest, we determine individual liquidity profiles reflecting their relative liquidity value. We take assets and liabilities from the retail bank (mortgage loans and retail deposits) that show a behavior of being renewed or prolonged regardless of capital market conditions and assign them to time buckets reflecting the expected prolongation. Wholesale banking products are included with their contractual maturities.

The funding matrix identifies the excess or shortfall of assets over liabilities in each time bucket, facilitating management of open liquidity exposures. The funding matrix analysis together with the strategic liquidity planning process, which forecasts the funding supply and demand across business units, provides the key input parameter for our annual capital market issuance plan. Upon approval by the Management Board the capital markets issuance plan establishes issuing targets for securities by tenor, volume and instrument. We also maintain a stand-alone U.S. dollar funding matrix which limits the maximum short position in any time bucket (>1 year to >10 year) to € 10 billion. This supplements the risk appetite for our aggregate currency funding matrix which requires us to maintain a positive funding position in any time bucket (>1 year to > 10 year). Both funding matrices were in line with the respective risk appetite as of year ends 2014 and 2013.

### Liquidity Reserves

Liquidity reserves comprise available cash and cash equivalents, highly liquid securities (includes government, agency and government guaranteed) as well as other unencumbered central bank eligible assets.

The volume of our liquidity reserves is a function of our expected monthly stress result, both at an aggregate level as well as at an individual currency level. To the extent we receive incremental short-term wholesale liabilities which attract a high stress roll-off, we will largely keep the proceeds of such liabilities in cash or highly liquid securities as a stress mitigant. Accordingly, the total volume of our liquidity reserves will fluctuate as a function of the level of short-term wholesale liabilities held, although this has no material impact on our overall liquidity position under stress. Our liquidity reserves include only assets that are freely transferable within the Group, or can be applied against local entity stress outflows. We hold the vast majority of our liquidity reserves centrally, at our parent and our foreign branches with further reserves held at key locations in which we are active. While we hold our reserves across major currencies, their size and composition are subject to regular senior management review. In addition to the reported liquidity reserves below, there was an amount of € 32 billion of liquidity reserves, in excess of local stress outflows, that remains in entities which are subject to transfer restrictions due to local connected lending requirements or similar regulatory restrictions. We therefore do not include such amounts into our freely transferable liquidity reserves.



### Composition of our freely transferable liquidity reserves by parent company (including branches) and subsidiaries

in € m.	Dec 31, 2014		Dec 31, 2013	
	Carrying Value	Liquidity Value	Carrying Value	Liquidity Value
Available cash and cash equivalents (held primarily at central banks)	65	65	78	77
Parent (incl. foreign branches)	54	54	68	67
Subsidiaries	11	11	10	10
Highly liquid securities (includes government, government guaranteed and agency securities)	103	96	95	89
Parent (incl. foreign branches)	81	75	71	67
Subsidiaries	23	20	24	22
Other unencumbered central bank eligible securities	16	11	23	17
Parent (incl. foreign branches)	14	10	17	13
Subsidiaries	2	1	6	4
<b>Total liquidity reserves</b>	<b>184</b>	<b>171</b>	<b>196</b>	<b>183</b>
Parent (incl. foreign branches)	149	139	156	147
Subsidiaries	35	32	41	36

As of December 31, 2014, our freely transferable liquidity reserves amounted to € 184 billion compared with € 196 billion as of December 31, 2013. The primary driver of the decrease of € 12 billion in 2014 was a reduction of € 19 billion in our unsecured wholesale funding during the year, together with reductions in other liability sources. Our average liquidity reserves during the year were € 190 billion compared with € 216 billion during 2013. In the table above the carrying value represents the market value of our liquidity reserves while the liquidity value reflects our assumption of the value that could be obtained, primarily through secured funding, taking into account the experience observed in secured funding markets at times of stress.

## Capital Requirements and Adequacy

In the European Union, the Basel 3 capital framework was implemented by the “Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms” (Capital Requirements Regulation, or “CRR”) published on June 27, 2013, and the “Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms” (Capital Requirements Directive 4, or “CRD 4”) published on June 27, 2013. The CRR/CRD 4 framework replaced the laws implementing the international capital adequacy standards as recommended by the Basel Committee on Banking Supervision, commonly referred to as Basel 2 and Basel 2.5. As a single “rulebook”, the CRR is directly applicable to credit institutions and investment firms in the European Union. Thus, the need for implementation of national regulatory legislation was eliminated in many instances. As a result, the German Banking Act (KWG) and the German Solvency Regulation (SolvV) were amended to remove all regulations that were supplanted by the CRR. Regulatory capital requirements, the assessment of counterparty risk and securitizations and many other regulations relevant for us are now regulated through the CRR. In addition, the CRD 4 was implemented into German law by means of further amendments to the German Banking Act (KWG) and the German Solvency Regulation (SolvV) and accompanying regulations. Jointly, these laws and regulations represent the new regulatory framework applicable in Germany to, among other things, capital, leverage and liquidity as well as Pillar 3 disclosures.

The new regulatory framework became effective on January 1, 2014, subject to transitional rules. When referring to Deutsche Bank results according to transitional rules we use the term “CRR/CRD 4”. When referring to results according to full application of the final framework (without consideration of applicable transitional methodology) we use the term “CRR/CRD 4 fully loaded”. In some cases, CRR/CRD 4 maintains transitional rules that had been adopted in earlier capital adequacy frameworks through Basel 2 or Basel 2.5. These relate to the risk weighting of certain categories of assets and include rules permitting the grandfathering of equity investments at a risk-weight of 100 % and allowing the selection of the greater position of long and short positions as the basis for measurement in the Market Risk Standardized Approach rather than the sum of both long and short positions. In these cases, our CRR/CRD 4 methodology assumes that the impact of the expiration of

these transitional rules will be mitigated through sales of the underlying assets or other measures prior to the expiration of the grandfathering provisions.

The new minimum capital ratios are being phased in through 2015. Most regulatory adjustments (i.e., capital deductions and regulatory filters) are being phased in through 2018. Capital instruments that no longer qualify under the new rules are being phased out through 2022. New capital buffer requirements are being phased in through 2019. Although they are subject to supervisory reporting starting from 2014, binding minimum requirements for short-term liquidity will be introduced in 2015 and a standard for longer term liquidity is expected to become effective in 2018. The introduction of a binding leverage ratio is expected from 2018 following disclosure of the ratio starting in 2015.

In addition to tightening capital requirements the CRR/CRD 4 framework also includes changes in nomenclature relating to capital adequacy and regulatory capital, such as the use of the term Common Equity Tier 1 replaces the term Core Tier 1.

There are still some interpretation uncertainties with regard to CRR/CRD 4 rules and some of the related binding Technical Standards are not yet available in their final version. Thus, we will continue to refine our assumptions and models in line with evolution of our as well as the industry's understanding and interpretation of the rules. Against this background, current CRR/CRD 4 measures may not be comparable to previous expectations. Also, our CRR/CRD 4 measures may not be comparable with similarly labeled measures used by our competitors as our competitors' assumptions and estimates regarding such implementation may differ from ours.

### Risk-Weighted Assets

Under CRR/CRD 4, overall capital requirements have to be calculated and compared with the regulatory capital described above. The overall capital requirements are frequently expressed in risk-weighted asset terms whereby total capital requirements are 8 % of risk-weighted assets. The information presented below is based on the regulatory principles of consolidation.

The risk-weighted assets comprise the total of credit, market and operational risks. In the calculation of the risk-weighted assets the Deutsche Bank uses internal models for all three risk types which were approved by the Bundesanstalt für Finanzdienstleistungsaufsicht („BaFin“). We establish a counterparty Credit Valuation Adjustment (“CVA”) for OTC derivative transactions to cover expected credit losses. The adjustment amount is determined by assessing the potential credit exposure to a given counterparty and taking into account any collateral held, the effect of any relevant netting arrangements, expected loss given default and the credit risk, based on available market information, including CDS spreads. Our advanced IRBA coverage ratio, excluding Postbank, exceeded, with 96,5 % by exposure value (“EAD”) as well as with 93 % by RWA as of December 31, 2014, the European regulatory requirement, remaining nearly unchanged from the levels at December 31, 2013 (96,7 % EAD and 93 % by RWA), using applicable measures according to Section 11 SolvV. These ratios excluded the exposures permanently assigned to the standardized approach (according to Article 150 CRR), other IRBA exposure as well as securitization positions. The regulatory minimum requirements with regard to the respective coverage ratio thresholds have been met at all times.

Deutsche Bank's market risk component is a multiple of the value-at-risk figure, which is calculated for regulatory purposes based on our internal and BaFin approved models. Starting with December 31, 2011, the market risk component includes a multiple of the stressed value-at-risk and the value-at-risk, as well as the incremental risk charge and the comprehensive risk measure on the Group's correlation trading portfolio. All of which are all calculated on the basis of the Group's BaFin approved internal models. The market risk component also includes securitizations in the trading book outside the correlation trading portfolio measured with the standardized approach according to CRR. Further standard calculation approaches are used for remaining market risk positions.

For operational risk calculations, the Group uses the so-called Advanced Measurement Approach (“AMA”) pursuant to Articles 321 to 324 CRR.

The RWA for CVA covering the risk of mark-to-market losses on the expected counterparty risk in connection with OTC derivative exposures are predominately calculated on our own internal model as approved by BaFin.

#### Risk-weighted assets of the Deutsche Bank Group

in € m.

	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
Credit risk (incl. settlement risk)	244,155	202,219
Credit Valuation Adjustment	21,203	0
Market risk	64,209	47,259
Operational risk	67,082	50,891
<b>Total risk-weighted assets</b>	<b>396,649</b>	<b>300,369</b>

#### Regulatory Capital

The total regulatory capital pursuant to the effective regulations as of year-end 2014 comprises Tier 1 and Tier 2 (T2) capital. Tier 1 capital is subdivided into Common Equity Tier 1 (CET 1) capital and Additional Tier 1 (AT1) capital.

Common Equity Tier 1 (CET 1) capital consists primarily of common share capital including related share premium accounts, retained earnings and accumulated other comprehensive income, subject to regulatory adjustments (i.e. prudential filters and deductions). Prudential filters for CET 1, according to Articles 32 to 35 CRR, comprise (i) securitized assets, (ii) cash flow hedges and changes in the value of own liabilities, (iii) unrealized gains and losses measured at fair value, and (iv) additional value adjustments.

Regulatory adjustments that apply for CET 1 capital entailed the exclusion of (i) intangibles assets, (ii) deferred tax assets that rely on future profitability, (iii) shortfall of provisions to expected losses, and (iv) defined benefit pension fund assets.

For certain deduction items exemptions from deduction or alternative to deductions exist. Non-significant investments in the capital (CET 1, AT1, T2) of financial sector entities (especially if the investment is below 10 % of their CET 1 capital) have to be deducted from the corresponding capital component (CET 1, AT1, T2) to the extent that the sum of these investments exceeds 10 % of the institution’s own CET 1 capital. The amount below the 10 % threshold is risk weighted. Significant investments in the CET 1 instruments of financial sector entities (above or equal 10 % of their CET 1 capital) and deferred tax assets that rely on future profitability and arise from temporary differences can be exempted from deduction where such items in aggregate are equal or less than 15 % of the relevant CET 1 capital. The amount eligible to be included in the 15 % threshold exemption are those amounts up to 10 % of the relevant CET 1 capital for each of the above referred significant investments in the capital of financial sector entities and deferred tax assets that rely on future profitability and arise from temporary differences. All items not deducted (i.e. amounts below the threshold) are subject to a risk weight of 250 %. Investments in the capital of insurance entities that qualify as financial sector entities can be exempted from deduction for the calculation of the solvency margin of the financial conglomerate in accordance with the Financial Conglomerate Directive. The amount not deducted is subject to a risk-weight pursuant to the applicable rules for trading and banking book. Furthermore, institutions can opt for the deduction alternative for the exposure amount of certain items (e.g. securitizations positions in the banking book) which otherwise would qualify for a risk weight of 1,250 %.

Further regulatory adjustments apply for all capital components: (i) direct, indirect and synthetic holdings in own capital instruments, (ii) reciprocal cross holdings in the capital of financial sector entities, and (iii) investments in the capital of financial sector entities. All deductions for investments in the capital of banking, financial sector entities are made from the capital component for which they would qualify if issued by the bank itself.

During the transitional period additional specific regulatory adjustments are applicable. The CET 1 deduction amount can be split into the amount deducted pursuant to the new rules (i.e. the applicable percentage in 2014 is 20 %) and the residual amount that is subject to specific transitional rules which reflect a substitute for previous national treatment. For the residual amount of CET 1 deductions different treatments are in place. The residual amount of intangible assets and direct holdings of own CET 1 instruments are deducted from Tier 1 capital. The residual amount of shortfall of provisions to expected losses as well as direct holdings of significant and non-significant investments in financial sector entities are deducted half from each of Tier 1 and Tier 2 capital.

Additional Tier 1 (AT1) capital consists of Additional Tier 1 capital instruments and related share premium accounts as well as noncontrolling interests that qualify for inclusion in consolidated AT1, subject to regulatory adjustments. To qualify as AT1 under CRR/CRD 4 instruments must have principal loss absorption through a conversion to common shares or a write-down mechanism allocating losses at trigger point. The trigger level for such conversion or write-down is set at a CET 1 ratio of at least 5.125 %. Further requirements have to be met, inter alia these instruments must be perpetual (i.e. not dated or with incentives to redeem) and the institution must have full dividend/coupon discretion at all times.

Tier 2 (T2) capital comprises eligible capital instruments and the related share premium and subordinated long-term debt, certain loan loss provisions and T2 noncontrolling interests that qualify for inclusion in consolidated T2. To qualify as T2 capital instruments or subordinated loans must have an original maturity of at least five years. Moreover, eligible capital instruments may not inter alia contain an incentive to redeem, a right of investors to accelerate repayment or a credit sensitive dividend feature.

#### Overview of Regulatory Capital, RWA and Capital Ratios according to CRR/CRD 4 respectively Basel 2.5 (unaudited)

in € m.	Dec 31, 2014	Dec 31, 2013
	CRR/CRD 4	Basel 2.5
Common Equity Tier 1 capital before regulatory adjustments	66,175	53,558
Total regulatory adjustments to Common Equity Tier 1 (CET1) capital	(6,072)	(15,024)
<b>Common Equity Tier 1 (CET1) capital</b>	<b>60,103</b>	<b>38,534</b>
Additional Tier 1 (AT1) capital before regulatory adjustments	14,696	12,701
Total regulatory adjustments to Additional Tier 1 (AT1) capital	(10,902)	(519)
<b>Additional Tier 1 (AT1) capital</b>	<b>3,794</b>	<b>12,182</b>
<b>Tier 1 capital (T1 = CET1 + AT1)</b>	<b>63,898</b>	<b>50,717</b>
Tier 2 (T2) capital before regulatory adjustments	4,913	7,787
Total regulatory adjustments to Tier 2 (T2) capital	(518)	(3,040)
<b>Tier 2 (T2) capital</b>	<b>4,395</b>	<b>4,747</b>
<b>Total Regulatory capital (TC = T1 + T2)</b>	<b>68,293</b>	<b>55,464</b>
<b>Total risk-weighted assets</b>	<b>396,648</b>	<b>300,369</b>
<b>Capital ratios</b>		
Common Equity Tier 1 capital ratio (as a percentage of risk-weighted assets)	15.2	12.8
Tier 1 capital ratio (as a percentage of risk-weighted assets)	16.1	16.9
Total Regulatory capital ratio (as a percentage of risk-weighted assets)	17.2	18.5

The calculation of the regulatory capital numbers and ratios presented in this report include the proposal of the Management Board to the Supervisory Board and Annual General Meeting of a dividend payment of € 0.75 per share.

The Group's total regulatory capital ratio was 17.2 % on December 31, 2014, compared to 18.5 % as of December 31, 2013, both significantly higher than the 8 % minimum ratio required.

As of December 31, 2014, Deutsche Bank AG did not calculate or report regulatory capital ratios on a stand-alone basis as it had applied the exemptions codified to the waiver rule in accordance with Article 7 (3) CRR and Section 2a German Banking Act. As a result, Deutsche Bank AG was exempted from the obligation to comply with certain requirements of the Banking Act regarding their regulatory capital on a standalone basis, including solvency calculations and reporting of regulatory capital ratios.

The Group's Common Equity Tier 1 capital amounted to € 60.1 billion on December 31, 2014 and € 38.5 billion on December 31, 2013 with a Common Equity Tier 1 capital ratio of 15.2 % respectively 12.8 %. The Group's Tier 1 capital was € 63.9 billion on December 31, 2014 and € 50.7 billion on December 31, 2013. The Tier 1 capital ratio was 16.1 % as of December 31, 2014 and 16.9 % as of December 31, 2013.

This increase of CET 1 capital at year-end 2014 in comparison to 2013 includes a first day effect from application of CRR/CRD 4 rules in substitution of the Basel 2.5 framework of € 10.4 billion. The capital increase net of first day effect amounted to € 11.1 billion and was primarily driven by the aggregate gross proceeds of our share issuance in the second quarter of € 8.5 billion as well as a positive impact of € 2.9 billion from foreign currency translation. Additional Tier 1 capital increased by the issuances of the AT1 Notes with an eligible amount of € 4.6 billion. This increase was completely offset by the CRR/CRD 4 transitional provisions and the early redemption of four Hybrid Tier 1 capital instruments with an eligible amount of € 2.5 billion in 2014.

The Group's Tier 2 capital was € 4.4 billion on December 31, 2014, and € 4.7 billion on December 31, 2013.

The decrease in Tier 2 capital compared to 2013 was mainly due to redemptions and amortization adjustments that were partly offset by the CRR/CRD 4 transitional provisions.

The CRR rules required us to cover our market risk as of December 31, 2014 with € 5.1 billion of total regulatory capital (Tier 1 + 2 + 3) compared with € 3.8 billion as of December 31, 2013. We met this requirement entirely with Tier 1 and Tier 2 capital that was not required for the minimum coverage of credit and operational risk.

Failure to meet minimum capital requirements can result in orders to suspend or reduce dividend payments or other profit distributions on regulatory capital and discretionary actions by the BaFin that, if undertaken, could have a direct material effect on our businesses. We complied with the regulatory capital adequacy requirements in 2014. Our subsidiaries which are not included in the regulatory consolidation did not report any capital deficiencies in 2014.

### Internal Capital Adequacy Assessment Process

The Internal Capital Adequacy Assessment Process ("ICAAP") requires banks to identify and assess risks, maintain sufficient capital to face these risks and apply appropriate risk-management techniques to maintain adequate capitalization on an ongoing and forward looking basis, i.e., internal capital supply to exceed internal capital demand (figures are described in more detail in the section "Internal Capital Adequacy").

We, at a Group level, maintain compliance with the ICAAP as required under Pillar 2 of Basel 2 and its local implementation in Germany, the Minimum Requirements for Risk Management (MaRisk), through a Group-wide risk management and governance framework, methodologies, processes and infrastructure.

In line with MaRisk and Basel requirements, the key instruments to help us maintain our adequate capitalization on an ongoing and forward looking basis are:

- A strategic planning process which aligns risk strategy and appetite with commercial objectives;
- A continuous monitoring process against approved risk and capital targets set;
- Frequent risk and capital reporting to management; and
- An economic capital and stress testing framework which also includes specific stress tests to underpin our recovery monitoring processes.

More information on risk management organized by major risk category can be found in section “Risk Management Principles – Risk Governance”.

### Internal Capital Adequacy

As the primary measure of our Internal Capital Adequacy Assessment Process (ICAAP) we assess our internal capital adequacy based on our “gone concern approach” as the ratio of our total capital supply divided by our total capital demand as shown in the table below. In 2014 we included defined benefit pension fund assets in our capital supply definition to reflect the CRR/CRD 4 capital framework. The prior year information has been revised accordingly.

#### Internal Capital Adequacy

in € m. (unless stated otherwise)	Dec 31, 2014	Dec 31, 2013
<b>Capital supply</b>		
Shareholders' equity	68,351	54,719
Fair value gains on own debt and debt valuation adjustments, subject to own credit risk <sup>1</sup>	(544)	(537)
Defined benefit pension fund assets <sup>2</sup>	(961)	(639)
Deferred tax assets	(6,865)	(7,071)
Fair Value adjustments for financial assets reclassified to loans <sup>3</sup>	0	(363)
Noncontrolling Interests <sup>4</sup>	0	0
Hybrid Tier 1 capital instruments	16,158	12,182
Tier 2 capital instruments	6,620	9,689
<b>Capital supply</b>	<b>82,759</b>	<b>67,980</b>
<b>Capital demand</b>		
Economic capital requirement	31,866	27,171
Intangible assets	14,951	13,932
<b>Capital demand</b>	<b>46,817</b>	<b>41,103</b>
<b>Internal capital adequacy ratio</b>	<b>177 %</b>	<b>165 %</b>

<sup>1</sup> Includes deduction of fair value gains on own credit-effect relating to own liabilities designated under the fair value option as well as the debt valuation adjustments.

<sup>2</sup> Reported as net assets (assets minus liabilities) of a defined pension fund, i.e. applicable for overfunded pension plans.

<sup>3</sup> Includes fair value adjustments for assets reclassified in accordance with IAS 39 and for banking book assets where no matched funding is available. A positive adjustment is not considered.

<sup>4</sup> Includes noncontrolling interest up to the economic capital requirement for each subsidiary.

The calculation of the internal capital and the regulatory capital is based on different legal and regulatory bases of computation. Therefore, a reconciliation of both amounts calculated for supervisory purposes seems not to be meaningful.

A ratio of more than 100 % signifies that the total capital supply is sufficient to cover the capital demand determined by the risk positions. This ratio was 177 % as of December 31, 2014, compared with 165 % as of December 31, 2013. The change of the ratio was driven by an increase in capital supply. Shareholders' equity increased by € 13.6 billion mainly driven by the capital increase on June 25, 2014. Hybrid Tier 1 capital instruments increased by € 4.0 billion mainly driven by the completed issuances of Additional Tier 1 Notes on May 20, 2014 and November 19, 2014. Tier 2 capital instruments decreased by € 3.1 billion mainly due to called capital instruments. Further details are explained in the section “Regulatory Capital”. The increase in capital demand was driven by higher economic capital requirement as explained in the section “Regulatory Capital” and an increase in intangible assets by € 1.0 billion.

The above capital adequacy measures apply for the consolidated Group as a whole (including Postbank) and form an integral part of our Risk and Capital Management framework, further described in the respective sections of this report.

## Compensation Report

The Compensation Report provides information on the principles and the amount of the compensation of the Management Board and Supervisory Board members of Deutsche Bank AG. It complies with the requirements of Section 285 No. 9 of the German Commercial Code (HGB), the German Accounting Standard No. 17 “Reporting on Executive Body Remuneration, the German regulation on the supervisory requirements for compensation systems of banks (Instituts-Vergütungsverordnung) as well as the recommendations of the German Corporate Governance Code.

### Introduction

The 2014 Compensation Report provides detailed qualitative and quantitative compensation information with regards to the overall Deutsche Bank Group (except for Postbank, who provide disclosures separately). Furthermore, it contains disclosures specific to the Management Board members and employees identified pursuant to the German regulation on the supervisory requirements for compensation systems of banks (Institutsvergütungsverordnung, “InstitutsVergV”).

The report comprises the following sections:

- Group compensation overview and disclosure
- Material Risk Takers
- Management Board report and disclosure
- Supervisory Board report and disclosure

The report complies with the requirements of Section 314 (1) No. 6 of the German Commercial Code (Handelsgesetzbuch, “HGB”), the German Accounting Standard No. 17 “Reporting on Executive Body Remuneration”, the InstitutsVergV and the recommendations of the German Corporate Governance Code.

### Group Compensation Overview and Disclosure

#### Executive Summary

2014 was a defining year for the Bank. 2013 saw the introduction of significant external regulations and the launch of internal cultural projects to effect change within the organization. This year, the focus has been to build on the foundations laid in 2013 and to execute and implement change. Most significantly, new regulatory requirements have necessitated amendments to compensation structures. These changes offer an opportunity to embed the renewed values and beliefs in the organization.

Our Group variable compensation (“VC”) pool in respect of FY 2014 was € 2.7 billion. In keeping with our historic approach, 45 % of the pool was deferred over three to five years and made subject to a combination of behavioral and performance based forfeiture provisions. The scope of the forfeiture provisions was significantly extended in 2013, and the Bank has maintained these provisions for performance year 2014.

## Cultural Developments and Compensation Strategy

Deutsche Bank recognizes the need for cultural change in the banking sector and aspires to be at the forefront of change. The Bank firmly believes that corporate culture is one of the key factors to its long-term success. That is why developing a culture that sustainably rewards performance in line with societal values is a core component of Strategy 2015+.

In 2013, we laid the foundations for cultural change and launched the renewed values and beliefs. The six core values of Integrity, Sustainable Performance, Client Centricity, Innovation, Discipline and Partnership, are supported by 18 beliefs. In 2014, the focus has been on engaging employees and embedding the values and beliefs within each division, function and region. The Bank has approached this challenge with three distinct strategies:

- Tone from the top and active engagement of employees, through communication measures, transparency and running involvement workshops throughout the Bank, with a focus on the implications and the need for change in the respective businesses
- Implementing culture-embedding mechanisms, adjusting HR processes and systems, and overhauling compensation practices
- Reflecting cultural change through changes in business practices

The values and beliefs will continue to be embedded throughout 2015.

Aligned to the Bank's values, our compensation strategy is predicated on supporting a diversified universal banking model with safe compensation practices. The compensation strategy is vital to delivering all five levers of the Bank's Strategy 2015+:

- Clients: Placing a strategic emphasis on the Bank's client franchises by ensuring franchise competitiveness and client centricity
- Competencies: Ensuring the Bank can attract and retain the right talent across the breadth of products and control function/infrastructure areas
- Capital: Promoting organic capital growth, the reduction of risk-weighted assets and a compensation system that supports the Group's capital plan
- Costs: Incentivizing actions that deliver long term cost targets and ongoing cost discipline
- Culture: Linking incentives to behaviors that underpin sustainable performance, financial discipline and an appropriate risk culture. In particular, compensation outcomes have been more closely linked to disciplinary action through improved forfeiture provisions.

## Regulatory Developments

The Bank has strived to be at the forefront of compensation regulatory changes and will work with our new prudential supervisor, the European Central Bank ("ECB") to be in compliance with all of the new requirements.

### Capital Requirements Directive ("CRD 4")

CRD 4 requirements came into effect on 1 January 2014, and are applicable to EU-headquartered institutions globally. The headline measure, limiting fixed to variable compensation ratios, is applicable to compensation in respect of performance year 2014. While CRD 4 applies the maximum ratio to 'material risk takers' only; the InstitutsVergV and the German Banking Act extend the applicability of this to all employees globally. The Bank is fully cognizant of the regulatory changes and is compliant with the new requirements.



Pursuant to CRD 4 and the requirements subsequently adopted in the InstitutsVergV, the Bank is subject to a fixed to variable compensation ratio of 1:1 (1:2 with shareholder approval). At the Bank's Annual General Meeting on 22 May 2014, shareholder approval was granted to increase the ratio to 1:2. Based on external regulatory requirements which explicitly address the maximum ratio for control function personnel, the Management Board has determined that individuals within the control functions (Audit, Compliance, Finance, Human Resources, Legal, Risk, CISO and CSBC) will be subject to a 1:1 ratio.

In implementing this resolution, steps were taken which have had an impact on the remuneration structure. A number of employees were identified as requiring a 'rebalancing' of compensation and received fixed pay increases in August 2014. See the section "CRD 4 Implementation" for more detail.

### Material Risk Takers ("MRTs")

The European Banking Authority's ("EBA") Regulatory Technical Standards ("RTS"), which came into effect in June 2014, outline prescriptive quantitative and qualitative criteria for identifying Material Risk Takers ("MRTs"). The EBA RTS have been adopted by the InstitutsVergV and, in accordance with this; the Bank has identified 2,903 MRTs in respect of 2014, representing a 124 % increase from 2013.

Approximately 44 % of the MRT group are based in the European Union (EU). From the MRT population, we again identified a core senior management group consisting of 139 employees. As the leaders and stewards of the Bank, it is prudent that the majority of their compensation should be linked to the long-term success of the Group. As such, their deferred equity awards are subject to a combined deferral and retention period of five years and the average deferral rate of variable compensation across this group was 99 %.

### Alternative Investments Fund Managers Directive ("AIFMD") and Markets in Financial Instruments Directive ("MiFID")

The Bank also is required to comply with other EU Directives: AIFMD and MiFID. AIFMD is an EU Directive that contains provisions on remuneration which outline the rules that Alternative Investment Fund Managers ("AIFMs") have to comply with when establishing and applying the remuneration policies for certain categories of their employees. AIFMD Risk Takers are to be identified at the AIFM level. As the AIFMD is largely inspired by CRD 3, many remuneration aspects have already been incorporated by the Bank. One notable difference is that AIFMD MRTs are not subject to the fixed to variable compensation ratio stipulated in CRD 4.

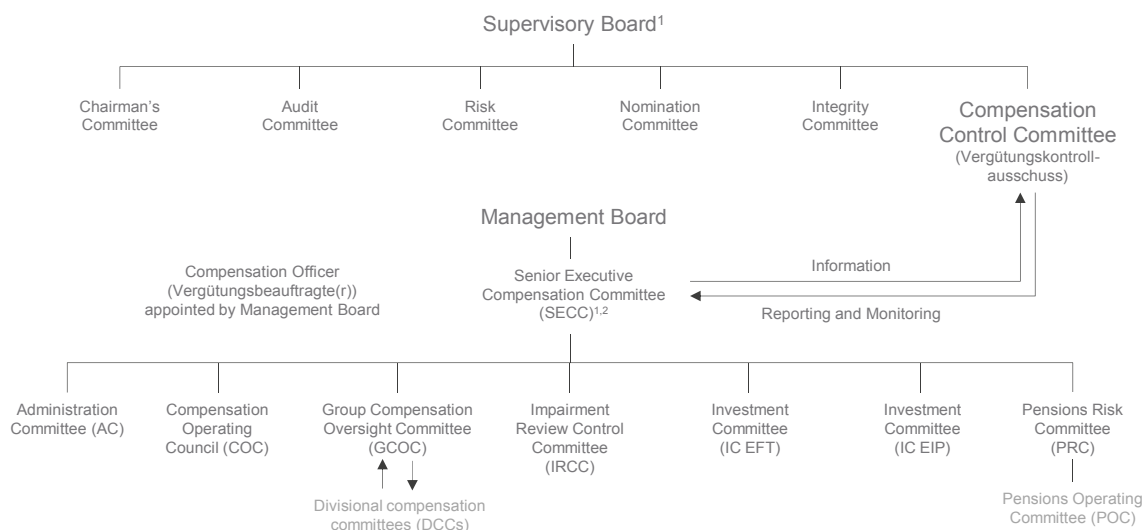
MiFID includes compensation requirements seeking to prohibit remuneration structures and practices that could create inducements for employees to act against the client's best interests. The MaComp Circular published by BaFin implements compensation aspects of MiFID. MaComp requires implementation of a specific compensation policy addressing general requirements, a review of compensation plans and identification of populations of employees deemed to be "Relevant Persons" ("RPs"). All InstitutsVergV requirements apply to this population to the same extent.

### Compensation Governance

Our robust governance structure enables us to operate within the clear parameters of our compensation strategy and policy. All compensation matters, and overall compliance with regulatory requirements, are overseen by the key committees that form the Global Reward Governance Structure.

## Compensation governance structure

(based on §25d (12) KWG and InstitutsVergV Regulations)



<sup>1</sup> Optional: Independent external consultants

<sup>2</sup> The relevant tasks are performed by the SECC on behalf of the Management Board

In accordance with the German two-tier board structure, the Supervisory Board governs the compensation of the Management Board members, while the Management Board, supported by the Senior Executive Compensation Committee (“SECC”), oversees compensation matters for all other employees in the Group. The SECC meets at least every two months (24 meetings in performance year 2014), and is co-chaired by Stefan Krause (CFO) and Stephan Leithner (for 2014: CEO Europe ex Germany and UK, Human Resources, Legal & Compliance, Government and Regulatory Affairs), both of whom are members of the Management Board. The remaining membership is comprised of Stuart Lewis (CRO and member of the Management Board) and senior employees from Finance and Human Resources. In order to maintain its independence, no employees aligned to any of our business divisions are members of the SECC. The SECC prepares and recommends to the Management Board key Group level decisions on compensation strategy and structures, as well as overseeing the overall compensation process through its sub-committee structure.

The Management Board has approved a Group Compensation Strategy, which ensures that compensation practices are fully linked to the Group’s business and risk strategies. The Bank also has a Group Compensation Policy, an internal document focused on informing and educating employees with regards to the Bank’s compensation strategy, governance processes and structures. These documents provide a clear and demonstrable link between compensation practices and the wider Group strategy and, in compliance with § 13 InstitutsVergV, these documents have been published on the Bank’s intranet site and are therefore available to all employees.

In accordance with the InstitutsVergV, the SECC works in co-operation with the Compensation Control Committee (“CCC”) in relation to Group matters. The CCC is comprised of Supervisory Board members and establishes a closer link to, and focus on, Group compensation matters by the Supervisory Board by monitoring the structure of remuneration systems for senior management and employees. The CCC also supports the Supervisory Board in monitoring whether the relevant internal control functions are adequately involved in the structuring of remuneration systems, as well as ensuring that the long-term interests of shareholders, investors and other stakeholders are taken into account. In addition, and according to §§ 23 to 26 of the InstVV, the Management Board, in cooperation with the CCC, has appointed a Compensation Officer, who cooperates closely

with the chair of the CCC and is responsible for continuously monitoring the adequacy of the compensation systems. A Deputy Compensation Officer has also been appointed to assist the Compensation Officer in the fulfilment of his duties. The CCC had seven meetings in performance year 2014.

### Compensation Governance Enhancements

Building on the improvements made in 2013, a number of additional governance enhancements were introduced during 2014 with particular focus on the remit and work of the Group Compensation Oversight Committee (“GCOC”) and the direct reporting of subcommittees to the SECC (including those sub-committees that previously reported to the Group Compensation Review Committee, which has been removed from the governance structure).

#### GCOC

As a delegated body of the SECC, the GCOC is responsible for the oversight of the governance of divisions’ year-end compensation processes. This includes demonstrably reviewing that the Divisional Compensation Committees (“DCC”) (i) meet the established governance requirements and (ii) ensure that sound compensation parameters (financial and nonfinancial) are taken into account when allocating variable compensation (“VC”) pools within their division, and by decision-making managers when making individual VC allocation decisions. The GCOC committed to delivering a strengthened and more streamlined governance process for performance-year 2014.

The GCOC monitored the DCCs’ progress in relation to the established compensation governance requirements throughout the Group’s annual year-end compensation process and provided ongoing updates to the SECC, including a summary of its final findings and recommendations prior to the conclusion of the process.

The GCOC made a number of key enhancements to the compensation governance process for 2014. These enhancements included, but were not limited to:

- a review and refinement of all existing compensation governance requirements
- further integration of the Group’s values and beliefs into the compensation governance requirements
- increased engagement with the DCCs on the compensation governance requirements to ensure full understanding of expectations
- introduction of significantly enhanced requirements for the documentation of individual VC decisions
- strengthening of the impact of non-compliance with compensation governance requirements

As a result of these enhancements, the Bank achieved a more robust, focused and better documented GCOC process for 2014.

### Compensation Structure

The Bank employs a total compensation philosophy, which comprises fixed pay and variable compensation (“VC”).

Fixed pay is used to compensate employees for their skills, experience and competencies, commensurate with the requirements, size and scope of their role. For the majority of Deutsche Bank employees, fixed pay is the primary compensation component, and the share of fixed compensation within total compensation is far greater than 50 %. This is appropriate to many businesses and will continue to be a significant feature of total compensation going forward.

VC is predicated on the industry objective of retaining cost flexibility whilst attracting and retaining the right talent. VC also has the advantage of being able to differentiate performance outcomes and drive behaviours through appropriate incentive systems that can also positively influence culture. As a result, VC is a key feature of market practice compensation in many business lines in the banking environment globally. Combined with fixed pay, this drives total compensation outcomes that are both cost effective and flexible.

#### CRD 4 Implementation

As previously stated, pursuant to § 25a (5) German Banking Act (KWG) and § 6 (2) InstitutsVergV, the Bank is subject to a maximum fixed to variable compensation ratio. In implementation of this, the Bank has taken a number of steps which impact the remuneration structure. Implementing the regulatory requirements of 1:1 and 1:2 will not in itself cause individual employee total compensation to rise. Total compensation will continue to be performance and market driven. To ensure that total compensation levels remain competitive, the application of a 1:1 and 1:2 ratio has required an adjustment to the compensation structure of a number of employees.

A number of employees globally were identified as requiring a 'rebalancing' of compensation and received fixed pay increases. The appropriate level of fixed pay for each role is determined with reference to the prevailing market value of the role and the regulatory requirements of total compensation structures. Fixed pay levels allow for headroom, which is important to ensure sufficient potential competitive upside and compensation development prospects for high performing employees. In order to support attracting and retaining the right people in the various country locations and business models, market competitive fixed pay levels have an important part to play in ensuring the Bank has the critical competence required to meet its strategic objectives.

Of those employees who received a fixed pay adjustment, certain employees received an Additional Fixed Pay Supplement ("AFPS"). The Management Board approved the introduction of the AFPS, primarily for benefits and pensions cost management purposes. Together, monthly fixed pay and the Additional Fixed Pay Supplement form 'total fixed pay'. All things being equal, employees who received a fixed pay increase will see a reduction in their VC.

At the time of adjustment in July 2014, approximately 1,100 employees, or about 1 % of the Bank's global employee population, were identified as being eligible to receive fixed pay increases, at a 2014 fiscal year cost impact of € 0.3 billion.

#### Determining Group-wide Variable Compensation

The Bank uses a formalized and transparent process to derive recommended VC pools across the Group. For business divisions, VC pool recommendations are calculated by applying divisional payout rates to divisional risk-adjusted, bonus-eligible performance. Divisional payout rates are calibrated to both historical mid-points and competitive benchmarks to promote transparency of initial pool recommendations. Infrastructure pool recommendations are determined separately and are not dependent on the performance of the Divisions they oversee, in accordance with § 5 (4) InstitutsVergV.

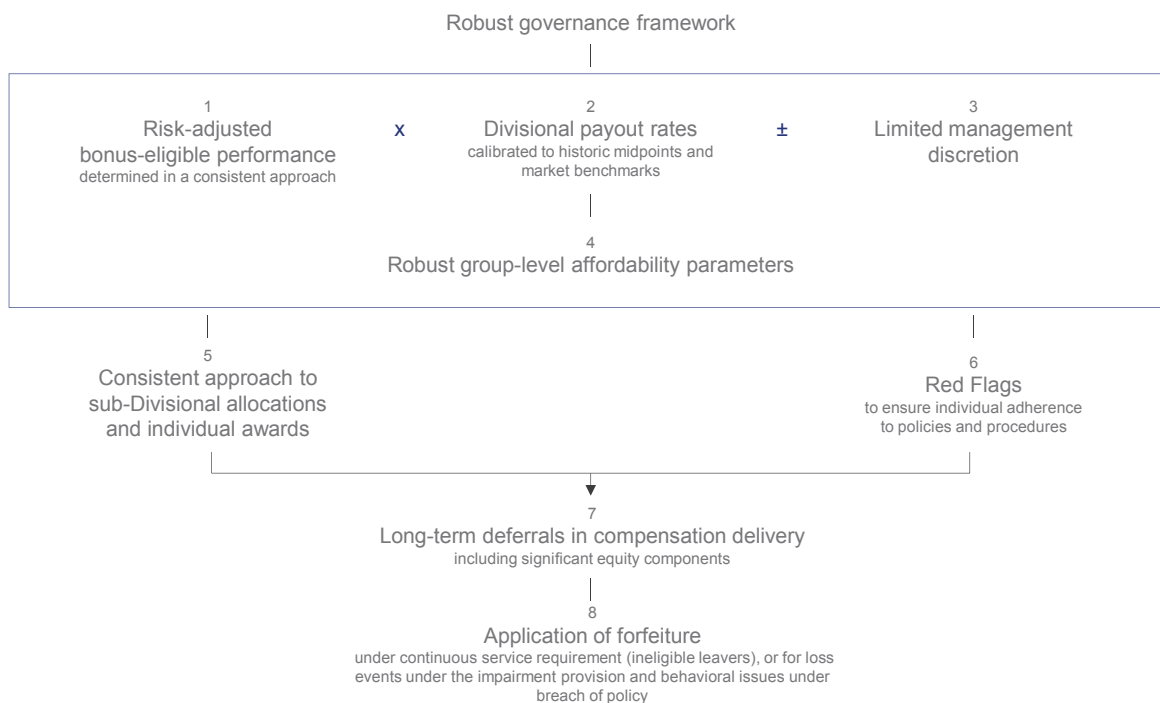
The resulting pool recommendations are then considered and reviewed taking into account other strategic qualitative factors and external benchmarks. In accordance with the InstitutsVergV, the emphasis of remuneration for the majority of infrastructure employees, particularly in key control functions, is on fixed compensation.

When making VC pool decisions, the overriding consideration is balancing Group affordability with competitiveness; ensuring the Bank is able to meet externally published targets, liquidity and capital requirements, in accordance with the specifications of § 7 and § 19 InstitutsVergV. Group-level affordability tests are conducted to determine the recommended VC pool sizes are appropriate; supporting long-term profitability and the sustainable development of the Bank, in line with the Group Compensation Strategy and with the Bank’s values and beliefs. The metrics used by the SECC to assess Group affordability include, but are not limited to:

- Pro forma CRR/CRD 4 Common Equity Tier 1 Capital Ratio
- Liquidity
- Risk Bearing Capacity
- Cost Income Ratio
- Compensation Ratio
- Income before Income Taxes (IBIT)
- Net Income
- Other relevant financial metrics requested by the SECC

The Group VC pool is considered affordable if aligned with these key financial metrics and if consistent with the projected fulfillment of future regulatory and strategic goals.

Summary of the VC pool determination process and the overarching governance framework:



## Variable Compensation Structure and Vehicles

VC has been used by the Bank for many years to incentivize, reward and retain strong performing employees and thereby differentiate total compensation outcomes. All individual VC decisions must be performance-based and linked to a combination of risk-adjusted Group, divisional and individual performance. Managers, when exercising discretion, must fully understand both the absolute and relative risk-taking activities of individuals to ensure that VC allocations are balanced and risk-taking is not inappropriately incentivized.

At a senior level, we are committed to ensuring that a large portion of any VC award is linked to the long-term development and performance of the Bank through the structured deferral of awards over a minimum three year period, with appropriate performance conditions and forfeiture provisions.

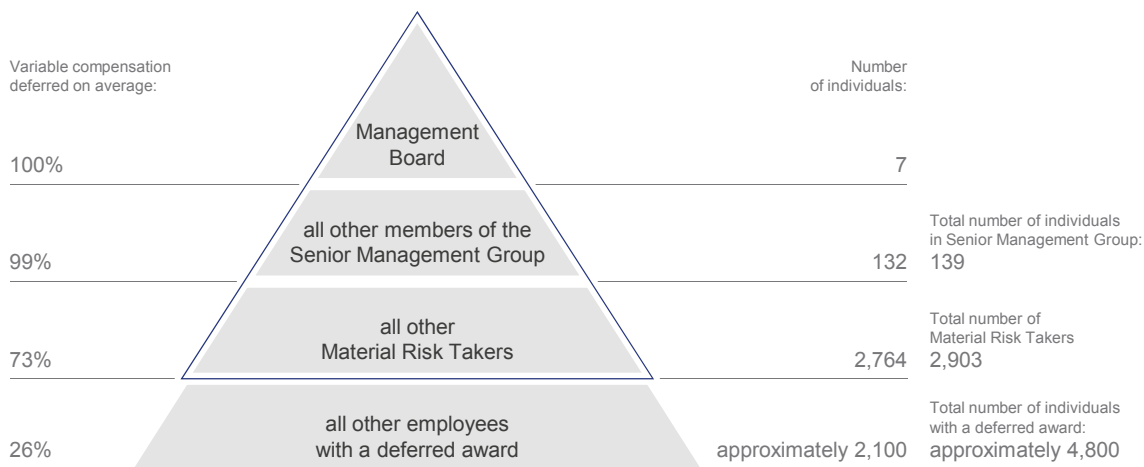
The overall benefits of deferred awards and the positive aspects from a retention and risk management perspective must also be carefully balanced with the management of compensation costs for future years and the implications of increasing levels of deferral. To strike the right balance, it was determined that 45 % (not including Equity Upfront Awards) of the overall group bonus pool for 2014 would be in the form of deferred compensation.

For 2014, following CRD 4 implementation, the Bank has considered the impact of CRD 4's effect of both reducing the VC pool and restricting the population whose deferral level can be varied, whilst giving due consideration to market deferral levels and regulatory requirements.

The 2014 deferral matrix delivers similar employee deferral levels on a total compensation basis to that in 2013. The key change is the introduction of a new threshold, whereby employees with fixed pay of greater than € 500,000 are subject to 100 % VC deferral. Introducing 100 % deferral for employees with significant levels of fixed pay reinforces Deutsche Bank's publicly stated goal of being at the forefront of compensation change.

Employees with fixed pay less than or equal to € 500,000 will be subject to the Bank's VC deferral matrix. For these individuals, the deferral threshold was set at € 100,000, above which at least 50 % of any VC was deferred. The deferral matrix is fully aligned with regulatory requirements and it continues to be geared towards protecting lower earners, whilst ensuring an appropriate amount of deferral for higher earners. As such, 100 % of any VC above € 500,000 was fully deferred.

## Senior Employee Population Groups and Average Deferral Rates of Variable Compensation



△ Full population identified as Material Risk Takers, pursuant to InstitutsVergV

Employees with a 2014 deferred VC award received 50 % of the award in the form of deferred equity and 50 % in deferred cash. Note: a limited number of senior employees in our Deutsche AWM division received a portion of their deferred award in the form of an Employee Investment Plan (EIP) Award. These are cash settled awards based on the value of funds managed by the business. Deferral and forfeiture provisions under the EIP remain the same as all other awards.

The following instruments were utilized to achieve this:

### Restricted Equity Awards

The deferred equity portion is delivered as a Restricted Equity Award (“REA”) which vests on a pro rata basis over three years (or 4.5 years for the Senior Management Group). Note: employees in the Private Client Services (“PCS”) business of Deutsche AWM receive a PCS award instead of REA. The value of the REA is linked to the Bank’s share price over the vesting (and, where applicable, retention) period and is therefore tied to the long-term sustained performance of the Bank. Specific forfeiture provisions apply during the deferral period and, where applicable, retention periods.

### Restricted Incentive Awards

The non-equity based portion is granted as deferred cash compensation (Restricted Incentive Award, “RIA”) which vests on a pro rata basis over three years (a longer deferral period applies to Management Board members). Specific forfeiture provisions apply during the deferral period.

### Equity Upfront Awards

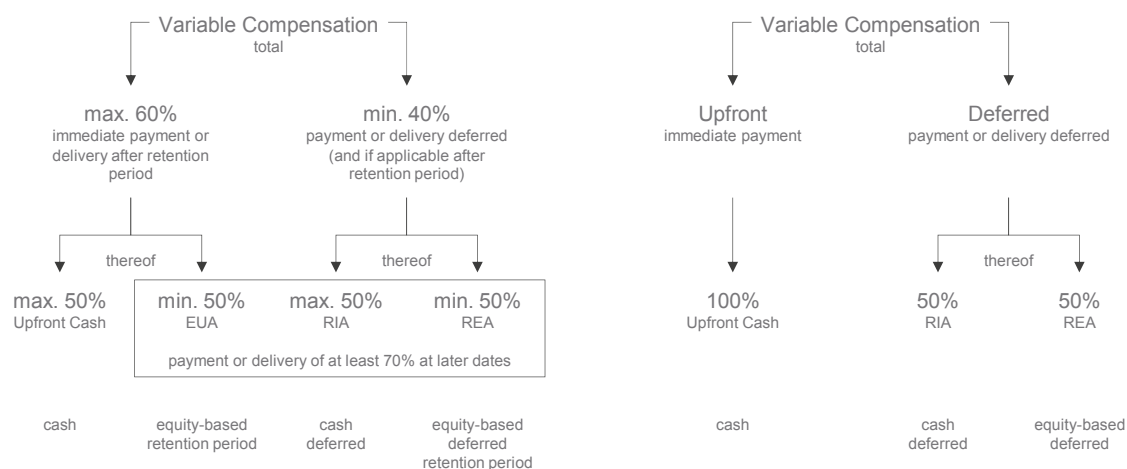
In addition to the above deferred awards, all Material Risk Takers receive 50 % of their upfront (non-deferred) award in the form of an Equity Upfront Award (“EUA”).

The EUA is vested at grant but it is subject to a 6 month retention period. The value of the EUA is linked to the Bank's share price during the retention period and is therefore tied to the sustained performance of the Bank. Specific forfeiture provisions apply during the retention period in addition to a service requirement.

The following diagram summarizes the above compensation vehicles utilized for Material Risk Takers and all other employees with a deferred award.

#### Compensation structure for Material Risk Takers

#### Compensation structure for all other employees with a deferred award



EUA = Equity Upfront Awards  
RIA = Restricted Incentive Awards  
REA = Restricted Equity Awards

#### Deferral Schedule

Regulatory requirements dictate that deferral periods for Material Risk Takers should be a minimum of three years. As in previous years, we have chosen to apply these minimum requirements to all employees with deferred awards. We have also once more identified a subset of our most senior MRTs. This Senior Management Group (consisting of 139 employees) are subject to a 4.5 year (cliff vest) deferral period in respect of their REA. This is intended to ensure more than any other employees they have a vested interest in the long-term, sustained performance of the Bank.




A six month retention period also applies following the vesting of each REA tranche for MRTs. For the Senior Management Group, the six month retention period follows the 4.5 year vesting period. As such, they will not realise any of the value of their 2015 REA until at least February 2020 (five years following grant).

All MRTs also receive 50 % of their upfront award in the form of an EUA. The EUA is vested at grant, however it is subject to a six month retention period during which time forfeiture provisions are applicable (this goes beyond regulatory requirements).

Below is a summary of the vesting structure for each population of employees with a deferred award (excluding the Management Board).



## Structure for 2014 deferred compensation

Employee population	Upfront		Deferred	
	Cash Bonus (50% of Upfront Award)	Equity Upfront Award (EUA) (50% of Upfront Award)	Restricted Incentive Award (RIA) (deferred cash) (50% of Deferred Award)	Restricted Equity Award (REA) (deferred equity) (50% of Deferred Award)
<b>Senior Management Group<sup>1</sup></b>  	<b>Vesting schedule</b> (Grant date February 2015)	Fully vested at grant (Feb 2015)	3-year equal vesting tranches (February 2016, 2017, 2018)	4.5-year cliff vesting (August 2019)
	<b>Retention period</b> (post vesting period)	Retention period ends August 2015		Retention period ends February 2020
<b>Remainder of Material Risk Takers</b>  	<b>Vesting schedule</b> (Grant date February 2015)	Fully vested at grant (Feb 2015)	3-year equal vesting tranches (February 2016, 2017, 2018)	3-year equal vesting tranches (February 2016, 2017, 2018)
	<b>Retention period</b> (post vesting period)	Retention period ends August 2015		Retention periods end August 2016, 2017, 2018
<b>All other employees with deferred awards</b>  	<b>Vesting schedule</b> (Grant date February 2015)		3-year equal vesting tranches (February 2016, 2017, 2018)	3-year equal vesting tranches (February 2016, 2017, 2018)
	<b>Retention period</b> (post vesting period)			

<sup>1</sup> Excluding Management Board.

## Risk Adjustment of Variable Compensation

A series of measures are intended to embed effective risk management processes are embedded into compensation systems addressing both ex ante and ex post adjustments.

### Ex-Ante Risk Adjustment

To establish appropriate ex-ante risk adjustments, we use a consistent, bank-wide standardised methodology to measure risk-adjusted bonus-eligible (“RA BE”) performance (RA BE Net Income before Bonus and Tax (“NIBBT”)) by business. All performance for VC calculation purposes is appropriately risk-adjusted based on economic capital utilisation in accordance with the requirements of § 19 InstitutsVergV.

The Bank’s economic capital model was developed within the Risk function and is the Bank’s primary method for calculating the degree of future potential risk to which the Bank may be exposed. The model measures the amount of capital that the Bank would need in order to absorb very severe unexpected losses arising from the Bank’s exposures.

Economic capital was verified as being the Bank’s best estimate for future but not materialized losses from its current portfolio and therefore the best metric to adjust VC pools. The SECC reviewed the appropriateness of the risk-adjustment methodology and does so on an annual basis.

The Bank's economic capital model captures inputs from four risk areas:

- Credit risk
- Market risk
- Operational risk
- Business risk

These risks are modelled independently and with the consideration of the different components that constitute each risk area.

### Credit Risk

Credit risk arises from all transactions where actual, contingent or potential claims against any counterparty, borrower or obligor (referred to collectively as 'counterparties') exist, including those claims that the Bank plans to distribute. Credit risk includes 'default risk', 'country risk' and 'settlement risk'.

### Market Risk

Market risk arises from the uncertainty concerning changes in market prices and rates (including interest rates, equity prices, foreign exchange rates and commodity prices), the correlations among them and their levels of volatility. Market risk includes 'trading market risk', 'non-trading market risk' and 'traded default risk'.

### Operational Risk

Operational risk means the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It includes infrastructure risk and other non-financial risk, such as regulatory and legal risk. It also includes model risk, which comprises the Bank's risk of suffering losses or taking wrong strategic decisions due to malfunctioning of models used in asset or liability pricing, risk measurement or other areas (e.g., to implement trading strategies, forecast economic developments, analyse investments or optimise performance).

### Business Risk

Business risk describes the risk we assume due to potential changes in general business conditions, such as our market environment, client behaviour and technological progress, as these can affect DB's results if we fail to adjust quickly to these changing conditions. The most material aspect of business risk is 'strategic risk', which represents the risk of suffering unexpected operating losses due to decreases in operating revenues which cannot be compensated by cost reductions within the respective time horizon. Strategic risk only covers revenue or cost volatility which are not attributable to position taking (market risk), credit losses (credit risk) and operational events (operational risk).

As a general rule, the Bank captures all material risks within the four prime risk types of the Bank's economic capital framework described above. Other risks are hereby mapped into the appropriate overarching risk type.

As a result of the above methodology, as the risk profile of the organisation increases, the economic capital charge also increases, thereby reducing Bank-wide economic profitability and, by extension, the amount of variable compensation awarded. The Bank considers that the utilisation of risk adjusted P&Ls is an extremely effective and robust ex-ante adjustment methodology and serves as a deterrent for taking substantial risk because this model correlates variable compensation payouts to the amount of risk taken.

The economic capital risk adjustment is not the sole risk adjustment. Credit, market and operational losses booked in the P&L are reflected in NIBBT and, additionally, sub-divisional allocation considers other appropriate risk metrics and 'Red Flag' data. Divisional VC pools also include the impact of liquidity costs through Funds Transfer Pricing, which provides appropriate incentives to liquidity users and providers. Liquidity costs are fully allocated to businesses and reported as part of business performance. The rationale and magnitude of the pricing components is continually monitored by Treasury.

## Ex post risk adjustment

Performance conditions and forfeiture provisions are a key element of our deferred compensation structures and ensure that awards are aligned to future conduct and performance. As illustrated by the statistics in this report, the percentage of VC awards subject to deferral, and therefore performance and forfeiture conditions, increases in line with earnings. In conjunction with the scope of the risk adjustment measures, the duration for which they are applicable is equally as important and is reflected in the application of such conditions up to the settlement of awards.

The following performance and forfeiture provisions have been applied to 2014 deferred VC awards (awarded in February 2015).

### Group's Common Equity Tier 1 capital ratio performance condition

This performance condition is applicable to all employees with deferred equity awards. If at any quarter end during the vesting period and prior to settlement the Group's Common Equity Tier 1 capital ratio is below the applicable regulatory minimum capital level, inclusive of an additional risk buffer of 200 basis points, as determined by the Management Board, the full undelivered REA will be forfeited by all employees with deferred equity awards.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if the CET 1 provision is triggered at any time, the full undelivered REA will be forfeited.

### Group IBIT performance condition

This performance condition is triggered if Group Income before Income Taxes (IBIT) is negative. It is applicable to all employees with deferred equity awards. If the Management Board determines, prior to settlement, that Group IBIT is negative for the year prior to vesting, the performance condition will not be met and 100 % of the REA tranche due to settle in respect of that year will be forfeited by all employees.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if for any year during this period the Group IBIT is negative (but the CET 1 provision is not triggered), 20 % of the award will be forfeited in respect of that year.

For Material Risk Takers, the tranche aspect of the Group IBIT provision also applies to their RIA so that if the Management Board determines, prior to settlement, that Group IBIT is negative for the year prior to vesting, the performance condition will not be met and 100 % of the RIA tranche due to settle in respect of that year will be forfeited.

### Divisional IBIT performance condition

This performance condition is applicable to MRTs only and is triggered if an employee's respective division's IBIT is negative. If IBIT is negative for any division for the year prior to vesting, 100 % of the REA and RIA tranches due to settle in respect of that year will be forfeited (as determined by the Management Board, prior to settlement) by all MRTs in the applicable division even if Group performance remains positive.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if for any year during this period the divisional IBIT is negative, 20 % of the award will be forfeited in respect of that year.

The divisional forfeiture measure does not apply to the Management Board or employees working in Regional Management or Infrastructure divisions. Only the Group forfeiture provision applies.

### Revenue Impairment provision

This forfeiture provision applies to RIA and REA and allows the Bank to determine whether adjustments may be necessary based on actual outcomes following award. Up to 100 % of undelivered awards can be forfeited in the event that it is discovered that the original award value (or the grant, vesting or settlement of any other award made to the participant) was inappropriate because a performance measure is later deemed to be materially inaccurate or if a deal, trade or transaction considered to be attributable to an employee has a significant adverse effect on any Group entity, division or the Group as a whole.

This provision also includes EUA for MRTs, ensuring that a greater percentage of awards for MRTs are subject to potential performance based forfeiture. Furthermore, it is also applicable during the retention period following REA vesting therefore ensuring performance forfeiture measures stretch over a minimum 3.5 year period for equity awards to MRTs (five years for the Senior Management Group).

### Policy/Regulatory Breach provision

This behavioural based forfeiture provision is applicable to both REA and RIA and provides for the forfeiture of up to 100 % of undelivered deferred compensation for an internal policy or procedure breach, or breach of any applicable laws or regulations imposed externally.

For MRTs, this provision also applies to EUAs and the six month retention period following REA vesting therefore ensuring behavioural forfeiture measures remain applicable for a minimum of 3.5 years for equity awards granted to Material Risk Takers (five years for the Senior Management Group).

A summary of the above provisions is set out below.

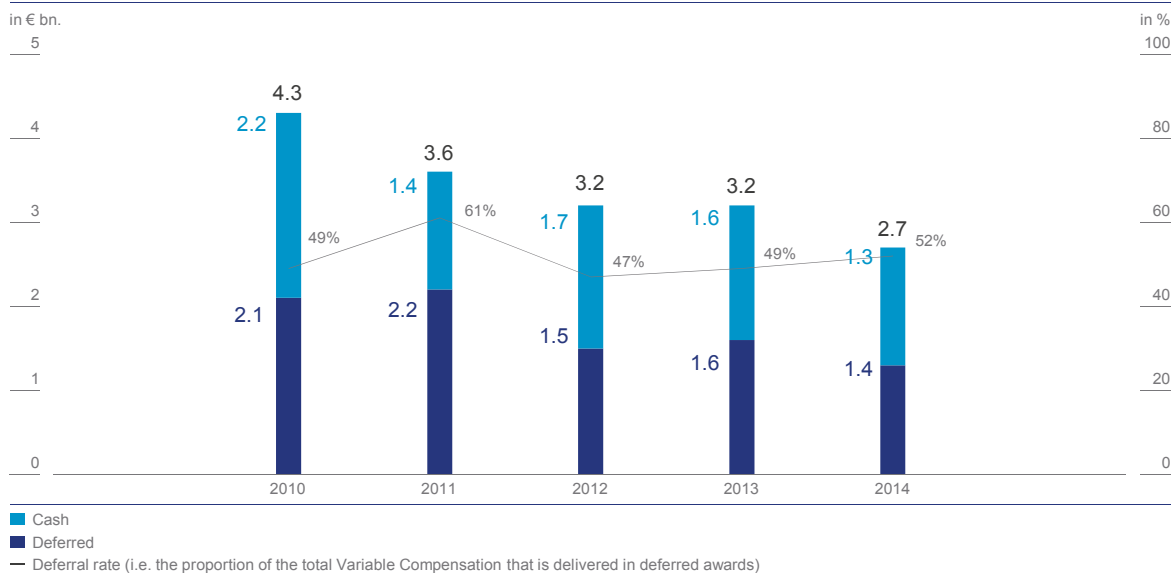
#### 2014 deferred compensation awards: forfeiture provisions

Performance Conditions & Forfeiture provisions	Senior Management Group & other Material Risk Takers	All other staff with Deferred Awards
<b>Group Performance Provision (REA) – Applicable to REA tranches prior to settlement</b>	yes	yes
— In the event of negative Group IBIT, the next vesting tranche of REAs will be forfeited		
— In the event that the CET1 Capital Ratio is less than 200 basis points over the Group's applicable regulatory minimum capital level according to Article 92(1)(a) of the CRR as a result of the Group incurring a negative net income or for any other reason, 100% of undelivered 2014 REAs will be forfeited		
<b>Group Performance Provision (RIA) – Applicable to RIA tranches prior to settlement for MRTs</b>	yes	
— In the event of negative Group IBIT, the next vesting tranche of RIAs will be forfeited		
<b>Divisional Performance Provision – Applicable to REA and RIA tranches prior to settlement for MRTs</b>	yes	
— In the event of negative Divisional IBIT, the next vesting tranche of REAs/RIAs will be forfeited		
— Provision is not applicable for Infrastructure, Regional Management or NCOU employees		
<b>Revenue Impairment Forfeiture – Applicable to undelivered RIA and REA</b>	yes	yes
<b>Revenue Impairment Forfeiture – Applicable to EUA and retention periods following vesting of REA tranches for MRTs</b>	yes	
<b>Breach of Policy – Applicable to undelivered RIA and REA</b>	yes	yes
<b>Breach of Policy – Applicable to EUA and retention periods following vesting of REA tranches for MRTs</b>	yes	

### 2014 Variable Compensation Awards

2014 Variable Compensation awards (which exclude charges for prior year deferrals but include current year awards amortized in the future) were € 2.7 billion in total. The Group-wide deferral ratio (including EUAs) was 52 %.

### Variable Compensation and deferral rates



in € m. (unless stated otherwise)	CB&S	GTB	Deutsche AWM	PBC	NCOU	2014 Group Total	2013 Group Total
<b>Total Compensation<sup>1</sup></b>	<b>4,472</b>	<b>998</b>	<b>1,502</b>	<b>2,830</b>	<b>218</b>	<b>10,020</b>	<b>9,871</b>
thereof:							
Fixed Pay	2,771	756	1,037	2,580	169	7,313	6,707
Variable Compensation	1,701	242	465	250	49	2,707	3,164
<b># of employees (full-time equivalent) at period end</b>	<b>25,843</b>	<b>11,284</b>	<b>11,635</b>	<b>47,619</b>	<b>1,757</b>	<b>98,138</b>	<b>98,254</b>

<sup>1</sup> Total Compensation defined as fixed pay (base salary + AFPS + relevant local allowances) plus VC.

All figures in the table include the allocation of Infrastructure related compensation and number of employees according to our established cost allocation key. The table may contain marginal rounding differences.

Variable compensation has been used in the above table. The Group total of € 2.7 billion aligns to the VC pool as signed off by the Management Board. Please note that for fixed to variable ratio calculation purposes, 'variable pay' has been used, which comprises variable compensation as well as other discretionary remuneration payments.

As detailed in the section "CRD 4 Implementation", the application of a 1:1 and 1:2 ratio has required a 're-balancing' from variable to fixed compensation for a number of employees. The proportion of fixed and variable compensation within "total compensation" in the above table is reflective of the measures taken to adhere to the mandated ratios.

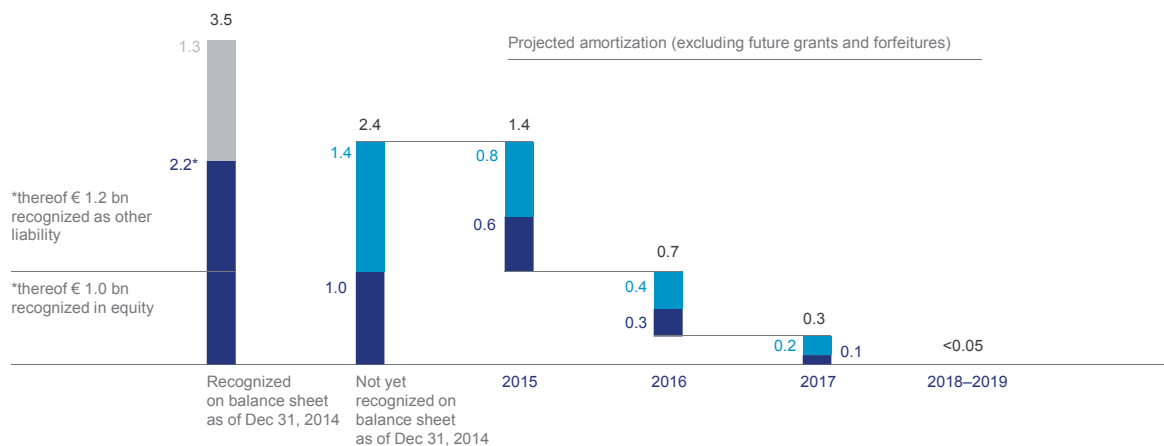
### Recognition and Amortization of Variable Compensation Granted

As of December 31, 2014, including awards granted in early February 2015, unamortized deferred variable compensation costs amount to approximately € 2.4 billion.

## Variable compensation

Recognition as of December 31, 2014 and projected amortization of deferred compensation granted

in € bn



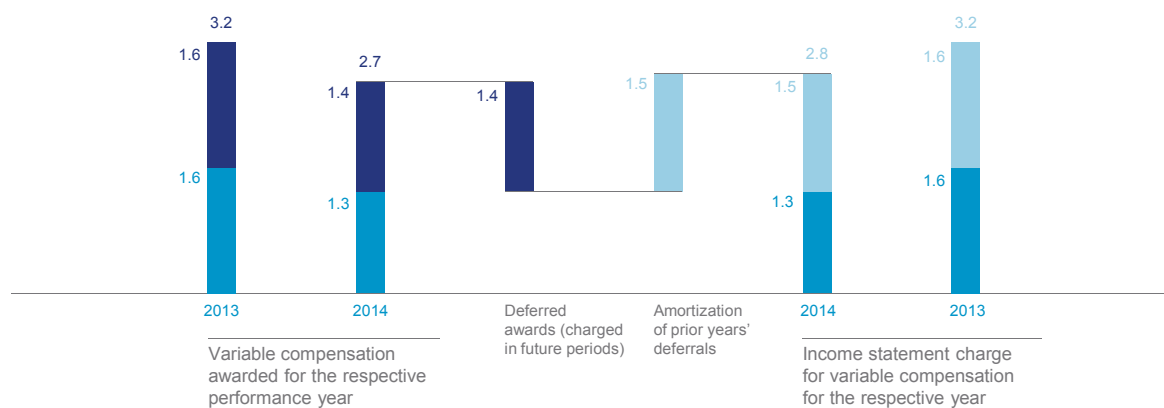
■ Cash portion of variable compensation granted for performance year 2014 recognized as part of other liabilities.

■ Deferred variable compensation granted for performance years earlier than 2014.

■ Deferred variable compensation granted for performance year 2014.

## Reconciliation between Variable Compensation and P&L charge

in EUR bn



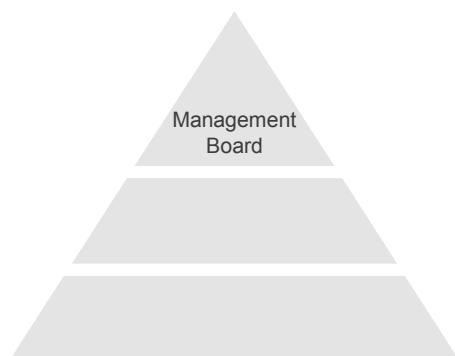
■ Deferred awards (charged in future periods)

■ Cash bonus (charged in respective period)

■ Amortization of prior years' deferrals

## Management Board Report and Disclosure

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## Compensation System for Management Board Members

### Responsibility

The Supervisory Board as a plenary body is responsible for the structuring of the compensation system for the members of the Management Board as well as for determining their individual compensation. As of the 2014 financial year, the Supervisory Board is supported by the Compensation Control Committee. The requirement to establish this additional Committee from Supervisory Board members is a result of the regulatory approach under CRD 4. This Directive has been refined and transposed into German law by the CRD 4 Implementation Act by way of amendments to the German Banking Act (*Kreditwesengesetz – KWG*) and revised versions of the *InstitutsVergV* at the national level.

As required by law, the Compensation Control Committee comprises four members, of which at least one must have sufficient expertise and professional experience in the area of risk management and risk controlling and at least one other must be an employee representative. With regard to the Management Board, the Compensation Control Committee has assumed the essential functions, previously carried out by the Chairman's Committee, in particular, supporting and monitoring the Supervisory Board in the appropriate structuring of the compensation system, as well as preparing the resolutions of the Supervisory Board regarding individual compensation.

### Approval of the compensation system by the General Meeting

The Supervisory Board regularly reviews the compensation system for the members of the Management Board. In the case of a change or restructuring of the compensation framework, the Supervisory Board uses the possibility provided in the German Act on the Appropriateness of Management Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung – VorstAG*) for the General Meeting to approve the system of compensation for Management Board members. Most recently, in May 2013, the General Meeting approved a new compensation system for the members of the Management Board by a large majority of 88.71 % retroactive to January 1, 2013.

## New regulatory and statutory requirements

The regulatory approaches under CRD 4 also create new challenges for the design of compensation systems. The requirements apply for the first time to the Management Board compensation that is determined for the 2014 financial year. A material element of the regulatory provisions is the limit on the ratio of fixed to variable compensation of 1:1 (cap regulation), i.e. the amount of variable compensation must not exceed that of fixed compensation. The thought behind this is that excessively high variable compensation could create an increased incentive to enter into inappropriately high risks.

Retaining the approved system under the new statutory requirements would make it necessary to increase the fixed compensation and thus to significantly raise the directly payable cash component. However, lawmakers have also stipulated that shareholders can resolve to soften the requirement by setting the ratio of fixed to variable compensation to 1:2.

In May 2014, the General Meeting made use of this statutory possibility and approved the before-mentioned setting to 1:2 with a large majority of 90.84 %. As a result, the increase in fixed costs will be minimized and greater flexibility will be preserved in the composition of total compensation within the present system. In addition, the contributions to the company pension plan have been modified to be able to include them in the calculation of the 1:2 ratio (which further reduces the need to increase fixed compensation) and thus to avoid undesirable cost increases relating to pension benefits.

## Principles of the compensation system

The structuring of the compensation system for members of the Management Board takes place in consideration of and within the framework of the statutory and regulatory requirements. The widely varying requirements applicable worldwide present the Supervisory Board with the challenge of being able to offer, within the regulatory requirements, overall compensation packages that continue to be in line with customary market practices and therefore competitive.

When designing the specific structure of the compensation system, determining individual compensation amounts, and structuring its delivery and allocation, the focus is on ensuring a close link between the interest of both the Management Board members and shareholders. While defining the variable compensation, this is achieved through the utilization of clearly defined key financial figures which are directly linked to the performance of Deutsche Bank and granting equity-based compensation components amounting to at least 50 % of the total Variable Compensation. When determining the variable compensation, the equity-based compensation components are directly linked to the performance of the Deutsche Bank share price, and only become eligible for payment after a period of several years.

Through the structure of the compensation system the members of the Management Board are motivated to avoid unreasonably high risks, to achieve the objectives set out in the Bank's strategies and to work continuously towards the positive development of the Group.

In the context of its review of the compensation system and the determination of the Variable Compensation the Supervisory Board uses the expertise of independent external compensation consultants and, if necessary, legal consultants.

## Compensation Structure

With effect from January 1, 2013, the compensation system for Management Board members was fundamentally changed by the Supervisory Board, and in 2014 it was adapted to the new regulatory requirements. The compensation system approved by the Supervisory Board and the compensation structures it encompasses are reflected in the individual Management Board members' contracts.



At the beginning of the financial year, the Supervisory Board reviews the fixed compensation and the target figures for the Variable Compensation components. Furthermore, it defines the general Group-wide and individual objectives for the Management Board members and verifies that the standardized target objectives set for the Long-Term Performance Award are still aligned to the Bank's long-term strategy. The performance of individual Management Board members is evaluated by the Supervisory Board and discussed with the Management Board members throughout and at the end of the year.

The total compensation resulting from the new compensation system is divided into both non-performance-related and performance-related components.

### Non-Performance-Related Components (fixed compensation)

The fixed compensation is not linked to performance.

The fixed compensation primarily consists of a base salary. The base salary is disbursed as a base salary in twelve equal monthly payments. In light of the new regulatory requirements, the base salary was reviewed in the course of the year 2014 and determined as follows:

in €	2014	2013
<b>Base salary</b>		
Co-Chairmen	3,800,000	2,300,000
Ordinary Board member	2,400,000	1,150,000

The InstitutsVergV provides for the possibility to define contributions to the company pension plan as fixed compensation and thus to include these in the basis for calculating the ratio between fixed and variable compensation components. The aforementioned base salary amounts have therefore been determined taking into account the contributions to the company pension plan.

Since the 2014 financial year, the contributions to the company pension plan amount to:

in €	2014
<b>Contributions to the company pension plan</b>	
Co-Chairmen	650,000
Ordinary Board member	400,000

Additional non-performance-related components include "other benefits". The "other benefits" comprise the monetary value of non-cash benefits such as company cars and driver services, insurance premiums, expenses for company-related social functions and security measures including payments, if applicable, of taxes on these benefits as well as taxable reimbursements of expenses.

### Performance-Related Components (Variable Compensation)

The Variable Compensation is performance-related and consists of two components:

- the Annual Performance Award and
- the Long-Term Performance Award.

#### Annual Performance Award (APA)

The APA rewards the achievement of the Bank's short and medium-term business policy and corporate objectives that were set as part of the objective setting agreement for the respective financial year's performance evaluation. Not only is financial success taken into account in the process, but also the conduct towards staff members and clients as part of carrying out business activities.

The total amount of the APA is determined on the basis of several components:

- 60 % of the Award amount depends on general Group-wide objectives that are identical for all Management Board members;
- The remaining 40 % of the Award amount is based on individual performance and individual objectives that are set by the Supervisory Board for each member of the Management Board separately on the basis of the member's function.

With regard to the Strategy 2015+, the objectives are generally aligned with the categories "capital", "costs", "competencies", "clients" and "culture" and thus not only reflect quantitative objectives, but also address qualitative aspects of the performance delivered.

#### Objectives for the 2014 Financial Year

The following Group-wide key financial figures were agreed to as metrics for the 2014 financial year and apply equally to all Management Board members. The targets to be achieved may also generally include other aspects, such as return-on-investment targets, derived from the five identified categories:

- Category **Capital**: Common Equity Tier 1 Ratio (CET 1) and Leverage Ratio;
- Category **Costs**: Cost-Income-Ratio (CIR);
- Category **Competencies**: Value added reported; and
- Categories **Culture / Clients**: Employee Commitment, Behaviour and Reputation.

Each category of these objectives is weighted at 15 % in the determination of the Award amount. Thus, the proportion of these categories as part of the overall APA is equal to 60 %.

In assessing the individual performance component, the Supervisory Board agrees with each Board member separately on

- a quantitative objective from the categories **Capital / Costs / Competencies** and
- a qualitative objective from the categories **Culture / Clients**.

Each of these two objectives is also weighted at 15 % in the determination of the Award amount. Thus, the proportion of these objectives as part of the overall APA is 30 %.

Altogether, the sum of Group-wide and individually agreed objectives amounts to 90 % of the overall APA. An additional maximum of 10 % remain for the Supervisory Board to reward outstanding contributions, including project-specific contributions over the course of the financial year as an exercise of its wide discretionary authority.

As part of the annual objective setting process, corresponding factors are set for all objectives that the Supervisory Board will use as the basis for evaluating achievement at the end of the year. The level of the respective target achievement and the final amount of the APA is no longer defined on the basis of a formula, but is determined on a discretionary basis by the Supervisory Board as part of an informed judgment based on the pre-defined factors. The following factors are considered: the actual value delivered, plan values and externally announced target values, comparable figures of the Bank's peers, the prior-year values in terms of a multi-year review of development as well as a qualitative analysis of the achievement level and also the overall risk orientation of the Bank.

If the objectives were not achieved during the period being evaluated, the Supervisory Board may determine that an APA will not be granted.

Taking into account the adjustments of the compensation system to the CRD 4 requirements, the target and maximum values applicable to the APA for the year 2014 for an ordinary Management Board member and for the Co-Chairmen of the Management Board are as follows:

in €	2014			2013
	Minimum	Target	Maximum	Target
<b>Co-Chairmen</b>				
Amount per 15 % objective	0	225,000	450,000	345,000
<b>APA total</b>	<b>0</b>	<b>1,500,000</b>	<b>3,000,000</b>	<b>2,300,000</b>
<b>Ordinary Board member</b>				
Amount per 15 % objective	0	150,000	300,000	225,000
<b>APA total</b>	<b>0</b>	<b>1,000,000</b>	<b>2,000,000</b>	<b>1,500,000</b>

### Long-Term Performance Award (LTPA)

The level of the Long-Term Performance Award is no longer determined solely on the basis of the relative performance of the Deutsche Bank share in comparison to selected peer institutions. Rather, through the additional inclusion of non-financial parameters, it is also oriented towards how the targets are achieved. This will further promote sustainable performance development.

Accordingly, the level of the LTPA continues to be linked to the Relative Total Shareholder Return and will additionally be based on a Culture & Client Factor. The level of the LTPA will in general continue to be formula-based and calculated on the basis of pre-defined target figures. The long-term nature of this compensation component will also be maintained by the continued determination of the Relative Total Shareholder Return on the basis of a three-year assessment.

### Relative Total Shareholder Return of Deutsche Bank

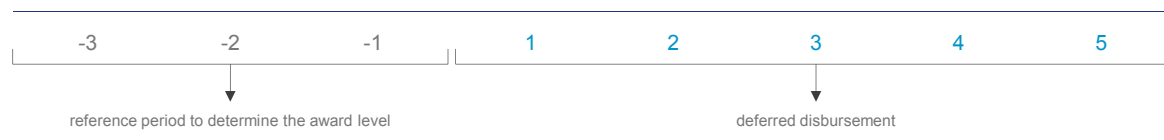
The Relative Total Shareholder Return (RTSR) of Deutsche Bank is derived from the Total Shareholder Return of Deutsche Bank in relation to the average total shareholder returns of a select peer group (calculated in Euro). The level of the Award portion will continue to be calculated from the average of the annual RTSR for the last three financial years (compensation year and the two preceding years).

If the three-year average of the relative total shareholder return of Deutsche Bank is greater than 100 %, then the value of the RTSR portion increases proportionately to an upper limit of 150 % of the target figure, i.e. the value increases by 1 % for each percentage point above 100 %. As in the past, if the three-year average of the relative total shareholder return is lower than 100 %, the value generally declines disproportionately; however, the discount provision has been modified. If the relative total shareholder return is calculated to be in the range of smaller than 100 % to 80 %, the value of the Award portion is reduced for each lower percentage point by 2 percentage points. In the range between 80 % and 60 %, the value of the Award portion is reduced for each lower percentage point by 3 percentage points. As before, if the three-year average of the RTSR does not exceed 60 %, the value of the Award portion is set to zero.

As part of the revision of the compensation system and the intended stronger alignment to Deutsche Bank's strategy, the peer group used for the calculation of the relative total shareholder return was adjusted. The peer group now comprises the following banks:

- BNP Paribas and Société Générale (both from the eurozone),
- Barclays, Credit Suisse and UBS (from Europe outside the eurozone), as well as
- Bank of America, Citigroup, Goldman Sachs, JP Morgan Chase and Morgan Stanley (all from the USA).

The criteria used to select the peer group are: generally comparable business activities, comparable size and international presence. The selection shall continue to be reviewed regularly over the years to come.



### Culture & Client Factor

Through the Culture & Client Factor, client satisfaction and dealings with clients will be measured to foster a sustainable development of the relationships to clients. In the future, this factor will be determined based on a formulaic approach. Efforts are currently underway to implement a corresponding system.

For a transitional phase, and until the final development and calibration of this system, the Supervisory Board will assess the status of the Bank's development in these aspects at its discretion based on divisionally specific survey results as well as other market analyses along the four categories "below average", "average", "good" and "excellent". For a classification in the "excellent" category, 150 % of the Culture & Client Factor target figure is assigned, 100 % for "good", and 50 % for "average". For "below average", the value of the Award portion is set to zero.

Taking into account the adjustments of the compensation system to the CRD 4 requirements, the LTPA will be calculated based on the modified target figures in conjunction with the achieved RTSR as well as the Culture & Client Factor. The LTPA can be a maximum of 150 % of the respective target figures.

The weighting of these two performance metrics is two-thirds for the RTSR value and one-third for the Culture & Client value.

in €	2014			2013
	Minimum	Target	Maximum	Target
<b>Co-Chairmen</b>				
RTSR component	0	2,533,333	3,800,000	3,066,667
Culture & Client component	0	1,266,667	1,900,000	1,533,333
<b>LTPA total</b>	<b>0</b>	<b>3,800,000</b>	<b>5,700,000</b>	<b>4,600,000</b>
<b>Ordinary Board member</b>				
RTSR component	0	1,600,000	2,400,000	2,000,000
Culture & Client component	0	800,000	1,200,000	1,000,000
<b>LTPA total</b>	<b>0</b>	<b>2,400,000</b>	<b>3,600,000</b>	<b>3,000,000</b>

### Maximum Compensation

Following the implementation of the regulatory requirements and based on the before-stated individual compensation components, the maximum amounts are as follows.

in €	2014				2013
	Base salary	APA	LTPA	Total compensation	Total compensation
<b>Co-Chairmen</b>					
<b>New structure</b>					
Target	3,800,000	1,500,000	3,800,000	9,100,000	9,200,000
Maximum	3,800,000	3,000,000	5,700,000	12,500,000	12,650,000
<b>Ordinary Board member</b>					
<b>New structure</b>					
Target	2,400,000	1,000,000	2,400,000	5,800,000	5,650,000
Maximum	2,400,000	2,000,000	3,600,000	8,000,000	7,900,000

Even after the implementation of the regulatory requirements, the total compensation of a Management Board member is subject to a separate cap of € 9.85 million which voluntarily has been set by the Supervisory Board for the overall total compensation for the 2014 financial year. Accordingly, the calculated maximum of the total compensation of € 12.5 million for the Co-Chairmen cannot take effect and therefore, the potential maximum Variable Compensation for each Co-Chairman is limited to € 6.05 million.

#### Long-Term Incentive/Sustainability

According to the requirements of the InstitutsVergV at least 60 % of the total Variable Compensation must be granted on a deferred basis. Not less than half of this deferred portion may comprise equity-based compensation components, while the remaining portion must be granted as deferred cash compensation. Both compensation components must be deferred over a multi-year period which, for the equity-based compensation components, must be followed by a retention period. During the period until payment or delivery, the compensation portions awarded on a deferred basis may be forfeited. A maximum of 40 % of the total Variable Compensation may be granted on a non-deferred basis. However, at least half of this must consist of equity-based compensation components and only the remaining portion may be paid out directly in cash. Of the total Variable Compensation, no more than a maximum of 20 % may be paid out in cash immediately, while at least 80 % must be paid or delivered at a later date.

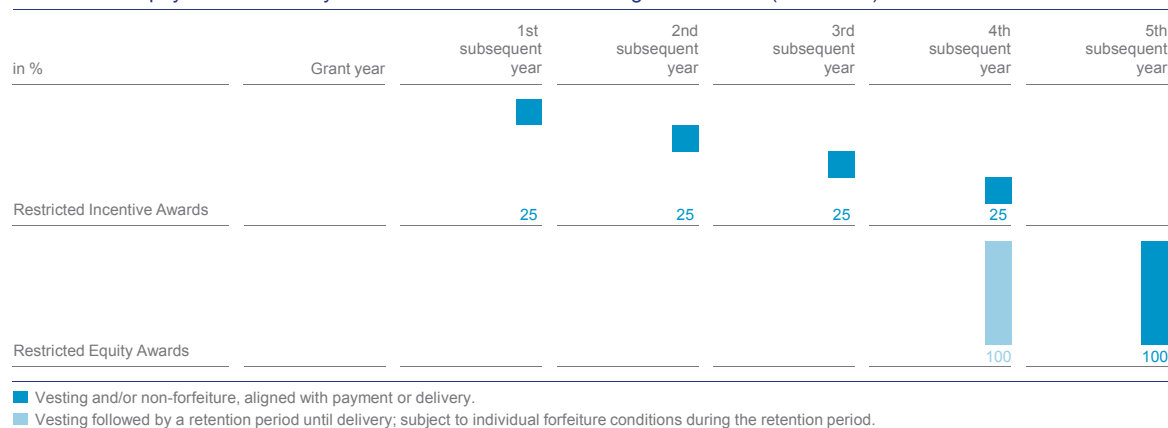
Up to and including 2013, the APA was granted, to some extent, as a non-deferred variable component (“Upfront Award”). The respective Upfront Awards amounted to a maximum of 40 % of the total Variable Compensation. In accordance with regulatory requirements, at least half of the Upfront Award amount was granted in equity-based compensation components (“Equity Upfront Award”). The Equity Upfront Awards were subject to a retention period of three years. Only after this retention period has ended may the awards be sold. The remaining portion was paid out in cash immediately (“Cash Upfront”). If regulatory requirements or bank-specific rules made it necessary, parts of the APA were granted on a deferred basis, whereby this was generally carried out in the form of deferred cash compensation components (“Restricted Incentive Awards”). The Restricted Incentive Awards vested in four equal tranches. The first tranche vested approximately one and a half years after it was granted. The remaining tranches each subsequently vested in intervals of one year. Payment took place upon vesting. The deferred cash compensation was thus disbursed over a period of approximately four and a half years.

With the implementation of the regulatory requirements in 2014 and the related increase in fixed salaries, the APA will only be granted on a deferred basis from now on, although it is in principle granted in the form of deferred cash compensation components (“Restricted Incentive Awards”) with a deferral over at least four years. Therewith, non-deferred Upfront Awards are no longer granted.

The LTPA is granted 100 % on a deferred basis and only in the form of equity-based compensation components (“Restricted Equity Award”). The Restricted Equity Awards vest after four and a half years in one tranche (“cliff vesting”) and have an additional retention period of six months. Accordingly, Management Board members are first permitted to dispose of the equities after approximately five years if the entitlement has not been forfeited due to infringements of forfeiture conditions during this period.

The following chart shows the payment date for the immediate cash compensation and specifically the time period for the payment or the delivery of the other Variable Compensation components in the five consecutive years following the grant year.

### Timeframe for payment or delivery and non-forfeiture for the Management Board (from 2014)



As Restricted Incentive Awards do not bear interest prior to payment, a one-time premium in the amount of 2 % is added upon grant.

Equity-based awards granted are entitled to a dividend equivalent to align the award with the actually paid dividend and thus with the return for the shareholder. The dividend equivalent is determined according to the following formula:

$$\frac{\text{Actual dividend} \times \text{Number of share awards}}{\text{Deutsche Bank share price on date dividend is paid}}$$

### Forfeiture Conditions

Because some of the compensation components are deferred or spread out over several years (Restricted Equity Awards, Restricted Incentive Awards and Equity Upfront Awards) certain forfeiture conditions are applicable until vesting or the end of the retention periods, in order to create a long-term incentive. Awards may be fully or partially forfeited, for example, due to individual misconduct (including a breach of regulations) or termination for cause, and – with regard to Restricted Equity Awards and Restricted Incentive Awards – also due to a negative Group result or individual negative contributions to results. In addition, the LTPA will be forfeited completely if the statutory or regulatory minimum requirements for the core capital ratio are not met during this period.

### Limitations in the Event of Exceptional Developments

In the event of exceptional developments (for example, the sale of large investments), the total compensation for each Management Board member is limited to a maximum amount. A payment of Variable Compensation elements will not take place if the payment of Variable Compensation components is prohibited or restricted by the German Federal Financial Supervisory Authority in accordance with existing statutory requirements.

### Shareholding Guidelines

To foster the identification with Deutsche Bank and its shareholders, the Management Board members will be required to invest a portion of their private funds in Deutsche Bank shares. For this purpose, the Management Board members will continuously hold a number of Deutsche Bank shares in their securities accounts. Deferred, equity-based compensation may be taken into account at 75 % of its value towards fulfillment of the obligation.

In 2013, the number of shares to be held amounted to three times the annual base salary for the Co-Chairmen and two times the annual base salary for ordinary Management Board members. The adjustment to fixed compensation made in 2014 and the related reduction in variable compensation elements require an adjustment to the shareholding guidelines for the members of the Management Board. Since 2014, the number of shares to be held amounts to two times the annual base salary for the Co-Chairmen and one time the annual base salary for ordinary Management Board members.

There is a waiting period of 36 months for the Co-Chairmen and 24 months for ordinary Management Board members until which this requirement must be fulfilled. The retention obligations for shares will only become effective as from 2016 for the Co-Chairmen and as from 2015 for the ordinary Management Board members; however, all Management Board members fulfilled the requirement in 2014. Observance of the requirement is reviewed semi-annually as of June 30 and December 31. If the required number of shares is not met, the Management Board members must correct any deficiencies by the next review.

As compensation components are deferred or spread out over several years, another link to the performance of the Deutsche Bank share is established that should generally continue to exist even for the period after leaving the Management Board.

## Management Board Compensation

### Principles

At the end of January 2015, the Compensation Control Committee discussed in detail and prepared for the Supervisory Board as a plenary the resolution of the Supervisory Board on the determination of the Variable Compensation for Management Board members. Particular focus was placed on reviewing the appropriateness of the compensation in a horizontal analysis vis-à-vis the Bank's competitors, as well as in vertical analysis per the German Corporate Governance Codex requirements. In the context of this comparative review, the appropriateness of the compensation was reviewed with respect to:

- the ratio of fixed to variable compensation;
- the ratio of short-term to long-term compensation elements;
- the ratio of immediately due to deferred compensation elements; and
- the ratio of immediately vested compensation elements to compensation elements subject to forfeiture conditions.

In addition, the appropriateness of the total amount of compensation in relation to the average income of the employees was considered.

### Base Salary

In the 2014 financial year, the annual base salary of the Management Board Co-Chairmen was € 3,800,000 each and for an ordinary Management Board member € 2,400,000.

### Variable Compensation

The Supervisory Board, based on the proposal of the Compensation Control Committee, determined the Variable Compensation for the Management Board members for the 2014 financial year. When calculating and determining the amount of the APA and the LTPA, the Supervisory Board, above all, adequately considered individual Management Board members' contributions to the Bank's revenue, in addition to the Group's overall results. For this purpose, the individual contribution to the Bank's revenue was determined on the basis of the achievement of agreed objectives and was assessed separately for each member of the Management Board.

## Total Compensation

The members of the Management Board collectively received in/for the 2014 financial year compensation (without fringe benefits and pension service costs) totalling € 35,277,666 (2013: € 38,496,509) for their service on the Management Board. Of that, € 19,600,000 (2013: € 10,350,000) was for base salaries, € 15,677,666 (2013: € 27,096,509) for performance-related components with long-term incentives and € 0 (2013: € 1,050,000) for performance-related components without long-term incentives.

The Supervisory Board determined the aforementioned compensation on an individual basis for 2014 as follows:

in €				2014	2013
	Base salary	APA <sup>1</sup>	LTPA <sup>2</sup>	Total compensation	Total compensation
Jürgen Fitschen	3,800,000	860,625	2,001,333	6,661,958	7,474,597
Anshuman Jain	3,800,000	860,625	2,001,333	6,661,958	7,474,597
Stefan Krause	2,400,000	688,500	1,264,000	4,352,500	4,676,415
Dr. Stephan Leithner	2,400,000	803,250	1,264,000	4,467,250	4,706,250
Stuart Lewis	2,400,000	765,000	1,264,000	4,429,000	4,671,825
Rainer Neske	2,400,000	688,500	1,264,000	4,352,500	4,821,000
Henry Ritchotte	2,400,000	688,500	1,264,000	4,352,500	4,671,825
<b>Total</b>	<b>19,600,000</b>	<b>5,355,000</b>	<b>10,322,666</b>	<b>35,277,666</b>	<b>38,496,509</b>

<sup>1</sup> APA = Annual Performance Award/value including premium of 2 %.

<sup>2</sup> LTPA = Long-Term Performance Award.

## Compensation in accordance with the German Corporate Governance Codex (GCGC)

The compensation for the members of the Management Board in accordance with the requirements of section 4.2.5 paragraph 3 of the GCGC is provided below. This comprises the benefits granted for the year under review including the fringe benefits, and including the maximum and minimum achievable compensation for variable compensation components. In addition, the disbursements of fixed compensation, short-term variable compensation and long-term variable compensation in/for the year under review, broken down into the relevant reference years are reported.

The following table provides the compensation granted for the 2014 financial year:

### Compensation granted in 2014 (2013) according to GCGC

in €					Jürgen Fitschen Co-Chairman	
	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	3,800,000	3,800,000	3,800,000	3,800,000	2,300,000	2,300,000
Fringe benefits	118,852	118,852	118,852	118,852	236,590	236,590
<b>Total</b>	<b>3,918,852</b>	<b>3,918,852</b>	<b>3,918,852</b>	<b>3,918,852</b>	<b>2,536,590</b>	<b>2,536,590</b>
One-year variable compensation	0	0	0	0	150,000	150,000
thereof:						
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation	2,861,958	5,300,000	0	8,700,000	5,024,597	6,750,000
thereof:						
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	860,625	1,500,000	0	3,000,000	1,347,930	2,000,000
Restricted Equity Awards (LTPA)	2,001,333	3,800,000	0	5,700,000	3,526,667	4,600,000
<b>Total</b>	<b>2,861,958</b>	<b>5,300,000</b>	<b>0</b>	<b>8,700,000</b>	<b>5,174,597</b>	<b>6,900,000</b>
Pension service costs	648,216	648,216	648,216	648,216	290,457	290,457
<b>Total compensation (GCGC)</b>	<b>7,429,026</b>	<b>9,867,068</b>	<b>4,567,068</b>	<b>13,267,068</b>	<b>8,001,644</b>	<b>9,727,047</b>
<b>Total compensation<sup>1</sup></b>	<b>6,661,958</b>	<b>9,100,000</b>	<b>3,800,000</b>	<b>12,500,000</b>	<b>7,474,597</b>	<b>9,200,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.



	Anshuman Jain Co-Chairman					
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	3,800,000	3,800,000	3,800,000	3,800,000	2,300,000	2,300,000
Fringe benefits	718,914	718,914	718,914	718,914	804,032	804,032
<b>Total</b>	<b>4,518,914</b>	<b>4,518,914</b>	<b>4,518,914</b>	<b>4,518,914</b>	<b>3,104,032</b>	<b>3,104,032</b>
One-year variable compensation thereof:	0	0	0	0	150,000	150,000
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation thereof:	2,861,958	5,300,000	0	8,700,000	5,024,597	6,750,000
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	860,625	1,500,000	0	3,000,000	1,347,930	2,000,000
Restricted Equity Awards (LTPA)	2,001,333	3,800,000	0	5,700,000	3,526,667	4,600,000
<b>Total</b>	<b>2,861,958</b>	<b>5,300,000</b>	<b>0</b>	<b>8,700,000</b>	<b>5,174,597</b>	<b>6,900,000</b>
Pension service costs	857,192	857,192	857,192	857,192	692,433	692,433
<b>Total compensation (GCGC)</b>	<b>8,238,064</b>	<b>10,676,106</b>	<b>5,376,106</b>	<b>14,076,106</b>	<b>8,971,062</b>	<b>10,696,465</b>
<b>Total compensation<sup>1</sup></b>	<b>6,661,958</b>	<b>9,100,000</b>	<b>3,800,000</b>	<b>12,500,000</b>	<b>7,474,597</b>	<b>9,200,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

	Stefan Krause					
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000
Fringe benefits	124,753	124,753	124,753	124,753	105,609	105,609
<b>Total</b>	<b>2,524,753</b>	<b>2,524,753</b>	<b>2,524,753</b>	<b>2,524,753</b>	<b>1,255,609</b>	<b>1,255,609</b>
One-year variable compensation thereof:	0	0	0	0	150,000	150,000
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation thereof:	1,952,500	3,400,000	0	5,600,000	3,376,415	4,350,000
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	688,500	1,000,000	0	2,000,000	926,415	1,200,000
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000
<b>Total</b>	<b>1,952,500</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,526,415</b>	<b>4,500,000</b>
Pension service costs	521,887	521,887	521,887	521,887	340,985	340,985
<b>Total compensation (GCGC)</b>	<b>4,999,140</b>	<b>6,446,640</b>	<b>3,046,640</b>	<b>8,646,640</b>	<b>5,123,009</b>	<b>6,096,594</b>
<b>Total compensation<sup>1</sup></b>	<b>4,352,500</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,676,415</b>	<b>5,650,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

	Dr. Stephan Leithner					
in €	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000
Fringe benefits	353,552	353,552	353,552	353,552	119,905	119,905
<b>Total</b>	<b>2,753,552</b>	<b>2,753,552</b>	<b>2,753,552</b>	<b>2,753,552</b>	<b>1,269,905</b>	<b>1,269,905</b>
One-year variable compensation thereof:	0	0	0	0	150,000	150,000
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000
Multi-year variable compensation thereof:	2,067,250	3,400,000	0	5,600,000	3,406,250	4,350,000
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000
Restricted Incentive Awards (APA)	803,250	1,000,000	0	2,000,000	956,250	1,200,000
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000
<b>Total</b>	<b>2,067,250</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,556,250</b>	<b>4,500,000</b>
Pension service costs	561,694	561,694	561,694	561,694	360,800	360,800
<b>Total compensation (GCGC)</b>	<b>5,382,496</b>	<b>6,715,246</b>	<b>3,315,246</b>	<b>8,915,246</b>	<b>5,186,955</b>	<b>6,130,705</b>
<b>Total compensation<sup>1</sup></b>	<b>4,467,250</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,706,250</b>	<b>5,650,000</b>

<sup>1</sup> Without fringe benefits and pension service costs.

in €						Stuart Lewis	
	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)	
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000	
Fringe benefits	84,937	84,937	84,937	84,937	89,844	89,844	
<b>Total</b>	<b>2,484,937</b>	<b>2,484,937</b>	<b>2,484,937</b>	<b>2,484,937</b>	<b>1,239,844</b>	<b>1,239,844</b>	
One-year variable compensation	0	0	0	0	150,000	150,000	
thereof:							
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000	
Multi-year variable compensation	2,029,000	3,400,000	0	5,600,000	3,371,825	4,350,000	
thereof:							
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000	
Restricted Incentive Awards (APA)	765,000	1,000,000	0	2,000,000	921,825	1,200,000	
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000	
<b>Total</b>	<b>2,029,000</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,521,825</b>	<b>4,500,000</b>	
Pension service costs	551,095	551,095	551,095	551,095	351,335	351,335	
<b>Total compensation (GCGC)</b>	<b>5,065,032</b>	<b>6,436,032</b>	<b>3,036,032</b>	<b>8,636,032</b>	<b>5,113,004</b>	<b>6,091,179</b>	
<b>Total compensation<sup>1</sup></b>	<b>4,429,000</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,671,825</b>	<b>5,650,000</b>	

<sup>1</sup> Without fringe benefits and pension service costs.

in €						Rainer Neske	
	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)	
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000	
Fringe benefits	96,155	96,155	96,155	96,155	104,900	104,900	
<b>Total</b>	<b>2,496,155</b>	<b>2,496,155</b>	<b>2,496,155</b>	<b>2,496,155</b>	<b>1,254,900</b>	<b>1,254,900</b>	
One-year variable compensation	0	0	0	0	150,000	150,000	
thereof:							
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000	
Multi-year variable compensation	1,952,500	3,400,000	0	5,600,000	3,521,000	4,350,000	
thereof:							
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000	
Restricted Incentive Awards (APA)	688,500	1,000,000	0	2,000,000	1,071,000	1,200,000	
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000	
<b>Total</b>	<b>1,952,500</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,671,000</b>	<b>4,500,000</b>	
Pension service costs	539,553	539,553	539,553	539,553	348,352	348,352	
<b>Total compensation (GCGC)</b>	<b>4,988,208</b>	<b>6,435,708</b>	<b>3,035,708</b>	<b>8,635,708</b>	<b>5,274,252</b>	<b>6,103,252</b>	
<b>Total compensation<sup>1</sup></b>	<b>4,352,500</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,821,000</b>	<b>5,650,000</b>	

<sup>1</sup> Without fringe benefits and pension service costs.

in €						Henry Ritchotte	
	2014 (grant)	2014 (target)	2014 (Min)	2014 (Max)	2013 (grant)	2013 (target)	
Fixed compensation (base salary)	2,400,000	2,400,000	2,400,000	2,400,000	1,150,000	1,150,000	
Fringe benefits	289,842	289,842	289,842	289,842	132,370	132,370	
<b>Total</b>	<b>2,689,842</b>	<b>2,689,842</b>	<b>2,689,842</b>	<b>2,689,842</b>	<b>1,282,370</b>	<b>1,282,370</b>	
One-year variable compensation	0	0	0	0	150,000	150,000	
thereof:							
Immediately paid out (part of APA)	0	0	0	0	150,000	150,000	
Multi-year variable compensation	1,952,500	3,400,000	0	5,600,000	3,371,825	4,350,000	
thereof:							
Equity Upfront Awards (part of APA)	0	0	0	0	150,000	150,000	
Restricted Incentive Awards (APA)	688,500	1,000,000	0	2,000,000	921,825	1,200,000	
Restricted Equity Awards (LTPA)	1,264,000	2,400,000	0	3,600,000	2,300,000	3,000,000	
<b>Total</b>	<b>1,952,500</b>	<b>3,400,000</b>	<b>0</b>	<b>5,600,000</b>	<b>3,521,825</b>	<b>4,500,000</b>	
Pension service costs	530,086	530,086	530,086	530,086	344,689	344,689	
<b>Total compensation (GCGC)</b>	<b>5,172,428</b>	<b>6,619,928</b>	<b>3,219,928</b>	<b>8,819,928</b>	<b>5,148,884</b>	<b>6,127,059</b>	
<b>Total compensation<sup>1</sup></b>	<b>4,352,500</b>	<b>5,800,000</b>	<b>2,400,000</b>	<b>8,000,000</b>	<b>4,671,825</b>	<b>5,650,000</b>	

<sup>1</sup> Without fringe benefits and pension service costs.

The following table provides the disbursements in/for the 2014 financial year:

Disbursements paid out in 2014 (2013) according to GCGC

in €	Jürgen Fitschen Co-Chairman		Anshuman Jain Co-Chairman		Stefan Krause		Dr. Stephan Leithner	
	2014	2013	2014	2013	2014	2013	2014	2013
Fixed compensation	3,800,000	2,300,000	3,800,000	2,300,000	2,400,000	1,150,000	2,400,000	1,150,000
Fringe benefits	118,852	236,590	718,914	804,032	124,753	105,609	353,552	119,905
<b>Total</b>	<b>3,918,852</b>	<b>2,536,590</b>	<b>4,518,914</b>	<b>3,104,032</b>	<b>2,524,753</b>	<b>1,255,609</b>	<b>2,753,552</b>	<b>1,269,905</b>
One-year variable compensation	0	150,000	0	150,000	0	150,000	0	150,000
thereof immediately paid out	0	150,000	0	150,000	0	150,000	0	150,000
Multi-year variable compensation	420,542	1,642,906	829,761	4,425,616	446,444	2,017,466	0	0
thereof Equity Upfront Awards:								
EUA for 2010 (until 2014)	420,542	0	829,761	0	446,444	0	0	0
thereof Restricted Incentive Awards:								
RIA for 2011 (until 2016)	0	356,221	0	1,051,846	0	356,221	0	0
RIA for 2010 (until 2015)	0	199,943	0	1,091,853	0	212,257	0	0
RIA for 2009 (until 2013)	0	68,480	0	234,988	0	91,306	0	0
thereof Restricted Equity Awards:								
REA for 2009 (until 2013)	0	1,018,262	0	2,046,929	0	1,357,682	0	0
<b>Total</b>	<b>420,542</b>	<b>1,792,906</b>	<b>829,761</b>	<b>4,575,616</b>	<b>446,444</b>	<b>2,167,466</b>	<b>0</b>	<b>150,000</b>
Pension service costs	648,216	290,457	857,192	692,433	521,887	340,985	561,694	360,800
<b>Total compensation (GCGC)</b>	<b>4,987,610</b>	<b>4,619,953</b>	<b>6,205,867</b>	<b>8,372,081</b>	<b>3,493,084</b>	<b>3,764,060</b>	<b>3,315,246</b>	<b>1,780,705</b>

in €	Stuart Lewis		Rainer Neske		Henry Ritchotte	
	2014	2013	2014	2013	2014	2013
Fixed compensation	2,400,000	1,150,000	2,400,000	1,150,000	2,400,000	1,150,000
Fringe benefits	84,937	89,844	96,155	104,900	289,842	132,370
<b>Total</b>	<b>2,484,937</b>	<b>1,239,844</b>	<b>2,496,155</b>	<b>1,254,900</b>	<b>2,689,842</b>	<b>1,282,370</b>
One-year variable compensation	0	150,000	0	150,000	0	150,000
thereof immediately paid out	0	150,000	0	150,000	0	150,000
Multi-year variable compensation	0	0	433,493	1,649,063	0	0
thereof Equity Upfront Awards:						
EUA for 2010 (until 2014)	0	0	433,493	0	0	0
thereof Restricted Incentive Awards:						
RIA for 2011 (until 2016)	0	0	0	356,221	0	0
RIA for 2010 (until 2015)	0	0	0	206,100	0	0
RIA for 2009 (until 2013)	0	0	0	68,480	0	0
thereof Restricted Equity Awards:						
REA for 2009 (until 2013)	0	0	0	1,018,262	0	0
<b>Total</b>	<b>0</b>	<b>150,000</b>	<b>433,493</b>	<b>1,799,063</b>	<b>0</b>	<b>150,000</b>
Pension service costs	551,095	351,335	539,553	348,352	530,086	344,689
<b>Total compensation (GCGC)</b>	<b>3,036,032</b>	<b>1,741,179</b>	<b>3,469,201</b>	<b>3,402,315</b>	<b>3,219,928</b>	<b>1,777,059</b>

In 2014, the Supervisory Board decided to suspend for all Management Board members the tranches of deferred compensation elements which were subject to non-forfeiture and/or disbursement in August 2014. Accordingly, the above table does not contain the respective compensation elements which were not disbursed (or delivered – in case of share based elements) in August 2014.

Compensation in accordance with the German Accounting Standard No. 17 (GAS 17)

In accordance with the requirements of the GAS 17, the members of the Management Board collectively received in the 2014 financial year compensation totalling € 31,709,671 (2013: € 36,890,500) for their service on the Management Board. Of that, € 19,600,000 (2013: € 10,350,000) was for base salaries, € 1,787,005 (2013: € 1,593,250) for fringe benefits, € 10,322,666 (2013: € 23,897,250) for performance-related components with long-term incentives and € 0 (2013: € 1,050,000) for performance-related components without long-term incentives.

In accordance with German Accounting Standard No. 17, the Restricted Incentive Awards, as a deferred, non-equity-based compensation component subject to certain (forfeiture) conditions, must be recognized in the

total compensation for the year of their payment (i.e. in the financial year in which the unconditional payment takes place) and not in the year they are originally granted. Based on this the Management Board members individually received the following compensation components for their service on the Management Board for or in the years 2014 and 2013, including the non-performance-related fringe benefits and the service costs for pension benefits.

#### Compensation according to GAS 17

in €	Jürgen Fitschen Co-Chairman		Anshuman Jain Co-Chairman		Stefan Krause		Dr. Stephan Leithner	
	2014	2013	2014	2013	2014	2013	2014	2013
<b>Compensation</b>								
Performance-related components								
Without long-term incentives								
Immediately paid out	0	150,000	0	150,000	0	150,000	0	150,000
With long-term incentives								
Cash-based								
Restricted Incentive Award(s) paid	0	624,644	0	2,378,687	0	659,784	0	0
Share-based								
Equity Upfront Award(s)	0	150,000	0	150,000	0	150,000	0	150,000
Restricted Equity Award(s)	2,001,333	3,526,667	2,001,333	3,526,667	1,264,000	2,300,000	1,264,000	2,300,000
Non-performance-related components								
Base salary	3,800,000	2,300,000	3,800,000	2,300,000	2,400,000	1,150,000	2,400,000	1,150,000
<b>Benefits</b>								
Non-performance-related components								
Fringe benefits	118,852	236,590	718,914	804,032	124,753	105,609	353,552	119,905
Pension service costs	648,216	290,457	857,192	692,433	521,887	340,985	561,694	360,800
<b>Total (excl. Service costs)</b>	<b>5,920,185</b>	<b>6,987,901</b>	<b>6,520,247</b>	<b>9,309,386</b>	<b>3,788,753</b>	<b>4,515,393</b>	<b>4,017,552</b>	<b>3,869,905</b>
<b>Total (incl. Service costs)</b>	<b>6,568,401</b>	<b>7,278,358</b>	<b>7,377,439</b>	<b>10,001,819</b>	<b>4,310,640</b>	<b>4,856,378</b>	<b>4,579,246</b>	<b>4,230,705</b>

in €	Stuart Lewis		Rainer Neske		Henry Ritchotte		Total 2013
	2014	2013	2014	2013	2014	2013	
<b>Compensation</b>							
Performance-related components							
Without long-term incentives							
Immediately paid out	0	150,000	0	150,000	0	150,000	1,050,000
With long-term incentives							
Cash-based							
Restricted Incentive Award(s) paid	0	0	0	630,801	0	0	4,293,916
Share-based							
Equity Upfront Award(s)	0	150,000	0	150,000	0	150,000	1,050,000
Restricted Equity Award(s)	1,264,000	2,300,000	1,264,000	2,300,000	1,264,000	2,300,000	10,322,666
Non-performance-related components							
Base salary	2,400,000	1,150,000	2,400,000	1,150,000	2,400,000	1,150,000	19,600,000
<b>Benefits</b>							
Non-performance-related components							
Fringe benefits	84,937	89,844	96,155	104,900	289,842	132,370	1,593,250
Pension service costs	551,095	351,335	539,553	348,352	530,086	344,689	2,729,051
<b>Total (excl. Service costs)</b>	<b>3,748,937</b>	<b>3,839,844</b>	<b>3,760,155</b>	<b>4,485,701</b>	<b>3,953,842</b>	<b>3,882,370</b>	<b>36,890,500</b>
<b>Total (incl. Service costs)</b>	<b>4,300,032</b>	<b>4,191,179</b>	<b>4,299,708</b>	<b>4,834,053</b>	<b>4,483,928</b>	<b>4,227,059</b>	<b>39,619,551</b>

In 2014, the Supervisory Board decided to suspend for all Management Board members the tranches of deferred compensation elements which were subject to non-forfeiture or due to vest in August 2014. Accordingly, the table above does not contain the Restricted Incentive Awards which were not disbursed in August 2014.

With respect to 2013, the total compensation amounts presented include the third tranche of the Restricted Incentive Awards granted in 2010 for the financial year 2009, totalling € 463,254; the second tranche of the

Restricted Incentive Awards granted in 2011 for the financial year 2010, totalling € 1,710,153; and the first tranche of the Restricted Incentive Awards granted in 2012 for the financial year 2011, totalling € 2,120,509.

## Share awards

The number of share awards in the form of Restricted Equity Awards (REA) granted in 2015 for the year 2014 to each member of the Management Board was determined by dividing the respective euro amounts by € 27.108 the average Deutsche Bank AG XETRA share closing prices on the first ten trading days in February 2015 (prior year: € 35.4385 = average of the XETRA closing prices of a Deutsche Bank AG share on the first ten trading days in February 2014).

As a result, the number of share awards granted was as follows (rounded):

Members of the Management Board

Units	Year	Equity Upfront Award(s) (with retention period)	Restricted Equity Award(s) (deferred with additional retention period)
Jürgen Fitschen	2014	0	73,828
	2013	4,233	99,515
Anshuman Jain	2014	0	73,828
	2013	4,233	99,515
Stefan Krause	2014	0	46,628
	2013	4,233	64,901
Dr. Stephan Leithner	2014	0	46,628
	2013	4,233	64,901
Stuart Lewis	2014	0	46,628
	2013	4,233	64,901
Rainer Neske	2014	0	46,628
	2013	4,233	64,901
Henry Ritchotte	2014	0	46,628
	2013	4,233	64,901

Management Board members do not receive any compensation for mandates on boards of Deutsche Bank subsidiaries.

## Pension and Transitional Benefits

The Supervisory Board allocates an entitlement to pension plan benefits to the Management Board members. These entitlements involve a defined contribution pension plan. Under this pension plan, a personal pension account has been set up for each participating member of the Management Board after appointment to the Management Board. A contribution is made annually into this pension account.

Up to and including 2013, this annual contribution was calculated using an individual contribution rate on the basis of each member's base salary and total bonus up to a defined ceiling, and accrues interest credited in advance, determined by means of an age-related factor, at an average rate of 6 % per year up to the age of 60. From the age of 61 onwards, the part of the pension account which consists of contributions made up to and including contribution year 2013 is credited with an annual interest payment of 6 % up to the date of retirement.

As part of the redesign of the compensation system, the pension commitment was modified with effect from January 1, 2014. Management Board members now receive a contribution in the form of a contractually agreed fixed annual amount in Euro. The contribution accrues interest credited in advance, determined by means of an age-related factor, at an average rate of 4 % per year up to the age of 60. From the age of 61 onwards, the part of the pension account which consists of contributions made as of 2014 is credited with an annual interest payment of 4 % up to the date of retirement.

The annual contributions, taken together, form the pension amount available to pay the future pension benefit. Under defined conditions, the pension may also become due for payment before a regular pension event (age limit, disability or death) has occurred. The pension right is vested from the start.

In connection with his exit from the Bank, Dr. Ackermann was entitled to a transition payment in 2014. The contractually agreed transition payment in form of a one-time payment was € 2,750,000.

The following table shows the annual contributions, the interest credits, the account balances and the annual service costs for the years 2014 and 2013 as well as the corresponding defined benefit obligations for each current member of the Management Board as of December 31, 2014 and December 31, 2013. The different balances are attributable to the different lengths of service on the Management Board, the respective age-related factors, and the different contribution rates, as well as the individual pensionable compensation amounts and the previously mentioned additional individual entitlements.

Members of the Management Board in €	Annual contribution, <sup>1</sup> in the year <sup>1</sup>		Interest credit, in the year		Account balance, end of year		Service cost, in the year		Present value of the defined benefit obligation, end of year	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Jürgen Fitschen	650,000	230,000	65,351	48,633	1,804,524	1,089,173	648,216	290,457	1,935,819	1,442,337
Anshuman Jain	903,500	690,000	0	0	2,016,125	1,112,625	857,192	692,433	1,884,104	1,129,633
Stefan Krause	536,000	327,750	0	0	3,522,137	2,986,137	521,887	340,985	3,336,863	3,036,880
Dr. Stephan Leithner	620,000	396,750	0	0	1,258,250	638,250	561,694	360,800	1,128,360	586,293
Stuart Lewis	600,000	379,500	0	0	1,210,938	610,938	551,095	351,335	1,103,545	571,042
Rainer Neske	576,000	362,250	0	0	3,372,865	2,796,865	539,553	348,352	3,068,819	2,628,520
Henry Ritchoffe	556,000	345,000	0	0	1,112,313	556,313	530,086	344,689	1,053,970	561,276

<sup>1</sup> Including age-related factor.

## Other Benefits upon Premature Termination

The Management Board members are in principle entitled to receive a severance payment upon early termination of their appointment at the Bank's initiative, provided the Bank is not entitled to revoke the appointment or give notice under the contractual agreement for cause. The severance payment, as a rule, will not exceed the lesser of two annual compensation amounts and the claims to compensation for the remaining term of the contract. The calculation of the compensation is based on the annual compensation for the previous financial year.

If a Management Board member leaves office in connection with a change of control, he is also, under certain conditions, entitled in principle to a severance payment. The severance payment, as a rule, will not exceed the lesser of three annual compensation amounts and the claims to compensation for the remaining term of the contract. The calculation of the compensation is again based on the annual compensation for the previous financial year.

The severance payment mentioned above is determined by the Supervisory Board and within its sole discretion. In principle, the disbursement of the severance payment takes place in two installments; the second installment is subject to certain forfeiture conditions until vesting.

## Expense for Long-Term Incentive Components

The following table presents the compensation expense recognized in the respective years for long-term incentive components of compensation granted for service on the Management Board.

Members of the Management Board	Amount expensed for			
	share-based compensation components		cash-based compensation components	
	2014	2013	2014	2013
in €				
Jürgen Fitschen	734,201	1,196,942	1,278,486	1,117,213
Anshuman Jain	707,318	3,152,852	2,140,366	2,693,501
Stefan Krause	464,263	1,107,799	946,856	919,828
Dr. Stephan Leithner	496,929	103,399	500,137	172,939
Stuart Lewis	447,126	103,399	487,735	172,939
Rainer Neske	487,657	1,103,157	996,551	916,694
Henry Ritchotte	484,343	103,399	487,735	172,939

## Management Board Share Ownership

As of February 21, 2015 and February 21, 2014, respectively, the current members of the Management Board held Deutsche Bank shares as presented below:

Members of the Management Board	Number of shares	
Jürgen Fitschen	2015	262,166
	2014	205,173
Anshuman Jain	2015	786,188
	2014	615,276
Stefan Krause	2015	35,065
	2014	27,442
Dr. Stephan Leithner	2015	85,736
	2014	57,488
Stuart Lewis	2015	51,347
	2014	32,530
Rainer Neske	2015	100,777
	2014	95,533
Henry Ritchotte	2015	234,996
	2014	166,526
Christian Sewing	2015	30,488
<b>Total</b>	<b>2015</b>	<b>1,586,763</b>
	2014	1,199,968

The current members of the Management Board held an aggregate of 1,586,763 Deutsche Bank shares on February 21, 2015, amounting to approximately 0.12 % of Deutsche Bank shares issued on that date.

The following table shows the number of share awards held by the Management Board members as of February 21, 2014 and February 21, 2015 as well as the number of share awards newly granted, delivered or forfeited in this period.

Members of the Management Board	Balance as of Feb 21, 2014	Granted	Delivered	Forfeited	Balance as of Feb 21, 2015
Jürgen Fitschen	206,872	87,642	0	0	294,514
Anshuman Jain	368,930	95,502	0	0	464,432
Stefan Krause	158,565	56,801	0	0	215,366
Dr. Stephan Leithner	187,181	59,914	50,888	0	196,207
Stuart Lewis	125,128	55,688	18,506	0	162,310
Rainer Neske	158,010	56,774	0	0	214,784
Henry Ritchotte	158,960	58,709	33,706	0	183,963

## Material Risk Takers



In accordance with the InstitutsVergV we are required to identify all employees whose work is deemed to have a major influence on the overall risk profile of the Group. Appropriately identifying Material Risk Takers (“MRTs”), and subsequently designing suitable compensation structures for them, is essential in order not to incentivize inappropriate risk-taking. The European Banking Authority’s Regulatory Technical Standards (“EBA RTS”), which have been adopted by the InstitutsVergV, came into effect in June 2014. The RTS outline prescriptive quantitative and qualitative criteria for identifying MRTs.

To promote alignment with new regulatory requirements, the 2014 MRT identification process is based on a combination of qualitative and quantitative criteria as set out in the EBA RTS, and internal criteria developed by the Bank to identify additional categories of employees whose professional activities have a material impact on the Bank’s risk profile.

On a global basis, 2,903 employees were identified as MRTs for performance-year 2014, spanning 47 countries. This represents an increase of 124 % compared to 2013, when 1,295 were identified. In prior years, the number of our MRTs has been significantly higher than many of our principal competitors, both from an absolute level and as a percentage of total employee population. However, and as intended, it is expected that the application of the EBA RTS will result in a much more level playing field.



## Compensation Structures for Material Risk Takers

Material Risk Takers are subject to the same deferral matrix as the general employee population, save for the requirement that at least 40 % - 60 % of VC must be deferred. If a MRT's VC does not trigger a deferral of at least 40 % under the Group's global deferral matrix then (providing their VC is in excess of € 50,000) the matrix is overridden to ensure that regulatory obligations are met. On average, however, MRTs are subject to deferral rates in excess of the minimum 40 % - 60 % regulatory requirements.

All MRTs receive 50 % of their deferred VC in the form of a Restricted Equity Award ("REA") and typically the remaining 50 % as a Restricted Incentive Award ("RIA"). Note: a limited number of MRTs in Deutsche AWM received a portion of their RIA in the form of an Employee Investment Plan ("EIP") Award. These are cash settled awards based on the value of funds managed by the business, and deferral and forfeiture provisions under the EIP remain the same as the RIA. These employees still received 50 % of their deferred award in equity (as a REA) as required by regulation.

Upon the vesting of each REA tranche (or at the end of the 4.5 year vesting period for the Senior Management Group), a further minimum six-month retention period applies during which time employees are not permitted to sell their shares. Employees can still forfeit their REA under the Policy/Regulatory Breach and Revenue Impairment forfeiture provisions or if they are subject to termination for Cause during the retention period.

In addition to the deferred award, 50 % of the upfront award (the remaining portion after the deferred element is calculated) is also awarded in equity in the form of an Equity Upfront Award ("EUA"). At award, the equity is subject to a minimum six-month retention period during which time the shares cannot be sold. Adding the EUA to the deferred portion of the award means that, on average, MRTs receive less than 15 % of their 2014 VC as an immediate cash payment (i.e., average deferral rates in excess of 85 %). EUAs are subject to the Policy/Regulatory Breach and Revenue Impairment forfeiture provisions during the retention period and will also be forfeited if the employee leaves the Group either voluntarily or for cause.

All deferred awards and the EUA are subject to forfeiture following a Policy/Regulatory Breach or Revenue Impairment event. In addition, all deferred awards are subject to forfeiture provisions linked to the performance of the respective division and/or the Group as a whole.

See "Ex-post risk adjustment" in the section "Group Compensation Overview and Disclosure" for a full summary of the performance and forfeiture provisions.

## Compensation Disclosure pursuant to Section 16 InstitutsVergV

Section 16 InstitutsVergV provides that the duties of disclosure for institutions are determined solely by Article 450 of Regulation (EU) No. 575/2013 (the Capital Requirements Regulation, "CRR"). Article 450 CRR introduces new disclosure requirements and the tables below have been created in accordance with this.

### Aggregate remuneration

As described above, we have developed, refined and implemented a structured and comprehensive approach in order to identify Material Risk Takers in accordance with the InstitutsVergV requirements. The collective remuneration elements for this population of employees are detailed in the table below. Please note that 'variable pay' is reported in the table, which includes variable compensation as well as other discretionary remuneration elements. Variable pay has been used for fixed to variable remuneration ratio purposes.

All Management Board members and Board members of other significant Group Subsidiaries per Section 1 and 17 InstitutsVergV are included in the Geschäftsleiter column. Non-executive Board members and Supervisory Board members are included in the adjacent column. Note: compensation information is not reported for Non-executive Board members and Supervisory Board members. Their compensation (limited to a fixed fee/expenses) is not part of the SECC's remit or governance.

	2014							
in € m. (unless stated otherwise) <sup>1</sup>	CB&S	PBC	GTB	Deutsche AWM	Geschäftsleiter (Significant Institutions)	Non-executive & Supervisory Board (Significant Institutions)	NCOU	Group Total
<b>Number of employees</b>	2057	108	141	388	76	67	67	2903
thereof:								
Senior Management Group	58	15	13	21	25	0	7	139
Other material risk takers	1998	93	128	367	51	67	60	2764
<b>Total Pay</b>	<b>2,072</b>	<b>98</b>	<b>120</b>	<b>381</b>	<b>109</b>	<b>N/M</b>	<b>74</b>	<b>2,854</b>
thereof:								
Fixed Pay <sup>2</sup>	980	50	55	169	54	N/M	38	1,347
Variable Pay <sup>3</sup>	1,092	48	65	212	55	N/M	36	1,508
<b>Variable Pay</b>	<b>1,092</b>	<b>48</b>	<b>65</b>	<b>212</b>	<b>55</b>	<b>N/M</b>	<b>36</b>	<b>1,508</b>
thereof:								
Variable in cash	553	24	32	108	25	N/M	19	761
Variable in shares	539	24	32	102	30	N/M	17	745
Variable in share-linked instruments	0	0	0	0	0	N/M	0	0
Variable in other types of instruments	0	0	0	2	0	N/M	0	2
<b>Outstanding deferred Variable Pay</b>	<b>2,049</b>	<b>81</b>	<b>94</b>	<b>296</b>	<b>167</b>	<b>N/M</b>	<b>73</b>	<b>2,760</b>
thereof:								
Vested awards	12	0	0	0	12	N/M	0	25
Unvested awards	2,037	81	94	296	154	N/M	73	2,735
Termination payments <sup>4</sup>	N/M	N/M	N/M	N/M	N/M	N/M	N/M	4
Number of beneficiaries	N/M	N/M	N/M	N/M	N/M	N/M	N/M	6

N/M – Note meaningful

<sup>1</sup> Excluding Postbank

<sup>2</sup> Fixed pay defined as: base salary + Additional Fixed Pay Supplement + relevant local allowances

<sup>3</sup> Variable pay defined as: VC + other discretionary remuneration payments

<sup>4</sup> Termination payments have been disclosed collectively for the Group in order to safeguard employee confidentiality due to the low number of recipients

All figures in the table include the allocation of Infrastructure related compensation and number of employees according to our established cost allocation key. The table may contain marginal rounding differences.

Sign-on awards are intended to be a one-off premium to exceptional new hires and are included as variable pay in the year of joining for the purposes of the maximum fixed to variable ratio. As such, Sign-on awards are included in 'variable pay' in the above table. For 2014, € 6.09 million Sign-on awards were granted to a total number of 15 MRTs.

We are conscious that any discretionary termination payments made must be determined based on the sustained commitment of the individual and their personal contribution to the success of the Bank during the course of their employment. The largest single award made in 2014 was € 3.01 million.

During the course of 2014, seven MRTs had awards subject to forfeiture as a result of being terminated for cause or as a result of a finding of a Policy/Regulatory Breach or Revenue Impairment. The total amount forfeited (based on the value of the awards at grant) was € 2.75 million. As at the end of 2014, one individual was also under review by the Bank's committees and subject to suspended vesting or delivery of deferred awards due to ongoing investigations.

## Remuneration of high earners

Per Article 450 CRR, the Bank is also required to disclose the number of individuals remunerated € 1 million or more. This information is provided below:

	2014	
	Number of employees	
Total Pay <sup>1</sup>		
1,000,000 to 1,499,999		391
1,500,000 to 1,999,999		168
2,000,000 to 2,499,999		85
2,500,000 to 2,999,999		56
3,000,000 to 3,499,999		35
3,500,000 to 3,999,999		25
4,000,000 to 4,499,999		19
4,500,000 to 4,999,999		8
5,000,000 to 5,999,999		15
6,000,000 to 6,999,999		7
7,000,000 to 7,999,999		5
8,000,000 to 8,999,999		2

<sup>1</sup> Total Pay defined as fixed pay (base salary + AFPS + relevant local allowances) plus variable pay (VC plus other discretionary remuneration payments)

## Compensation System for Supervisory Board Members

The compensation principles for Supervisory Board members are set forth in our Articles of Association, which our shareholders amend from time to time at the Annual General Meeting. Such compensation provisions were last amended by resolution of the Annual General Meeting on May 22, 2014 which became effective on July 17, 2014. Accordingly, the following provisions apply:

The members of the Supervisory Board receive fixed annual compensation (“Supervisory Board Compensation”). The annual base compensation amounts to € 100,000 for each Supervisory Board member. The Supervisory Board Chairman receives twice that amount and the Deputy Chairperson one and a half times that amount.

Members and chairs of the committees of the Supervisory Board are paid additional fixed annual compensation as follows<sup>1</sup>:

in € Committee <sup>1</sup>	Dec 31, 2014	
	Chairperson	Member
Audit Committee	200,000	100,000
Risk Committee	200,000	100,000
Nomination Committee <sup>2</sup>	100,000	50,000
Mediation Committee	0	0
Integrity Committee <sup>3</sup>	200,000	100,000
Chairman's Committee	100,000	50,000
Compensation Control Committee	100,000	50,000

<sup>1</sup> Members of the committees are listed under Supplementary Information of the Financial Report.

<sup>2</sup> Until July 16, 2014 for nomination Committee work no additional compensation was paid.

<sup>3</sup> Until July 16, 2014 for Integrity Committee work additional fixed annual compensation was paid as follows: Chair: € 100,000, members: € 50,000.

75 % of the compensation determined is disbursed to each Supervisory Board member after submitting invoices in February of the following year. The other 25 % is converted by the company at the same time into company shares based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of the preceding January, calculated to three digits after the decimal point. The share value of this number of shares is paid to the respective Supervisory Board member in February of the year following his departure from the Supervisory Board or the expiration of his term of office, based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of the preceding January, provided that the member does not leave the Supervisory Board due to important cause which would have justified dismissal.

In case of a change in Supervisory Board membership during the year, compensation for the financial year will be paid on a pro rata basis, rounded up/down to full months. For the year of departure, the entire compensation is paid in cash; a forfeiture regulation applies to 25 % of the compensation for that financial year.

The company reimburses the Supervisory Board members for the cash expenses they incur in the performance of their office, including any value added tax (VAT) on their compensation and reimbursements of expenses. Furthermore, any employer contributions to social security schemes that may be applicable under foreign law to the performance of their Supervisory Board work shall be paid for each Supervisory Board member affected. Finally, the Supervisory Board Chairman will be appropriately reimbursed for travel expenses incurred in performing representative tasks that his function requires and for the costs of security measures required on account of his function.

In the interest of the company, the members of the Supervisory Board will be included in an appropriate amount, with a deductible, in any financial liability insurance policy held by the company. The premiums for this are paid by the company.

### Supervisory Board Compensation for the 2014 Financial Year

Individual members of the Supervisory Board received the following compensation for the 2014 financial year (excluding value added tax).

Members of the Supervisory Board in €	Compensation for fiscal year 2014		Compensation for fiscal year 2013	
	Fixed	Paid out in February 2015	Fixed	Paid out in February 2014
Dr. Paul Achleitner	818,548	613,911	645,833	484,374
Karin Ruck <sup>1</sup>	0	0	125,000	125,000
Alfred Herling	272,849	204,637	187,500	140,625
Wolfgang Böhr <sup>1</sup>	0	0	41,667	41,667
Frank Bsirske	222,849	167,137	95,833	71,874
John Cryan	400,000	300,000	233,333	174,999
Dina Dublon	200,000	150,000	33,333	24,999
Dr. Karl-Gerhard Eick <sup>1</sup>	0	0	125,000	125,000
Katherine Garrett-Cox	100,000	75,000	100,000	75,000
Timo Heider	172,849	129,637	87,500	65,625
Sabine Irrgang	172,849	129,637	87,500	65,625
Prof. Dr. Henning Kagermann	222,849	167,137	200,000	150,000
Martina Klee	172,849	129,637	129,167	96,875
Suzanne Labarge <sup>2</sup>	100,000	100,000	200,000	150,000
Peter Löscher	172,849	129,637	129,167	96,875
Henriette Mark	200,000	150,000	200,000	150,000
Louise Parent <sup>3</sup>	91,667	68,750	0	0
Gabriele Platscher	200,000	150,000	158,333	118,749
Bernd Rose	200,000	150,000	116,667	87,500
Rudolf Stockem	200,000	150,000	158,333	118,749
Stephan Szukalski	100,000	75,000	58,333	43,749
Dr. Johannes Teyssen	122,849	92,137	100,000	75,000
Marlehn Thieme <sup>1</sup>	0	0	83,333	83,333
Georg Thoma	245,699	184,274	116,667	87,500
Tilman Todenhöfer <sup>4</sup>	0	0	125,000	125,000
Prof. Dr. Klaus Rüdiger Trützschler	200,000	150,000	200,000	150,000
Stefan Viertel <sup>1</sup>	0	0	41,667	41,667
Renate Voigt <sup>1</sup>	0	0	41,667	41,667
Werner Wenning <sup>1</sup>	0	0	41,667	41,667
<b>Total</b>	<b>4,588,710</b>	<b>3,466,532</b>	<b>3,862,500</b>	<b>3,053,119</b>

<sup>1</sup> Member until May 23, 2013.

<sup>2</sup> Member until Juni 30, 2014.

<sup>3</sup> Member since July 1, 2014.

<sup>4</sup> Member until October 31, 2013.

Following the submission of invoices in February 2015, 25 % of the compensation determined for each Supervisory Board member for the 2014 financial year was converted into notional shares of the company on the basis of a share price of € 25.676 (average closing price on the Frankfurt Stock Exchange (Xetra) during the last ten trading days of January 2015, calculated to three digits after the decimal point). Members who left the Supervisory Board in 2014 were paid the entire amount of compensation in cash.

The following table shows the number of notional shares to three decimal places that were converted in February 2015 (2014) for members of the Supervisory Board as part of their 2014 (2013) compensation as well as the number of notional shares accumulated during the respective membership to the Supervisory Board:

Members of the  
Supervisory Board

	number of notional shares			Paid out in February 2015 <sup>2</sup> in €
	converted in February 2015 as part of the compensation 2014	converted in February 2014 as part of the compensation 2013	Total (cumulative)	
Dr. Paul Achleitner	7,969.976	4,370.945	12,340.921	0
Alfred Herling	2,656.659	1,268.948	3,925.607	0
Frank Bsirske	2,169.823	648.592	2,818.415	0
John Cryan	3,894.688	1,579.180	5,473.868	0
Dina Dublon	1,947.344	225.597	2,172.941	0
Katherine Garrett-Cox	973.672	676.791	1,650.463	0
Timo Heider	1,682.987	592.193	2,275.180	0
Sabine Irrgang	1,682.987	592.193	2,275.180	0
Prof. Dr. Henning Kagermann	2,169.823	1,353.583	3,523.406	0
Martina Klee	1,682.987	874.189	2,557.176	0
Suzanne Labarge <sup>1</sup>	0	1,353.583	1,353.583	34,755
Peter Löscher	1,682.987	874.189	2,557.176	0
Henriette Mark	1,947.344	1,353.583	3,300.927	0
Louise Parent	892.533	0	892.533	0
Gabriele Platscher	1,947.344	1,071.586	3,018.930	0
Bernd Rose	1,947.344	789.590	2,736.934	0
Rudolf Stockem	1,947.344	1,071.586	3,018.930	0
Stephan Szukalski	973.672	394.795	1,368.467	0
Dr. Johannes Teysen	1,196.151	676.791	1,872.942	0
Georg Thoma	2,392.301	789.590	3,181.891	0
Prof. Dr. Klaus Rüdiger Trützschler	1,947.344	1,353.583	3,300.927	0
<b>Total</b>	<b>43,705.305</b>	<b>21,911.123</b>	<b>65,616.428</b>	<b>34,755</b>

<sup>1</sup> Member of the Supervisory Board until June 30, 2014.

<sup>2</sup> At a value of € 25.676 based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of January 2015.

All employee representatives on the Supervisory Board, with the exception of Mr. Bsirske and Mr. Stockem, are employed by us. In the 2014 financial year, we paid such members a total amount of € 1.10 million in the form of salary, retirement and pension compensation in addition to their Supervisory Board compensation.

We do not provide members of the Supervisory Board with any benefits after they have left the Supervisory Board, though members who are or were employed by us are entitled to the benefits associated with the termination of such employment. During 2014, we set aside € 0.08 million for pension, retirement or similar benefits for the members of the Supervisory Board who are or were employed by us.

With the agreement of the Bank's Management Board, Dr. Achleitner performs representative functions in various ways on an unpaid basis for the Bank and participates in opportunities for referrals of business for the Bank. These tasks are related to the functional responsibilities of the Chairman of the Supervisory Board of Deutsche Bank AG. In this respect, the reimbursement of costs is regulated in the Articles of Association. On the basis of a separate contractual agreement, the Bank provides Dr. Achleitner with infrastructure and support services free of charge for his services in the interest of the Bank. He is therefore entitled to avail himself of internal resources for preparing and carrying out his activities. The Bank's security and car services are available for Dr. Achleitner to use free of charge for these tasks. The Bank also reimburses travel expenses and participation fees and covers the taxes for any non-cash benefits provided. On September 24, 2012, the Chairman's Committee approved the conclusion of this agreement. The provisions apply for the duration of Dr. Achleitner's tenure as Chairman of the Supervisory Board and are reviewed on an annual basis for appropriateness. Under this agreement between Deutsche Bank and Dr. Achleitner, support services equivalent to € 206,000 (2013: € 185,000) were provided and reimbursements for expenses amounting to € 196,271 (2013: € 137,502) were paid during the 2014 financial year.

The Chairman's Committee of the Supervisory Board of Deutsche Bank approved all existing mandates between Shearman & Sterling LLP and Deutsche Bank AG (and its affiliated companies) at the point in time when Mr Thoma was appointed to the Supervisory Board as well as all new mandates in which Deutsche Bank AG (or its affiliated companies) were service recipients. Under these mandates, payments of approximately € 5.0 million were made by companies of Deutsche Bank Group to Shearman & Sterling LLP in the reporting period January 1, 2014 to December 31, 2014 (2013 since Mr. Thoma's appointment: € 2.3 million). This does not include significant amounts that were invoiced via lead book runners and consequently not booked, either by Shearman & Sterling LLP or by the Bank, as payments from the Bank to Shearman & Sterling LLP. Mr. Thoma had no involvement in any of the mandates. He participates in the economic success of Shearman & Sterling LLP merely through his capacity as one of 157 equity partners (as of December 31, 2014). Upon termination of December 31, 2014 he retired as equity partner of Shearman & Sterling LLP.

## Corporate Governance Statement according to Section 289a HGB

The entire Corporate Governance Statement is available on our website under [https://www.deutsche-bank.de/ir/en/content/corporate\\_governance\\_reports.htm](https://www.deutsche-bank.de/ir/en/content/corporate_governance_reports.htm).

# Internal Control over Financial Reporting

## General

Management of Deutsche Bank and its consolidated subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting (“ICOFR”). Our internal control over financial reporting is a process designed under the supervision of our Co-Chief Executive Officers and our Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the firm’s consolidated financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). ICOFR includes our disclosure controls and procedures designed to prevent misstatements.

## Risks in Financial Reporting

The main risks in financial reporting are that either financial statements do not present a true and fair view due to inadvertent or intentional errors (fraud) or the publication of financial statements is not done on a timely basis. These risks may reduce investor confidence or cause reputational damage and may have legal consequences including banking regulatory interventions. A lack of fair presentation arises when one or more financial statement amounts or disclosures contain misstatements (or omissions) that are material. Misstatements are deemed material if they could individually or collectively, influence economic decisions that users make on the basis of the financial statements.

To confine those risks of financial reporting, management of the Group has established ICOFR with the aim of providing reasonable but not absolute assurance against material misstatements and conducted an assessment of the effectiveness of the Group’s internal control over financial reporting based on the framework established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). COSO recommends the establishment of specific objectives to facilitate the design and evaluate adequacy of a control system. As a result in establishing ICOFR, management has adopted the following financial statement objectives:

- **Existence** – assets and liabilities exist and transactions have occurred.
- **Completeness** – all transactions are recorded, account balances are included in the financial statements.
- **Valuation** – assets, liabilities and transactions are recorded in the financial reports at the appropriate amounts.
- **Rights and Obligations and ownership** – rights and obligations are appropriately recorded as assets and liabilities.
- **Presentation and disclosures** – classification, disclosure and presentation of financial reporting is appropriate.
- **Safeguarding of assets** – unauthorized acquisitions, use or disposition of assets is prevented or detected in a timely manner.

However, any internal control system, including ICOFR, no matter how well conceived and operated, can provide only reasonable, but not absolute assurance that the objectives of that control system are met. As such, disclosure controls and procedures or systems for ICOFR may not prevent all errors and fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

## Organization of the Internal Control System

### Functions Involved in the System of Internal Control over Financial Reporting

Controls within the system of ICOFR are performed by all business functions and infrastructure functions with an involvement in reviewing the reliability of the books and records that underlie the financial statements. As a result, the operation of ICOFR involves staff based mainly in the following functions: Finance, Group Technology and Operations, Risk, and Group Tax.

Finance is responsible for the periodic preparation of the financial statements and operates independently from the Group's businesses. Within Finance, different departments have control responsibilities which contribute to the overall preparation process:

- **Finance specialists for businesses or entities** – responsible for reviewing the quality of financial data by performing validation and control. They are in close contact with business, infrastructure and legal entity management and employ their specific knowledge to address financial reporting issues arising on products and transactions, as well as validating reserving and other adjustments based on judgment. Entity and business related specialists add the perspective of legal entities to the business view and sign-off on the financial reporting of their entities.
- **Finance-Group Reporting** – responsible for Group-wide activities which include the preparation of Group financial and management information, forecasting and planning, and risk reporting. Finance-Group Reporting sets the reporting timetables, performs the consolidation and aggregation processes, effects the elimination entries for inter and intra group activities, controls the period end and adjustment processes, compiles the Group financial statements, and considers and incorporates comments as to content and presentation made by senior and external advisors.
- **Accounting Policy and Advisory Group (“APAG”)** – responsible for developing the Group's interpretation of International Financial Reporting Standards and their consistent application within the Group. APAG provides accounting advice and consulting services to Finance and the wider business, and is responsible for the timely resolution of corporate and transaction-specific accounting issues.
- **Group Valuations** and business aligned valuation specialists – responsible for developing policies and minimum standards for valuation, providing related implementation guidance when undertaking valuation control work, and challenging and validating valuation control results. They act as the single point of contact on valuation topics for external parties (such as regulators and external auditors).

The operation of ICOFR is also importantly supported by Group Technology & Operations, Risk and Group Tax. Although these functions are not directly involved in the financial preparation process, they contribute significantly to the production of financial information:

- **Group Technology & Operations (“GTO”)** – responsible for confirming transactions with counterparties, and performing reconciliations both internally and externally of financial information between systems, depots and exchanges. GTO also undertakes all transaction settlement activity on behalf of the Group and performs reconciliations of nostro account balances.
- **Risk** – responsible for developing policies and standards for managing credit, market, legal, liquidity and operational risks. Risk identifies and assesses the adequacy of credit, legal and operational provisions.
- **Group Tax** – responsible for producing income tax related financial data in conjunction with Finance, covering the assessment and planning of current and deferred income taxes and the collection of tax related information. Group Tax monitors the income tax position and controls the provisioning for tax risks.

### Controls to Minimize the Risk of Financial Reporting Misstatement

The system of ICOFR consists of a large number of internal controls and procedures aimed at minimizing the risk of misstatement of the financial statements. Such controls are integrated into the operating process and include those which:



- are ongoing or permanent in nature such as supervision within written policies and procedures or segregation of duties,
- operate on a periodic basis such as those which are performed as part of the annual financial statement preparation process.
- are preventative or detective in nature.
- have a direct or indirect impact on the financial statements themselves. Controls which have an indirect effect on the financial statements include IT general controls such as system access and deployment controls whereas a control with a direct impact could be, for example, a reconciliation which directly supports a balance sheet line item.
- feature automated and/or manual components. Automated controls are control functions embedded within system processes such as application enforced segregation of duty controls and interface checks over the completeness and accuracy of inputs. Manual internal controls are those operated by an individual or group of individuals such as authorization of transactions.

The combination of individual controls encompasses each of the following aspects of the system of ICOFR:

- **Accounting policy – design and implementation.** Controls to promote the consistent recording and reporting of the Group's business activities on a global basis in accordance with authorized accounting policies.
- **Reference data.** Controls over reference data in relation to the general ledger and on and off-balance sheet transactions including product reference data.
- **New product and transaction approval, capture and confirmation ("NPA/NTA").** Controls are intended to ensure the completeness and accuracy of recorded transactions as well as appropriate authorization. Such controls include transaction confirmations which are sent to and received from counterparties to help ensure that trade details are corroborated.
- **Reconciliation controls, both externally and internally.** Inter-system reconciliations are performed between relevant systems for all trades, transactions, positions or relevant parameters. External reconciliations include nostro account, depot and exchange reconciliations.
- **Valuation including the independent price verification process ("IPV").** Finance performs IPV controls at least monthly in order to evaluate the reasonableness of the front office valuation. The results of the IPV processes are assessed on a monthly basis by the Valuation Control Oversight Committee. Business aligned valuation specialists focus on valuation approaches and methodologies for various asset classes and perform IPV for complex derivatives and structured products.
- **Taxation.** Controls are designed to ensure that tax calculations are performed properly and that tax balances are appropriately recorded in the financial statements.
- **Reserving and adjustments based on judgment.** Controls are designed to ensure reserving and other adjustments based on judgment are authorized and reported in accordance with the approved accounting policies.
- **Balance Sheet substantiation.** Controls relating to the substantiation of balance sheet accounts to promote the integrity of general ledger account balances based on supporting evidence.
- **Consolidation and other period end reporting controls.** At period end, all businesses and regions submit their financial data to the Group for consolidation. Controls over consolidation include the validation of accounting entries required to eliminate the effect of inter and intra company activities. Period end reporting controls include general ledger month end close processes and the review of late adjustments.
- **Financial Statement disclosure and presentation.** Controls over compilation of the financial statements themselves including preparation of disclosure checklists and compliance with the requirements thereof, and review and sign-off of the financial statements by senior Finance management. The financial statements are also subject to approval by the Management Board, and the Supervisory Board and its Audit Committee.

The above controls are performed for primary GAAP IFRS and apply to HGB accordingly. In addition to these controls specific HGB related controls are implemented which include:

- **Intra-company elimination.** Inter-branch reconciliation and elimination are performed for HGB specific balances.
- **Analytical review.** Review of revaluation and reclassification items between IFRS and HGB on branch and parent company level.

### Measuring Effectiveness of Internal Control

Each year, management of the Group undertakes a formal evaluation of the adequacy and effectiveness of the system of ICOFR. This evaluation incorporated an assessment of the effectiveness of the control environment as well as individual controls which make up the system of ICOFR taking into account:

- The financial misstatement risk of the financial statement line items, considering such factors as materiality and the susceptibility of the particular financial statement item to misstatement.
- The susceptibility of identified controls to failure, considering such factors as the degree of automation, complexity, risk of management override, competence of personnel and the level of judgment required.

These factors, in aggregate, determine the nature and extent of evidence that management requires in order to be able to assess whether or not the operation of the system of ICOFR is effective. The evidence itself is generated from procedures integrated with the daily responsibilities of staff or from procedures implemented specifically for purposes of the ICOFR evaluation. Information from other sources also forms an important component of the evaluation since such evidence may either bring additional control issues to the attention of management or may corroborate findings. Such information sources include:

- Reports on audits carried out by or on behalf of regulatory authorities;
- External Auditor reports;
- Reports commissioned to evaluate the effectiveness of outsourced processes to third parties.

In addition, Group Audit evaluates the design and operating effectiveness of ICOFR by performing periodic and ad-hoc risk-based audits. Reports are produced summarizing the results from each audit performed which are distributed to the responsible managers for the activities concerned. These reports, together with the evidence generated by specific further procedures that Group Audit performs also provide evidence to support the annual evaluation by management of the overall operating effectiveness of the ICOFR.

As a result of the evaluation, management has concluded that ICOFR is appropriately designed and operating effectively as of December 31, 2014.

## Non-financial Key Performance Indicators

The following section applies to the Group and is not restricted to the parent company.

### Corporate Responsibility

Strengthening governance and controls, increasing operational excellence and meeting new regulatory standards have continued to be priorities for Deutsche Bank in 2014. In addition to these challenges, we strive to earn trust by demonstrating the Bank's value to society, which includes our involvement in global issues such as promoting access to education, social inclusion or climate change.

Our revised Code of Business Conduct and Ethics defines our commitment to Sustainability, which is at the heart of our Corporate Responsibility principles. We believe that being economically successful and interna-

tionally competitive generates value for our stakeholders. We consider the environmental and social impact of our actions and apply high environmental and social standards to our business to support a sustainable future.

This commitment is in line with Strategy 2015+ and reflects our Values and Beliefs. We consider these obligations with respect to the diverse perspectives and changing needs of all our stakeholders.

In this complex environment, we have continued to intensify our efforts to steer the Bank's core business with sustainability in mind. Our approach is built around increasing transparency, exploring opportunities arising from global trends, and managing potential environmental and social risks.

Our commitment extends well beyond our core business. As a corporate citizen, Deutsche Bank is uniquely positioned to bring to scale new ideas that address acute global challenges.

### Environmental and social risks

Due diligence on environmental and social (ES) risk is required by our ES Risk Framework as an integral part of the approval process for all transactions, especially for business activities in sensitive sectors. We provided practical guidance to our banking teams, including on how to engage with clients around their business practices. We also established a position on activities in or near World Heritage Sites and reconfirmed our commitment to halt deforestation. Together with other banks and investors, we engaged on developing an approach toward managing carbon asset risk. We implemented a major IT project to improve the transaction review process and enlarge its coverage.

The number of transactions reviewed under the ES Risk Framework grew again in 2014 to 1,250 (2013: 721), demonstrating the banking teams' increased awareness of these risks.

Training is a powerful tool to help the Bank's businesses apply the guidelines and strengthen our ES risk management process. We developed a training concept, which adds to initiatives such as Sustainability Days, Earth Week and presentations at business events to increase awareness and understanding of sustainability risks further. The training will be rolled out globally in 2015.

### ESG factors in Asset Management

We continued to develop our efforts to integrating environmental, social and governance (ESG) issues in the investment process. To push these efforts Deutsche Asset & Wealth Management implemented a central team in 2014, which is responsible for realizing the ESG-strategy and its coordination cross-departmentally, as well as the development and improvement of capacities and competencies in the field of sustainable investing. We believe this is a precondition for achieving the best possible long term performance for our clients and see it as a part of our fiduciary duty.

In 2014, we developed a proprietary research tool that uses data supplied by five leading external data providers, maximizing objectivity and reliability. Using this new "ESG Engine", we can screen for up to 1,500 subsets of corporate ESG behaviours for more than 5,000 companies. Besides the ability to develop any active/passive product and an ESG overlay to any existing product, this gives us the opportunity to design products tailored to the specific ESG standards of individual investors.

At the end of 2014, the Bank managed assets of approximately € 5.4 bn. invested on the basis of ESG criteria (2013: € 5.1 bn.).

### Raising capital for environmental and social investment

Deutsche Bank is one of the leading private sector financier in clean energy. In 2014, Deutsche Bank allocated more than € 978 million (2013: € 782,9 million) to clients' renewable energy projects. We advised and provided financing to projects with a total capacity of 1,793 MW, worth € 4.3 bn..

Green bonds offer a novel way to unlock the capital for projects that benefit the environment and society, using the debt capital markets to raise funds for developments such as renewable energy, energy efficiency and clean water. Deutsche Bank joined 12 other major financial institutions in publishing the Green Bond Principles at the beginning of 2014, which provide a framework for integrity and transparency of this product. They set out requirements for designating, disclosing, managing and reporting on capital raised from a Green Bond to ensure that the funds will make a difference for people and the environment.

The clarity provided by the Principles has helped the market grow four-fold last year. Deutsche Bank was the lead manager for several major issues, including a € 1.5 bn. bond for KfW and the first green bond raising £ 250 million for Unilever.

### Carbon neutral operations

The Bank operated in 2014 once again on a carbon neutral basis by investing in energy efficiency projects, using renewable electricity, and offsetting remaining emissions by purchasing and retiring high-grade offset certificates.

### Tackling social challenges

As a global universal bank, Deutsche Bank is uniquely positioned to help enable communities and economies to prosper. With a total investment of € 80.5 million in 2014 (2013: € 78.2 million), Deutsche Bank and its foundations continue to be among the world's most active corporate citizens. More than 5.8 million people benefited from our programs last year.

We rolled out the *Born to Be* Youth Engagement Programme across Europe, Asia, South Africa and the Americas. It focuses on removing barriers to education and personal development, encourages young people to develop the skills to pursue their aspirations and prepares them for the world of work. In 2014, *Born to Be* has reached more than one million young people around the globe.

Our social investment programs have touched the lives of 1.6 million people in 2014. They range from microfinance and impact investing via community development and building enterprise initiatives to support for the disadvantaged. As a pioneer and thought-leader in microfinance, we have lent approximately US \$ 330 million to over 130 microfinance institutions in 51 different countries and have seeded an estimated 3.9 million microloans worth US \$ 1.8 billion since 1997. And more and more of our employees make their professional skills available to support social enterprises.

Forward-thinking and innovation are required to meet the challenges of the future. The Alfred Herrhausen Society's *Urban Age* conferences, which tackle the problems of the world's megacities, are now in their 10th year and have reached more than 5,000 attendees. And the *Landmarks in the Land of Ideas* competition has championed more than 2,700 innovative concepts that promote urban and rural development in Germany since its start in 2006.

Our strategic partnerships with renowned cultural institutions make art and music accessible to wider audiences and provide a platform for young talent. The 25-year partnership with the Berliner Philharmoniker which we celebrated in 2014, has brought forth not only the unique *Digital Concert Hall*, but also influenced more than 37,000 young people who have taken part in the *Education Programme* since 2002. And for more than 35 years, we have provided access to contemporary art at more than 900 locations around the world – through exhibitions, targeted educational programs and partnerships. In total, our art and music programs reached more than three million people in 2014.

Last but not least, about 17,000 colleagues (21 % of global staff) volunteered more than 190,000 hours of their time, skills, and expertise in 2014, maximising the impact of our initiatives and tangibly demonstrating how the Bank and its employees combine a culture of performance with a culture of responsibility.

## The strategic Human Resources agenda

### HR priorities strongly support the Bank's strategy

People are our most valuable asset. With more than 98,000 FTE from 145 nations working for Deutsche Bank, Human Resources play a vital role in fulfilling the vision to be the leading client-centric global Universal Bank. With increasingly fierce competition worldwide, attracting and retaining the best talent has never been more important to Deutsche Bank. The Bank aims to be an attractive global employer in the financial sector, and is pursuing this goal through the strategic Human Resources (HR) agenda by driving cultural transformation, making a real difference in diversity and inclusion, redesigning reward structures and fostering strong leadership and talent management. (link to HR Report).

## Culture transformation

### Engaging employees and embedding culture in key processes

By making culture one of the five levers of Strategy 2015+, Deutsche Bank sent a clear message to its stakeholders: a strong corporate culture, built on shared values and beliefs, is essential to the Bank's long-term success. Culture guides behavior and decision making in a changing regulatory and economic environment. It helps the Bank choose the right course of action to the benefit of our clients and society at large. Deutsche Bank has embedded the values and beliefs in recruiting, interviewing, and onboarding processes as well as all development activities throughout the employee's career lifecycle at Deutsche Bank.

In 2014 we changed our performance management process. Now, adherence to the values and beliefs determines 50 % of individual performance ratings, and is a determining factor in promotion decisions. Also some elements of compensation were aligned to encourage, reward and support the right behaviors and sanction wrong behaviors. This includes adding key metrics related to Deutsche Bank's values in the year-end compensation process for members of the Management Board and employees in all divisions, developing a global approach to disciplinary practice as well as aligning the suspension, red flag and performance management processes to the disciplinary process and the year-end review.

To recognize employees who achieved exceptional business outcomes while demonstrating the Bank's values, Deutsche Bank launched the Co-CEO sponsored 'Living the Values' Awards in 2014. Nearly 100 nominations were made by senior managers globally and 10 winning teams were announced.

## People Survey

### The findings will continue to directly influence our actions in 2015

Since 1999, Deutsche Bank has conducted regular employee surveys to assess opinions and commitment to our corporate culture as well as with other key indicators. In 2014, the Bank updated the People Survey to reflect our values and beliefs and to gauge adoption of OpEx.

In 2014, over 60,000 employees – 58 % of total workforce – responded to the survey, with Postbank participating for the first time. Since the last survey two years prior, the employees have experienced the challenges of difficult market conditions and a fluctuating share price. Against this backdrop, the employees reported in the last survey, we are making progress in building and strengthening a shared culture, much remains to be done.

While 82 % of the respondents were familiar with the values and beliefs, just under 50 % believed that living our values will have a positive impact on achieving Strategy 2015+. Meanwhile, 35 % have experienced changes in behavior.

Commitment levels (66 %, down from 73 % in 2012) as explained above remain in line with the financial services benchmark and employees said they felt more able to use their skills and abilities (68 %, up from 64 % in 2012). However, employees were less willing to recommend Deutsche Bank to others, indicating reduced pride in the organization.

Including questions about the values and how employees experience them yielded valuable insights. While the employees appreciate some of the changes they have seen, such as balancing risk, valuing entrepreneurship, identifying risks, earning clients' trust, valuing diversity and improving processes, there is still work to be done. The survey revealed that we need to continue creating links between performance and consequences that are visible to employees and allowing for more time to think creatively. Many employees also perceive it as challenging to secure adequate resources to do their job. The Bank interprets this as a need to further transform and adapt our business and people practices where necessary as part of the Bank's culture change.

The results of the survey were communicated in June 2014. The feedback was clear: The Bank needs to turn words into action and reignite employee pride. Since then all divisions have prioritized and are taking follow-up action. For example, Deutsche Asset & Wealth Management (Deutsche) AWM has enhanced its cross-divisional collaboration procedures, Global Transaction Banking (GTB) conducted regular reviews of its business offering, regional footprint and client portfolio to ensure long-term sustainable performance and Group Technology & Operations established Innovation Labs in Silicon Valley, London and Berlin.

## Making a real difference in diversity and inclusion

### Female representation in leadership positions has increased

Deutsche Bank recognizes the value of a diverse and inclusive organization. The Bank embraces the opportunities and challenges represented by demographic changes. However, diverse teams can only fully perform to their potential in a work environment that is built on trust, respect and openness. Therefore we are building awareness of the positive impact of inclusive leadership among our managers. To this end Diversity objectives for managers were formulated to ensure investment in diverse talent and to foster diversity awareness and inclusive leadership.

In 2014, the Bank extended the workshop 'Managing Unconscious Bias' in more regions of Germany, so that senior leaders have more possibilities to take part. Deutsche Bank renewed focus on our global e-learning program, 'Great Minds Don't Think Alike – The power of different perspectives'. More than 6,000 employees have already participated the e-learning program.

The percentage of women in leadership positions (2014: 19.4 %, 2013: 18.7 %) and the share of female officers (2014: 31.7 %, 2013: 31.1 %) has increased. 2014, the Bank was pleased to recruit two female executives to the GEC, both of whom bring a wealth of experience to their new roles and consequently complement the Senior Management with diverse perspectives.

Furthermore the programs to support women in leadership positions continue to be successful. Since its launch in 2009, 42 women have participated in the award-winning Accomplished Top Leaders Advancement Strategy program (ATLAS) for female Managing Directors: 56 % of the active alumni have been promoted at least once and 13 participants are now members of global or regional business Executive Committees. In June 2014, 37 female Directors participated in the 5th Deutsche Bank Women Global Leaders program for female Directors at the INSEAD Business School.

Deutsche Bank, along with the other DAX (German share index) companies, signed a declaration in 2011, undertaking to increase the proportion of female senior managers to 25 % (Managing Director and Director level) and for all officer titles to 35 % by the end of 2018, subject to applicable laws worldwide. In line with the overall diversity and inclusion Strategy and supported by this commitment the Bank recruits more female managers at Supervisory Boards and senior management levels. Since 2010, the number of female Managing Directors and Directors has increased by ~260 (+17 %) and the number of female officers has gone up by ~2,200 (+18 %). The 'Women on Boards' Initiative was created to increase the number of women on our Tier 1-3 subsidiaries' Supervisory Boards and on the Regional Advisory Boards. In 2014, proportion of female membership on Regional Advisory Boards increased to 8.5 % and has therefore doubled since the launch of the initiative in 2011, although there has been no increase on Supervisory Boards.

The Bank celebrates a Global Diversity Week every year – the focus in 2014 was about creating 'A Culture of Inclusion'. Participation in 2014 increased considerably with 20,000 employees taking part in 250 events around the world over the week, up from just 6,000 employees in 2011.

## Foster strong leadership and talent management

### Improved people process engage and support employees throughout their career

The role of leaders inspiring and engaging their employees has never been more important. In 2014 the Bank developed a new framework for senior leadership development to strengthen its leadership capabilities and support career mobility, succession planning and development activity. In 2014, 69 senior leaders took part in the process. We prioritized key risk-takers for the exercise as the sustainability of current and future employees in what regulators consider to be key risk positions of increasing importance.

Senior appointments are centrally coordinated. This process is closely linked to the succession planning approach, and supports cross-divisional mobility, career development, retention of key talent and greater progress for women in leadership. To this end, 50 % of internal appointments were cross-divisional moves and approximately 63 % of internal candidates were sourced from the Bank's succession plans. Furthermore, 25 % of the senior leadership group appointments were female Managing Directors, positively impacting the gender diversity of our most senior management positions.

## The right talent at the right place

### Attracting and retaining employees who live the culture of Deutsche Bank

In 2014, to meet the Bank's junior talent needs, we began to apply a more consistent approach to the hiring, training and management of graduates across different divisions and locations. This will improve efficiency while positioning the Bank's graduates as an available talent pool for the future. In July 2014, 751 graduates joined the Bank across all businesses and infrastructure functions - representing a 19 % increase compared to 2013. Almost a quarter were hired into near-shore locations, a result of the Bank's location strategy and evolving footprint in locations such as Jacksonville, Cary, Moscow and Birmingham. This has enabled Deutsche Bank to invest in a diversity of universities in a variety of growing locations, thereby broadening reach and brand amongst our target audience. A further 522 interns joined Deutsche Bank's summer internship programs.

## Information pursuant to Section 289 (4) of the German Commercial Code and Explanatory Report

### Structure of the Share Capital

As of December 31, 2014, Deutsche Bank's issued share capital amounted to € 3,530,939,215.36 consisting of 1,379,273,131 ordinary shares without par value. The shares are fully paid up and in registered form. Each share confers one vote.

### Restrictions on Voting Rights or the Transfer of Shares

Under Section 136 of the German Stock Corporation Act the voting right of the affected shares is excluded by law. As far as the bank held own shares as of December 31, 2014 in its portfolio according to Section 71b of the German Stock Corporation Act no rights could be exercised. We are not aware of any other restrictions on voting rights or the transfer of shares.

### Shareholdings which Exceed 10% of the Voting Rights

The German Securities Trading Act (Wertpapierhandelsgesetz) requires any investor whose share of voting rights reaches, exceeds or falls below certain thresholds as the result of purchases, disposals or otherwise, must notify us and the German Federal Financial Supervisory Authority (BaFin) thereof. The lowest threshold is 3%. We are not aware of any shareholder holding directly or indirectly 10% or more of the voting rights.

### Shares with Special Control Rights

Shares which confer special control rights have not been issued.

### System of Control of any Employee Share Scheme where the Control Rights are not Exercised Directly by the Employees

The employees, who hold Deutsche Bank shares, exercise their control rights as other shareholders in accordance with applicable law and the Articles of Association (Satzung).



## Rules Governing the Appointment and Replacement of Members of the Management Board

Pursuant to the German Stock Corporation Act (Section 84) and the Articles of Association of Deutsche Bank (Section 6) the members of the Management Board are appointed by the Supervisory Board. The number of Management Board members is determined by the Supervisory Board. According to the Articles of Association, the Management Board has at least three members. The Supervisory Board may appoint one or two members of the Management Board as Chairpersons of the Management Board. Members of the Management Board may be appointed for a maximum term of up to five years. They may be re-appointed or have their term extended for one or more terms of up to a maximum of five years each. The German Co-Determination Act (Mitbestimmungsgesetz; Section 31) requires a majority of at least two thirds of the members of the Supervisory Board to appoint members of the Management Board. If such majority is not achieved, the Mediation Committee shall give, within one month, a recommendation for the appointment to the Management Board. The Supervisory Board will then appoint the members of the Management Board with the majority of its members. If such appointment fails, the Chairperson of the Supervisory Board shall have two votes in a new vote. If a required member of the Management Board has not been appointed, the Local Court (Amtsgericht) in Frankfurt am Main shall, in urgent cases, make the necessary appointments upon motion by any party concerned (Section 85 of the Stock Corporation Act).

Pursuant to the German Banking Act (Kreditwesengesetz) and regulations of the European Central Bank (ECB) evidence must be provided to the German Federal Financial Supervisory Authority (BaFin), the Deutsche Bundesbank and the ECB that the member of the Management Board has adequate theoretical and practical experience of the businesses of the Bank as well as managerial experience before the member is appointed (Sections 24 (1) No. 1, 24 (3c) sentence 2 and 25c (1) of the Banking Act and Article 93 of Regulation (EU) No. 468/2014 of the ECB).

The Supervisory Board may revoke the appointment of an individual as member of the Management Board or as Chairperson of the Management Board for good cause. Such cause includes in particular a gross breach of duties, the inability to manage the Bank properly or a vote of no-confidence by the shareholders' meeting (Hauptversammlung, referred to as the General Meeting), unless such vote of no-confidence was made for obviously arbitrary reasons.

The BaFin may appoint a special representative and transfer to such special representative the responsibility and powers of individual members of the Management Board if such members are not trustworthy or do not have the required competencies or if the credit institution does not have the required number of Management Board members. If members of the Management Board are not trustworthy or do not have the required expertise or if they have missed a material violation of the principles of sound management or if they have not addressed identified violations, the BaFin may transfer to the special representative the responsibility and powers of the Management Board in its entirety. In any such case, the responsibility and powers of the Management Board members concerned are suspended (Section 45c (1) through (3) of the Banking Act).

If the discharge of a bank's obligations to its creditors is endangered or if there are valid concerns that effective supervision of the bank is not possible, the BaFin may take temporary measures to avert that risk. It may also prohibit members of the Management Board from carrying out their activities or impose limitations on such activities (Section 46 (1) of the Banking Act). In such case, the Local Court Frankfurt am Main shall, at the request of the BaFin appoint the necessary members of the Management Board, if, as a result of such prohibition, the Management Board does no longer have the necessary number of members in order to conduct the business (Section 46 (2) of the Banking Act).

## Rules Governing the Amendment of the Articles of Association

Any amendment of the Articles of Association requires a resolution of the General Meeting (Section 179 of the Stock Corporation Act). The authority to amend the Articles of Association in so far as such amendments merely relate to the wording, such as changes of the share capital as a result of the issuance of authorized capital, has been assigned to the Supervisory Board by the Articles of Association of Deutsche Bank (Section 20 (3)). Pursuant to the Articles of Association, the resolutions of the General Meeting are taken by a simple majority of votes and, in so far as a majority of capital stock is required, by a simple majority of capital stock, except where law or the Articles of Association determine otherwise (Section 20 (1)). Amendments to the Articles of Association become effective upon their entry in the Commercial Register (Section 181 (3) of the Stock Corporation Act).

## Powers of the Management Board to Issue or Buy Back Shares

The Management Board is authorized to increase the share capital by issuing new shares for cash and in very limited amount noncash consideration. As of December 31, 2014, Deutsche Bank AG had authorized but unissued capital of € 256,000,000 which may be issued in whole or in part until April 30, 2019 and of € 579,863.04 which may be issued in whole or in part until April 30, 2018. Further details are governed by Section 4 of the Articles of Association.

Authorized capital	Consideration	Pre-emptive rights	Expiration date
€ 256,000,000	Cash	May be excluded (partially) pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act	April 30, 2019
€ 579,863.04	Cash or noncash	May be excluded if the capital increase is for noncash consideration with the intent of acquiring a company, holdings in a company or other assets as well as pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act	April 30, 2018

The Management Board is authorized to issue once, or more than once, participatory notes that are linked with conversion rights or option rights, other hybrid debt securities that fulfil the regulatory requirements to qualify as Additional Tier 1 Capital and/or convertible bonds and/or bonds with warrants. The convertible bonds or bonds with warrants may also be issued by affiliated companies of Deutsche Bank AG. For this purpose share capital was increased conditionally upon exercise of these conversion and/or exchange rights or upon mandatory conversion.

Contingent capital	Expiration date for the issuance of conversion and/or option rights
€ 230,400,000	April 30, 2017
€ 256,000,000	April 30, 2019

The Annual General Meeting of May 23, 2013 authorized the Management Board pursuant to Section 71 (1) No. 7 of the Stock Corporation Act to buy and sell, for the purpose of securities trading, own shares of Deutsche Bank AG on or before April 30, 2018, at prices which do not exceed or fall short of the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the respective three preceding stock exchange trading days by more than 10 %. In this context, the shares acquired for this purpose may not, at the end of any day, exceed 5 % of the share capital of Deutsche Bank AG.

The Annual General Meeting of May 22, 2014 authorized the Management Board pursuant to Section 71 (1) No. 8 of the Stock Corporation Act to buy, on or before April 30, 2019, own shares of Deutsche Bank AG in a total volume of up to 10 % of the share capital at the time the resolution was taken. Together with own shares acquired for trading purposes and/or for other reasons and which are from time to time in the company's pos-

session or attributable to the company pursuant to Sections 71a et seq. of the Stock Corporation Act, the own shares purchased on the basis of this authorization may not at any time exceed 10 % of the company's respectively applicable share capital. The own shares may be bought through the stock exchange or by means of a public purchase offer to all shareholders. The countervalue for the purchase of shares (excluding ancillary purchase costs) through the stock exchange may not be more than 10 % higher or lower than the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before the obligation to purchase. In the case of a public purchase offer, it may not be more than 10 % higher or lower than the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before the day of publication of the offer. If the volume of shares offered in a public purchase offer exceeds the planned buyback volume, acceptance must be in proportion to the shares offered in each case. The preferred acceptance of small quantities of up to 50 of the company's shares offered for purchase per shareholder may be provided for.

The Management Board has also been authorized to dispose of the purchased shares and of any shares purchased on the basis of previous authorizations pursuant to Section 71 (1) No. 8 of the Stock Corporation Act on the stock exchange or by an offer to all shareholders. The Management Board has been authorized to dispose of the purchased shares against contribution-in-kind and excluding shareholders' pre-emptive rights for the purpose of acquiring companies or shareholdings in companies or other assets. In addition, the Management Board has been authorized, in case it disposes of such own shares by offer to all shareholders, to grant to the holders of the option rights, convertible bonds and convertible participatory rights issued by the company and its affiliated companies pre-emptive rights to the extent to which they would be entitled to such rights if they exercised their option and/or conversion rights. Shareholders' pre-emptive rights are excluded for these cases and to this extent.

The Management Board has also been authorized with the exclusion of shareholders' pre-emptive rights to use such own shares to issue staff shares to employees and retired employees of the company and its affiliated companies or to use them to service option rights on shares of the company and/or rights or duties to purchase shares of the company granted to employees or members of executive or non-executive management bodies of the company and of affiliated companies.

Furthermore, the Management Board has been authorized with the exclusion of shareholders' pre-emptive rights to sell such own shares to third parties against cash payment if the purchase price is not substantially lower than the price of the shares on the stock exchange at the time of sale. Use may only be made of this authorization if it has been ensured that the number of shares sold on the basis of this authorization does not exceed 10 % of the company's share capital at the time this authorization becomes effective or – if the amount is lower – at the time this authorization is exercised. Shares that are issued or sold during the validity of this authorization with the exclusion of pre-emptive rights, in direct or analogous application of Section 186 (3) sentence 4 Stock Corporation Act, are to be included in the maximum limit of 10 % of the share capital. Also to be included are shares that are to be issued to service option and/or conversion rights from convertible bonds, bonds with warrants, convertible participatory rights or participatory rights, if these bond or participatory rights are issued during the validity of this authorization with the exclusion of pre-emptive rights in corresponding application of Section 186 (3) sentence 4 Stock Corporation Act.

The Management Board has also been authorized to cancel shares acquired on the basis of this or a preceding authorization without the execution of this cancellation process requiring a further resolution by the General Meeting.

The Annual General Meeting of May 22, 2014 authorized the Management Board pursuant to Section 71 (1) No. 8 of the Stock Corporation Act to execute the purchase of shares under the resolved authorization also with the use of put and call options or forward purchase contracts. The company may accordingly sell to third parties put options based on physical delivery and buy call options from third parties if it is ensured by the option conditions that these options are fulfilled only with shares which themselves were acquired subject to compliance with the principle of equal treatment. All share purchases based on put or call options are limited to shares in a maximum volume of 5 % of the actual share capital at the time of the resolution by the General Meeting on this authorization. The term of the options must be selected such that the share purchase upon exercising the option is carried out at the latest on April 30, 2019.

The purchase price to be paid for the shares upon exercise of the put options or upon the maturity of the forward purchase may not exceed more than 10 % or fall below 10 % of the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before conclusion of the respective transaction in each case excluding ancillary purchase costs but taking into account the option premium received. The call option may only be exercised if the purchase price to be paid does not exceed by more than 10 % or fall below 10 % of the average of the share prices (closing auction prices of the Deutsche Bank share in Xetra trading and/or in a comparable successor system on the Frankfurt Stock Exchange) on the last three stock exchange trading days before the acquisition of the shares.

To the sale and cancellation of shares acquired with the use of derivatives the general rules established by the General Meeting apply.

Own shares may continue to be purchased using existing derivatives that were agreed on the basis and during the existence of previous authorizations.

### Significant Agreements which Take Effect, Alter or Terminate upon a Change of Control of the Company Following a Takeover Bid

Significant agreements which take effect, alter or terminate upon a change of control of the company following a takeover bid have not been entered into.

### Agreements for Compensation in Case of a Takeover Bid

If a member of the Management Board leaves the bank within the scope of a change of control, he receives a one-off compensation payment described in greater detail in the Compensation Report.

For a limited number of executives with global or strategically important responsibility, legacy employment contracts are in place. Those contracts grant in case the employment relationship is terminated within a defined period within the scope of a change of control, without a reason for which the executives are responsible, or if these executives terminate their employment relationship because the company has taken certain measures leading to reduced responsibilities, entitlement to a severance payment. The calculation of the severance payment is, in principle, based on 1.5 times to 2.5 times the total annual remuneration (base salary as well as variable – cash and equity-based – compensation) granted before change of control. Here, the development of total remuneration in the three calendar years before change of control is taken into consideration accordingly.

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## Annual Financial Statement

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## Balance Sheet as of December 31, 2014

Assets in € m.			Dec 31, 2014	Dec 31, 2013
<b>Cash reserve</b>				
a) cash on hand			59	59
b) balances with central banks			41,055	56,916
thereof: with Deutsche Bundesbank	4,743			13,906
			41,113	56,975
<b>Debt instruments of public-sector entities and bills of exchange eligible for refinancing at central banks</b>				
a) Treasury bills, discountable Treasury notes and similar debt instruments of public-sector entities			173	434
thereof: eligible for refinancing at Deutsche Bundesbank	55			48
b) bills of exchange			12	0
			185	434
<b>Receivables from banks</b>				
a) Mortgage loans			7	0
b) loans to or guaranteed by public-sector entities			1,197	592
c) other receivables			192,653	184,359
thereof:			193,856	184,951
repayable on demand	94,795			105,194
receivables collateralized by securities	6,691			7,129
<b>Receivables from customers</b>				
a) Mortgage loans			8,171	7,665
b) loans to or guaranteed by public-sector entities			10,262	9,349
c) other receivables			219,723	189,793
thereof:			238,155	206,807
receivables collateralized by securities	3,593			14,139
<b>Bonds and other fixed-income securities</b>				
a) money market instruments				
aa) of public-sector issuers		2,546		2,455
thereof: eligible as collateral for Deutsche Bundesbank	0			0
		2,546		2,456
b) bonds and notes				
ba) of public-sector issuers		20,787		19,790
thereof: eligible as collateral for Deutsche Bundesbank	13,266			8,672
bb) of other issuers		22,143		11,969
thereof: eligible as collateral for Deutsche Bundesbank	10,721			4,221
		42,929		31,759
c) own debt instruments			100	106
nominal amount	100			106
			45,576	34,321
<b>Equity shares and other variable-yield securities</b>			340	293
<b>Trading assets</b>			938,258	832,109
<b>Participating interests</b>			818	833
thereof: in banks	586			596
in financial services institutions	68			71
<b>Investments in affiliated companies</b>			48,709	50,844
thereof: in banks	12,298			11,419
in financial services institutions	224			1,343
<b>Assets held in trust</b>			72	1,217
thereof: loans on a trust basis	30			56
<b>Intangible assets</b>				
a) Self-developed intangible assets			1,605	1,064
b) Purchased intangible assets			59	45
c) Goodwill			96	141
d) Down-payments for intangible assets			0	0
			1,760	1,250
<b>Tangible assets</b>			1,148	1,194
<b>Sundry assets</b>			5,042	8,497
<b>Prepaid expenses</b>				
a) from the issuance and loan business			69	616
b) other			880	512
			949	1,128
<b>Deferred tax assets</b>			3,464	3,986
<b>Overfunded plan assets</b>			1,013	591
<b>Total assets</b>			<b>1,520,459</b>	<b>1,385,430</b>

Liabilities and Shareholders' Equity in € m.		Dec 31, 2014	Dec 31, 2013
<b>Liabilities to banks</b>			
c) other liabilities		262,224	264,297
			264,297
thereof:			
repayable on demand	148,625		155,455
<b>Liabilities to customers</b>			
a) registered Mortgage Pfandbriefe issued		181	36
c) savings deposits			
ca) with agreed notice period of three months	2,785		3,175
cb) with agreed notice period of more than three months	2,272		1,940
		5,057	5,115
d) other liabilities		263,729	243,912
			249,062
thereof:			
repayable on demand	189,006		179,632
<b>Liabilities in certificate form</b>			
a) bonds in issue			
aa) Mortgage Pfandbriefe	5,116		5,018
ac) other bonds	92,079		75,239
		97,194	80,258
b) other liabilities in certificate form		22,615	34,807
			115,065
thereof:			
money market instruments	19,430		31,804
own acceptances and promissory notes in circulation	315		237
<b>Trading liabilities</b>			
		779,080	672,447
<b>Liabilities held in trust</b>			
thereof: loans on a trust basis	30		56
<b>Sundry liabilities</b>			
		12,113	16,800
<b>Deferred income</b>			
a) from the issuance and loan business		104	73
b) other		1,215	960
			1,033
<b>Provisions</b>			
a) provisions for pensions and similar obligations		48	57
b) provisions for taxes		733	729
c) other provisions		6,606	6,372
			7,158
<b>Subordinated liabilities</b>			
		14,897	17,834
<b>Instruments for Additional Tier 1 Regulatory Capital</b>			
		4,847	0
<b>Fund for general banking risks</b>			
thereof: trading-related special reserve according to Section 340e (4) HGB	1,826	2,926	2,676
			1,826
<b>Capital and reserves</b>			
a) subscribed capital	3,531		2,610
less notional par value of own shares	0		0
		3,530	2,610
conditional capital € 486 m. (Dec 31, 2013: € 691 m.)			
b) capital reserve		35,772	28,185
c) revenue reserves			
ca) statutory reserve	13		13
cd) other revenue reserves	6,332		6,111
		6,344	6,124
d) distributable profit		1,169	920
			37,839
		46,816	
<b>Total liabilities and shareholders' equity</b>		<b>1,520,459</b>	<b>1,385,430</b>
<b>Contingent liabilities</b>			
b) liabilities from guarantees and indemnity agreements		60,392	55,353
c) liability arising from the provision of collateral for third-party liabilities		14	26
			55,379
		60,406	
<b>Other obligations</b>			
c) irrevocable loan commitments		120,408	87,658
			87,658
		120,408	

## Income Statement for the period from January 1 to December 31, 2014

in € m.		2014	2013
<b>Interest income from</b>			
a) lending and money market business	8,367		7,246
b) fixed-income securities and government-inscribed debt	1,861		2,131
		10,227	9,377
<b>Interest expenses</b>		7,264	6,811
		2,963	2,566
<b>Current income from</b>			
a) equity shares and other variable-yield securities		2,626	2,361
b) participating interests		60	48
c) investments in affiliated companies		2,496	1,577
		5,181	3,985
<b>Income from profit-pooling, profit-transfer and partial profit-transfer agreements</b>		630	2,266
<b>Commission income</b>		8,731	8,015
<b>Commission expenses</b>		1,497	1,163
		7,233	6,852
<b>Net trading result</b>		2,456	3,153
thereof: release of trading-related special reserve according to section 340e (4) HGB		0	450
<b>Other operating income</b>		2,159	3,970
<b>Administrative expenses</b>			
a) staff expenses			
aa) wages and salaries	4,502		4,411
ab) compulsory social security contributions and expenses for pensions and other employee benefits	465		970
		4,967	5,381
thereof: for pensions € 196 m. (2013: € 294 m.)			
b) other administrative expenses		7,683	6,623
		12,650	12,004
<b>Depreciation, amortization and write-downs of and value adjustments to tangible and intangible assets</b>		645	591
<b>Other operating expenses</b>		4,441	6,248
Write-downs of and value adjustments to claims and certain securities as well as additions to provisions for loan losses		700	529
Write-downs of and value adjustments to participating interests, investments in affiliated companies and securities treated as fixed assets		57	1,084
<b>Expenses from assumption of losses</b>		130	0
<b>Additions (–) to the fund for general banking risks</b>		(250)	(450)
<b>Result from ordinary activities</b>		1,749	1,887
<b>Extraordinary income</b>		298	0
<b>Extraordinary expenses</b>		108	144
<b>Extraordinary result</b>		190	(144)
<b>Income taxes</b>		602	775
thereof: deferred taxes € 703 m. (2013: € 380 m.)			
<b>Other taxes, unless reported under "Other operating expenses"</b>		74	75
		676	850
<b>Net income</b>		1,263	893
<b>Profit carried forward from the previous year</b>		156	28
		1,419	920
<b>Allocations to revenue reserves</b>			
– to other revenue reserves		250	0
		250	0
<b>Distributable profit</b>		1,169	920



## General Information

The annual financial statements of Deutsche Bank AG for the financial year 2014 have been prepared in accordance with the German Commercial Code (“HGB”) as well as the Statutory Order on Banks’ and Financial service institutions’ Accounts (“RechKredV”). Company-law regulations have been complied with. For the sake of clarity, the figures are reported in millions of euros (€).

### Basis of Presentation

Accounting policies for:

#### Receivables

Receivables which are held with a trading intent are accounted for as described in the separate paragraph “Trading activities”.

Receivables from banks and customers which do not qualify as trading assets are generally reported at their nominal amount or at acquisition cost less necessary impairments. If, in a subsequent period, the amount of the impairment loss decreases and the decrease in impairment can be objectively related to an event occurring after the impairment was recognized, the previously recognized impairment is reversed through the income statement.

#### Risk provisioning

Provisioning for loan losses comprises impairments and provisions for all identifiable credit and country risks, for inherent default risks and the provision for general banking risks. Provisions for credit risks are reflected in accordance with the prudence principle at the amount of expected losses.

The transfer risk for loans to borrowers in foreign states (country risk) is assessed using a rating system that takes into account the economic, political and regional situation. When recognizing provisions for cross-border exposures to certain foreign states the prudence principle is applied.

Provisions for inherent credit risk are reflected in the form of general value adjustments in accordance with commercial law principles. In addition, general banking risks are provisioned pursuant to Section 340f HGB. The offsetting option available under Section 340f (3) HGB has been utilized.

#### Securities

Bonds and other fixed income securities as well as equity shares and other variable-yield securities which are held for trading purposes are accounted for as described in the separate paragraph “Trading activities”.

Certain holdings of bonds and other fixed-income securities for which the intent is to hold them for the foreseeable future are classified as non-current assets and accounted for using the moderate lower-of-cost-or-market rule. This means that the respective securities are carried at acquisition cost less other than temporary impairment.

If bonds and other fixed-income securities are neither held for the foreseeable future nor form part of the trading portfolio, they are classified as current assets and are accounted for using the strict lower-of-cost-or-market rule. This means that they are carried at the lower of acquisition cost or market respectively attributable value.

The same applies to equity shares and other variable-yield securities which, if they are not part of the trading portfolio, are generally accounted for as current assets.

Securities are written up pursuant to the requirement to reinstate original values if the reason for the write-up can be objectively related to an event occurring after the write-down was recognized.

### Embedded Derivatives

Some hybrid contracts contain both a derivative and a non derivative component. In such cases, the derivative component is referred to as embedded derivative, with the non derivative component representing the host contract. Where the economic characteristics and risks of embedded derivatives are not closely related to those of the host contract, and the hybrid contract itself is not carried as a trading activity at fair value through profit or loss, the embedded derivative is bifurcated following general principles. The host contract is accounted for at amortized cost or settlement amount.

### Credit Derivatives

Credit derivatives held or incurred with a trading intent are accounted for as described in the separate paragraph "Trading activities".

Other credit derivatives held which qualify as collateral for incurred credit risk are not accounted for separately, but rather taken into account in the risk provisioning for the underlying transaction.

### Trading activities

Financial instruments (including positive and negative market values of derivative financial instruments) as well as precious metals which are held or incurred with a trading intent are recognized at fair value less risk adjustment. In addition to the value-at-risk adjustment a de-facto limit on profit distribution for net trading P&L exists because each fiscal year a certain portion of net trading revenues has to be allocated to a trading-related special reserve which is part of the fund for general banking risk.

Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between knowledgeable, willing and unrelated parties, other than in a forced sale or liquidation. Where available, fair value is based on observable market prices and parameters or derived from such prices or parameters. The availability of observable data varies by product and market and may change over time. Where observable prices or inputs are not available, valuation techniques appropriate to the particular instrument are applied.

If fair value is estimated by using a valuation technique or derived from observable prices or parameters, significant judgment may be required. Such estimates are inherently uncertain and susceptible to change. Therefore, actual results and the financial position may differ from these estimates.

The fair valuation of financial instruments includes valuation adjustments for close-out costs, liquidity risk and counterparty risk as well as funding considerations for uncollateralized trading derivatives.

In order to reflect any remaining realization risk for unrealized gains, the result of the fair value measurement is reduced by a risk adjustment, which is deducted from trading assets. The risk adjustment is based on value-at-risk which is calculated using a holding period of ten days and a confidence level of 99 %.

The trading-related special reserve is provided for by taking at least 10 % of the net trading revenues (after risk adjustment) and must not exceed the total amount of net trading revenues of the respective fiscal year. It has to be provided for until the trading-related special reserve corresponds to 50 % of the five-year average of net trading revenues after risk adjustment.

The reserve may only be consumed to either release an amount exceeding the 50 % limit or to cover net trading losses.

Financial instruments and precious metals held for trading are separately presented as “Trading assets” or “Trading liabilities” on the face of the balance sheet. Forward contracts to buy or sell commodities do basically not qualify as financial instruments and can therefore not be assigned to trading assets.

Any changes in fair value after risk adjustment are recognized as “Net trading result”.

In the financial year 2014, for the first time trading derivatives have been offset against cash collateral posted by counterparties under certain conditions. On an individual counterparty basis, such derivatives qualify for offsetting which have been contracted under a master agreement with a credit support annex (“CSA”) and daily exchange of cash collateral. For each counterparty, the amount offset includes the carrying value of the derivatives as well as the collateral posted. The offsetting reduced the carrying value of trading activities by € 22.6 billion.

### Valuation Units (Hedge Accounting)

In instances in which for accounting purposes assets, liabilities, pending transactions or highly probable forecasted transactions (hedged items) and financial instruments (hedging instruments) are designated in a valuation unit to achieve an offset for changes in fair value or cash flows attributable to the hedged risk the general measurement rules are not applicable. The bank generally utilizes the freeze method, which means that offsetting value changes related to the hedged risk are not recorded. Consequently, negative fair value changes related to the same type of risk are not recognized during the period of the hedge unless a net loss, i.e., negative ineffectiveness, arises which is recognized as a provision for imminent losses.

For the purpose of hedge accounting forward contracts to buy or sell commodities are treated as financial instruments.

### Reclassifications

Receivables and securities have to be classified as trading activities, liquidity reserve or non-current investments at inception.

A reclassification into trading after initial recognition is not permitted and a reclassification from trading activities is only allowed if the intent changes due to exceptional market conditions, especially conditions that adversely affect the ability to trade. Furthermore, financial instruments held with a trading intent may be designated subsequently as hedging instruments into a valuation unit.

A reclassification between the categories liquidity reserve and non-current investments occurs when there is a clear change in management intent after initial recognition which is documented.

The reclassifications are made when the intent changes and at the fair value as of the reclassification date.

### Participating interests and investments in affiliated companies

Participating interests are recognized either at cost or utilizing the option available under Section 253 HGB at their lower fair value.

Investments in affiliated companies are accounted for at moderate lower-of-cost-or-market. This means that write-downs are only recognized if the impairment is considered other than temporary.

Participating interests and investments in affiliated companies are written up pursuant to the requirement to reinstate original values if the reason for the write-up can be objectively related to an event occurring after the write-down was recognized. The offsetting option available under Section 340c (2) HGB has been utilized.

### Tangible and intangible assets

Tangible and intangible assets are reported at their acquisition or manufacturing cost less any depreciation or amortization. Self-developed brands, mastheads, publishing titles, customer lists and similar intangible assets are not recognized.

Write-downs are made for any impairment that is likely to be permanent.

Tangible and intangible assets have to be written up if the increase in value can be objectively related to an event occurring after the write-down was recognized.

Low-value assets are written off in the year in which they are acquired.

### Derecognition of assets

An asset is generally derecognized when legal ownership is transferred.

However, if the seller irrespective of the asset's legal transfer retains the majority of risks and rewards of ownership, the asset is not derecognized.

Since 1 January 2010 securities lending/borrowing transactions in accordance with Section 246 (1) sentence 2 HGB remain recognized in the transferor's balance sheet. Therefore the securities lent are not derecognized by the transferor because he is exposed to the majority of risks and rewards of ownership.

### Liabilities

Liabilities are recognized at their settlement or nominal amounts. Zerobonds issued at a discount are reported at their present value.

### Instruments qualifying as additional tier 1 capital

The instruments issued qualify as liabilities and are recognized at their settlement or nominal amount. Interest is accrued based on the expected payments to the investors in the instruments.

### Provisions

Provisions for pensions and similar obligations are recognized in accordance with actuarial principles. Pension provisions are calculated using the projected unit credit method and using the average market rate for an assumed remaining term of 15 years as published by the German Federal Bank unless the pension plan's remaining term is shorter.

Assets which are exclusively used to settle pensions and similar obligations and which are controlled neither by DB AG nor any creditor (plan assets) are fair valued and offset with the respective provisions. Overfunded obligations are recognized on the balance sheet as a net asset after offsetting of provisions. For underfunded pension obligations and obligations from the bank's internally financed plans, the relevant provisions are made.

If the settlement amount of pensions and similar obligations is solely based on the fair value of securities held as non-current financial assets, the provision is measured at the fair value of these securities if the fair value exceeds the guaranteed minimum.

Other provisions for uncertain liabilities or for onerous contracts (excluding trading activities) are recognized at their expected settlement amount applying the principles of prudent commercial judgment. Provisions for uncertain liabilities are discounted if the related cash outflows are not expected to arise within twelve months after the balance sheet date.

The assessment whether to recognize a provision for imminent losses comprises an evaluation whether a net loss is probable to arise for all interest-earning and interest-bearing positions which are not held with a trading intent, i.e., all positions within the banking book existing as of the reporting date.

The assessment whether a net loss is probable in respect of interest-earning and interest-bearing positions within the banking book requires comparing expected future net interest and expected future directly attributable fees with expected future funding and credit risk expenses as well as future expected administrative expenses associated with the interest-earning and interest-bearing positions as of the reporting date.

The assessment of a potential provision is aligned with the internal management of the interest-related position in the banking book. For open interest-related positions of the banking book a present value based approach is used supplemented by an analysis of the historic cost coverage of risk and administrative costs by net interest surpluses for the positions hedged against interest rate risk.

### Deferred taxes

Deferred tax assets and deferred tax liabilities on temporary differences between the accounting and tax base for assets, liabilities and accruals are offset against each other and presented net on the balance sheet as either deferred tax assets or deferred tax liabilities. In determining deferred tax assets unused tax losses are taken into account, but only to the extent that they can be utilized within the following five years.

### Treasury shares

If DB AG acquires its own shares (treasury shares) they are openly deducted at cost from capital and distributable reserves in a separate column on the face of the balance sheet with no gain or loss being recognized in the income statement.

If such treasury shares are subsequently sold the previously mentioned deduction is reversed and any amount exceeding the original acquisitions costs is to be recognized within capital reserves whereas a loss on the subsequent sale is to be recognized in revenue reserves.

### Currency translation

Currency translation is consistent with the principles set forth in Sections 256a and 340h HGB.

Assets denominated in foreign currency and treated as fixed assets, but not separately covered in the same currency, are shown at historical cost unless the change in the foreign currency rate is other than temporary so that the assets have to be written down. Other foreign currency denominated assets and liabilities and outstanding cash deals are translated at the mid spot rate at the balance sheet date, and forward exchange deals at the forward rate at the balance sheet date.

The definition of those positions in foreign currency for which the bank applies the special coverage method according to Section 340h HGB reflects internal risk management procedures.

The accounting for gains and losses from currency translation depends on to which foreign currency positions they relate. Gains and losses from currency translation of trading assets and trading liabilities as well as gains and losses from the translation of positions which are specifically covered are recognized in the income statement. The same applies to foreign currency positions which are not specifically covered but have a remaining term of one year or less. In contrast, for foreign currency positions which are not specifically covered and have a remaining term of more than year in accordance with the imparity principle only the losses from currency translation are recognized. The result of currency translation is included in the net trading result and in other operating income and expenses.

The items on the balance sheets and the income statements of foreign branches are translated into euros at mid-rates at the respective balance sheet dates (closing-rate method). Differences resulting from the translation of balance sheet items within the bank – with the exception of exchange rate losses on the translation of the capital allocated to the branches outside Germany (including gains and losses carried forward) – are reported as sundry assets or sundry liabilities not affecting net income.

## Notes to the Balance Sheet

### Securities

The table below provides a breakdown of the marketable securities contained in the listed balance sheet positions.

in € m.	listed		unlisted	
	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013
Bonds and other fixed-income securities	39,242	26,543	6,334	7,778
Equity shares and other variable-yield securities	31	129	54	2
Participating interests	573	573	18	13
Investments in affiliated companies	1,075	1,184	0	0

Bonds and other fixed-income securities held as fixed assets are reported at amortized cost as Deutsche Bank intends to hold these securities for the foreseeable future. The fair value amounted at reporting date to € 2,433 million (carrying amount € 2,249 million). This portfolio mainly included reclassifications carried out in 2008 and 2009 due to significantly reduced liquidity in the financial markets. For those assets reclassified, a change of intent to hold for the foreseeable future rather than exit or trade in the short term occurred. These assets were reclassified with the lower fair value at reclassification date. The intrinsic value of these assets exceeded at reclassification date the estimated fair value. The securities classified as fixed assets were managed in separated portfolios.

Where available, the fair value was derived from observable prices or parameters. Where observable market prices or inputs were not available, valuation techniques appropriate for the particular instrument were applied. In one case the determination of the fair value of these fixed assets neither included the changes in liquidity spread since trade date following the intent to hold them in the long term, nor the changes in the credit spread since the credit risk was already considered in the provisions for credit losses.

## Investments in investment funds

The following table shows a breakdown of investments in German and foreign investment funds by investment purpose, where the fund units held exceeded 10 %.

in € m.	Dec 31, 2014			
	Carrying value	Fair value	Difference between fair value and carrying value	Distribution in 2014
Equity funds	1,064	1,064	0	0
Bonds funds	1,075	1,075	0	0
Mixed funds	3,349	3,349	0	0
Currency funds	2	2	0	0
Commodities funds	72	72	0	0
<b>Total</b>	<b>5,562</b>	<b>5,562</b>	<b>0</b>	<b>0</b>

The investments in the funds were predominantly assigned to trading assets. Their carrying values corresponded to their fair values. The majority of the funds were exchange traded funds established by Deutsche Bank.

The conditions to postpone the redemption of fund units may vary from fund to fund. They may be based on a minimum asset value or make it discretionary to the fund directors. Restrictions for daily redemption of the fund units relate to cases where too many investors try to redeem at a specific point in time. In these cases the funds might postpone the redemption until such time that they can fulfill the redemption request.

## Trading assets and liabilities

### Financial instruments held with a trading intent

The following table provides a breakdown of trading assets and trading liabilities.

Dec 31, 2014 in € m.	Trading assets	in € m.	Trading liabilities
Derivative financial instruments	633,239	Derivative financial instruments	618,763
Receivables	136,517	Liabilities	160,317
Bonds and other fixed-income securities	72,667		
Equity shares and other variable-yield securities	86,606		
Sundry assets	9,773		
Risk adjustment	(544)		
<b>Total</b>	<b>938,258</b>	<b>Total</b>	<b>779,080</b>

The basic assumptions to determine the fair value using accepted valuation methods are presented in detail in the section "Basis of Presentation".

The subsequent table breaks down the derivatives valued at fair value which correspond to trading derivatives, by type and volume.

in € m.	Dec 31, 2014
	Notional amount
OTC products	47,411,967
interest rate-linked transactions	37,622,673
exchange rate-linked transactions	6,722,732
credit derivatives	1,532,391
equity- and index-linked transactions	1,468,141
other transactions	66,030
Exchange-traded products	4,639,146
interest rate-linked transactions	4,127,770
equity- and index-linked transactions	418,751
exchange rate-linked transactions	11,662
other transactions	80,963
<b>Total</b>	<b>52,051,113</b>

The amount, timing and the reliability of future cash flows are impacted by the interest rate environment, from the development in the equity and debt markets as well as the credit spreads and defaults.

#### Method and assumptions and risk adjustment amount

The calculation of the risk adjustment is based on the model to calculate the regulatory value-at-risk which incorporates financial instruments held or incurred for trading purposes. The valuation of trading assets might require various valuation adjustments e.g. for liquidity risks which are explained in more detail under “Basis of Presentation” in the section “Trading activities”.

The calculation of the value-at-risk adjustment (“VaR-adjustment”) is based on a holding period of ten days and a confidence level of 99 %. The observation period is 261 trading days.

In addition to the regulatory VaR-adjustment the risk adjustment was supplemented by additional risk figures related to DB’s own credit risk which is not covered by the VaR calculation.

The absolute amount of the risk adjustment is € 544 million.

#### Change of criteria for the classification of financial instruments as trading

During the year 2014 the criteria related to the assignment of financial instruments to trading assets and liabilities remained unchanged.



## Derivative financial instruments

### Forward transactions

Forward transactions outstanding at the balance sheet date consisted mainly of the following types of business:

- interest rate-linked transactions: forward deals linked to debt instruments, forward rate agreements, interest rate swaps, interest futures, option rights in certificate form, option deals and option contracts linked to interest rates and indices;
- exchange rate-linked transactions: foreign exchange and precious metal forwards, cross-currency swaps, option rights in certificate form, option deals and option contracts linked to foreign exchange and precious metals, foreign exchange and precious metal futures;
- share-/index-related transactions: equity forwards and futures, index futures, option rights in certificate form, option deals and option contracts linked to equities and indices;
- credit derivatives: credit default swaps (CDS), total return swaps (TRS), credit linked notes (CLN).

The above types of transactions are concluded almost exclusively to hedge interest rate, exchange rate and market price fluctuations in trading activities.

### Derivatives not accounted for at fair value

The subsequent table presents derivative financial instruments which are not generally accounted for at fair value.

in € m.	Dec 31, 2014				
	Notional amount	Carrying value		Fair value	
		positive	negative	positive	negative
OTC products					
interest rate-related transactions	792,928	1,429	710	4,073	3,203
exchange rate-related transactions	103,989	301	329	565	5,861
equity/ index-related transactions	87	29	14	225	0
credit derivatives	7,125	23	150	96	148
other transactions	5,813	22	0	26	16
<b>Total</b>	<b>909,942</b>	<b>1,803</b>	<b>1,204</b>	<b>4,985</b>	<b>9,229</b>

The carrying values of derivatives not generally recorded at fair value are reported in “Sundry Assets” and “Sundry Liabilities”.

### Valuation Units (Hedge Accounting)

Deutsche Bank AG enters into valuation units via fair value hedges, to protect itself essentially through interest rate swaps and options against fair value changes of fixed rate securities resulting from changes in market rates.

Additional risks resulting from bifurcatable derivatives embedded in hybrid financial instruments are hedged as well via microhedge relationships.

In addition to the cases described above Deutsche Bank hedges commodity risks via micro- and portfolio-hedge relationships.

The subsequent table provides an overview of the hedged items in valuation units including the amount of hedged risks. For hedged assets and hedged liabilities the carrying value is presented as well.

in € m.	Dec 31, 2014	
	Carrying value	Amount of secured risk
Secured assets, total	40,621	854
Secured liabilities, total	95,477	(6,958)
	Notional amount	Amount of secured risk
Pending transactions	29,940	1,121

The amount of hedged risk, if negative, represents the cumulative decrease in fair value for assets respectively the cumulative increase of fair value for liabilities since inception of the hedge relationship that were not recognized in profit and loss net, after considering hedges. Positive amounts of hedged risk correspond to the cumulative increase in fair value of assets respectively the cumulative decrease in fair value of liabilities that were not recognized in profit and loss net, after considering hedges.

Using foreign exchange forwards and swaps, Deutsche Bank AG contracts fair value hedges of foreign-exchange risks of its branches dotational capital and profit/loss carried forward representing the net asset value exposed to foreign exchange risk. The carrying amount of the net position hedged via macro hedges amounts to € 25.2 billion. The amount of hedged risk is negative € 532 million. The final offset of the mirroring spot rate changes takes place at the point in time when the dotational capital is redeemed.

In instances where the contractual terms of hedged item and hedging instrument are exactly offsetting, both prospective assessment of effectiveness and retrospective measurement of ineffectiveness of a valuation unit are based on the matching of critical terms. In addition the bank may utilize statistic methods and regression analysis for the assessment of effectiveness. Deutsche Bank AG compares the amounts of the changes of fair values of hedged items and hedging instruments (dollar-offset method). The valuation units are generally established over the remaining maturity of the hedged items.

## Fixed Assets

The following schedule shows the changes in fixed assets.

in € m.	Balance at Jan 1, 2014	Acquisition/manufacturing costs			Depreciation/amortization, write-downs and value adjustments		Balance at Dec 31, 2014	Book value Balance at Dec 31, 2013
		Additions	Disposals	Cumulative	therein current year	therein disposals		
Intangible assets	2,391	830	60	1,401	343	44	1,760	1,250
Self-developed intangible assets	1,470	788	57	596	273	42	1,605	1,064
Purchased intangible assets	247	42	3	227	26	2	59	45
Goodwill	674	0	0	578	45	0	96	141
Down-payments	0	0	0	0	0	0	0	0
Tangible assets	3,268	158	51	2,227	256	3	1,148	1,194
Land and buildings	104	4	0	30	4	0	78 <sup>1</sup>	78
Office furniture and equipment	2,826	154	47	2,046	191	1	887	870
Leasing assets	338	0	4	151	61	2	183	246
			Change					
Participating interests			(15)				818	833
Investments in affiliated companies			(2,135) <sup>2</sup>				48,709	50,844
Bonds and other fixed-income securities			(98)				2,249	2,347
thereof: included in valuation units according to Section 254 HGB			7				910	903
Equity shares and other variable-yield securities			1				6	5
thereof: included in valuation units according to Section 254 HGB			0				0	0

The option to combine financial assets pursuant to Section 34 (3) RechKredV has been utilized. Exchange rate changes at foreign branches resulting from currency translation at closing rates have been recognized in acquisition/manufacturing costs (balance at January 1, 2014) and in cumulative depreciation/amortization, write-downs and value adjustments.

<sup>1</sup> Land and buildings with a total book value of € 77 million were used as part of our own activities.

<sup>2</sup> Investments in affiliated companies decreased by € 2.1 billion to € 48.7 billion. Additions of investments in affiliated companies amounted to € 8.1 billion compared to decreases of € 10.2 billion. The decrease was mainly attributable to capital decreases and the transfer of affiliated companies which were previously held directly. It was mainly offset by capital increases, positive impact of foreign currency translation and net write ups.

## Intangible assets

The goodwill reported under intangible assets is amortized over its estimated useful life of between five and 15 years. Its determination is based on economic and organizational factors such as future growth and profit prospects, mode and duration of expected synergies, leveraging customer base and assembled workforce of the acquired business. Software classified as an intangible asset is amortized over its useful life.

## Sundry assets and liabilities

Sundry assets of € 5.0 billion mainly consist of receivables from balloon-payments from swaps of € 1.8 billion, claims against tax authorities of € 1.5 billion and receivables from profit pooling agreements of € 630 million.

Sundry liabilities of € 12.1 billion mainly contain equalization of assessment regarding specially covered FX positions according to §340h HGB amounting to € 5.3 billion, liabilities due to failed derecognition amounting to € 3.1 billion, operating expenditure to be paid amounting to € 907 million and FX revaluation effects for dotational capital and P&L carried forward of € 788 million.

## Prepaid expenses and deferred income

Prepaid expenses of € 949 million include a balance of € 69 million from the issuance and loan business. Deferred income of € 1.3 billion contains balances of € 104 million from the issuance and loan business.

## Deferred taxes

Deferred taxes are determined for temporary differences between commercial carrying amounts of assets and liabilities and accruals and their tax bases when it is anticipated that such differences will reverse in subsequent reporting periods. In this context, temporary differences of consolidated tax group subsidiaries/partnerships where Deutsche Bank AG is a shareholder/partner are included in the determination of Deutsche Bank AG's deferred taxes as well. In addition, unused tax losses are taken into account when determining deferred tax assets, to the extent that they will be utilized within the following five years. The measurement of deferred taxes is based on the combined income tax rate of the tax group of Deutsche Bank AG which is currently 31 %. The combined income tax rate includes corporate tax, trade tax and solidarity surcharge.

By contrast, deferred taxes arising from temporary differences in German investments in the form of a partnership are measured based on a combined income tax rate which includes only the corporate income tax and solidarity surcharge; this currently amounts to 15.83 %.

Deferred taxes in foreign branches are measured with the applicable statutory tax rates which are mainly within a range of 20 % and 42 %.

In the reporting period an overall deferred tax asset of € 3.5 billion was presented on the balance sheet. Significant contributors were – Deutsche Bank AG – “domestic bank”, including deferred taxes of consolidated tax group subsidiaries, Deutsche Bank AG – New York Branch, and Deutsche Bank AG – London Branch. These are mainly based on unused tax losses and temporary differences, the latter mainly relating to staff related obligations and fair value measurements of loan portfolios and trading books.

## Information on affiliated, associated and related companies

in € m.	Affiliated companies		Associated and related companies	
	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013
Receivables from banks	115,590	113,131	84	154
Receivables from customers	79,785	80,264	70	10
Bonds and other fixed-income securities	1,642	1,577	9	194
Liabilities to banks	129,838	128,469	38	18
Liabilities to customers	60,527	60,405	94	175
Liabilities in certificate form	1,167	1,118	0	0
Subordinated liabilities	11,584	12,438	0	0

## Assets pledged as collateral

For the following liabilities assets pledged

in € m.	Dec 31, 2014	Dec 31, 2013
Liabilities to banks	25,740	39,495
Liabilities to customers	21,689	1,002

## Transactions subject to sale and repurchase agreements

The book value of assets reported on the balance sheet and sold subject to a repurchase agreement in the amount of € 9.3 billion related exclusively to securities sold under repo agreements.

## Trust business

in € m.	Assets held in trust		in € m.	Liabilities held in trust	
	Dec 31, 2014	Dec 31, 2013		Dec 31, 2014	Dec 31, 2013
Receivables from customers	30	56	Liabilities to banks	23	23
Bonds and other fixed-income securities	32	579	Liabilities to customers	49	1,194
Equity shares and other variable-yield securities	4	207			
Participating interests	4	4			
Sundry assets	2	371			
<b>Total</b>	<b>72</b>	<b>1,217</b>	<b>Total</b>	<b>72</b>	<b>1,217</b>

The reduction in trust assets and liabilities is due to the sale of the local trust business on the Philippines.

## Subordinated assets and liabilities

### Subordinated assets

in € m.	Dec 31, 2014	Dec 31, 2013
Receivables from banks	250	350
Receivables from customers	245	246
Bonds and other fixed-income securities	1,153	1,759
Trading assets	8,650	6,199

### Subordinated liabilities

Subordinated liabilities are issued in the form of fixed rate and floating rate securities, registered and bearer bonds and borrower's note loans and have original maturities mostly within two and 24 years.

Deutsche Bank AG is not obliged to redeem subordinated liabilities in advance of the specified maturity date, however in some cases early redemption at the issuer's option is possible. In the event of liquidation or insolvency, the receivables and interest claims arising from these liabilities are subordinate to the non-subordinated receivables of all creditors of Deutsche Bank AG. The conversion of these funds into equity or another form of debt is not anticipated under the terms of the notes. These conditions also apply to subordinated liabilities not specified individually.

### Material subordinated liabilities above € 1.0 billion

Currency	Amount in million	Type	Year of issuance	Coupon	Maturity
€	1,150	Bearer bond	2010	5.000 %	24.06.2020 <sup>1</sup>
U.S.\$	1,500	Registered bond	2013	4.296 %	24.05.2028 <sup>1</sup>
€	1,000	Registered bond	2008	8.000 %	15.05.2038 <sup>1</sup>
€	1,300	Registered bond	2009	9.500 %	31.03.2039 <sup>1</sup>
U.S.\$	1,385	Registered bond	2008	8.050 %	perpetual <sup>1</sup>
U.S.\$	1,975	Registered bond	2008	7.600 %	perpetual <sup>1</sup>

<sup>1</sup> Pre-payment possibility due to callability of bonds at stipulated dates.

Expenses for all subordinated liabilities of € 14.9 billion totaled € 530 million, including results from hedging derivatives. Accrued but not yet matured interest of € 300 million included in this figure is reported in sundry liabilities.

### Instruments for Additional Tier 1 Regulatory Capital

On May 20, 2014, Deutsche Bank AG placed Additional Tier 1 Notes (the “AT1 Notes” or “Notes”), amounting to € 3.5 billion. Warrants to subscribe a total of 30,250 shares, which had originally been attached to the Notes, were already detached by an initial subscriber. On November 19, 2014, Deutsche Bank AG placed further AT1 Notes, amounting to € 1.2 billion.

The AT1 Notes constitute unsecured and subordinated notes of Deutsche Bank. The Notes bear interest on their nominal amount from the issue date to the first call date at a fixed annual rate. Thereafter the interest rate will be reset at five year intervals. The Notes contain features that may require Deutsche Bank and will permit Deutsche Bank in its sole and absolute discretion at all times and for any reason to cancel any payment of interest. If cancelled, interest payments are non-cumulative and will not increase to compensate for any shortfall in interest payments in any previous year. The Notes do not have a maturity date. They are redeemable by Deutsche Bank at its discretion on the respective first call date and at five year intervals thereafter or in other limited circumstances. In each case, the Notes are subject to limitations and conditions as described in the terms and conditions for example, the Notes can be redeemed by Deutsche Bank at its discretion, in whole but not in part, for certain regulatory or taxation reasons. Any redemption is subject to the prior consent of the competent supervisory authority. The redemption amount and the nominal amount of the Notes may be written down upon the occurrence of a trigger event. A trigger event occurs if the Common Equity Tier 1 capital ratio of Deutsche Bank Group, determined on a consolidated basis falls below 5.125 %. The Notes may also be written up, following a trigger event, subject to meeting certain conditions.

Interest expense on these notes is accrued within other liabilities and amounted to € 148 million as of December 31, 2014.

### AT1 Notes outstanding as of December 31, 2014

Currency	Amount in million	Type	Issuance date	Coupon	First call date
€	1,750	Undated Non-cumulative Fixed to Reset Rate Additional Tier 1 Notes	20.05.2014	6.000 %	30.04.2022
U.S.\$	1,250	Undated Non-cumulative Fixed to Reset Rate Additional Tier 1 Notes	20.05.2014	6.250 %	30.04.2020
GBP	650	Undated Non-cumulative Fixed to Reset Rate Additional Tier 1 Notes	20.05.2014	7.125 %	30.04.2026
U.S.\$	1,500	Undated Non-cumulative Fixed to Reset Rate Additional Tier 1 Notes	19.11.2014	7.500 %	30.04.2025

## Pensions and similar obligations

Deutsche Bank AG sponsors post-employment benefit plans for its employees (pension plans) which contain defined contribution as well as defined benefit plans.

The majority of the beneficiaries of these pension plans are located in Germany. The value of a participant's accrued benefit is based primarily on each employee's remuneration and length of service.

December 31 is the measurement date for all defined benefit plans. All plans are valued using the projected unit-credit method. The valuation requires the application of certain actuarial assumptions such as demographic developments, increase in remuneration for active staff and in pensions as well as inflation rates. The discount rate is determined pursuant to the rules of Section 253 (2) HGB.

Assumptions used for pension plans	Dec 31, 2014	Dec 31, 2013
Discount rate	4.44 %	4.79 %
Inflation rate	1.70 %	2.00 %
Rate of nominal increase in future compensation levels	2.20 %	3.00 %
Rate of nominal increase for pensions in payment	1.60 %	2.00 %
Mortality/disability tables	Richttafeln Heubeck 2005 G	Richttafeln Heubeck 2005 G

The obligations from these defined benefit pension benefits are, for the most part, externally funded. Overfunded obligations are recognized on the balance sheet as a net asset after netting of provisions. For underfunded pension obligations and obligations from the bank's internally financed plans, the relevant provisions are recognized.

For defined contribution plans in Germany, where Deutsche Bank AG and other financial institutions are members of BVV, the subsidiary liability of employers contain the benefit payments and their legally required increases.

Furthermore, provisions are recognized for other similar long-term obligations, primarily in Germany, for example, for anniversary years of service or early retirement schemes. The bank funds these plans on a cash basis as the benefits are due.

in € m.	Pension plans	
	Dec 31, 2014	Dec 31, 2013
<b>Pension obligation</b>	<b>4,586</b>	<b>4,621</b>
Fair value of plan assets	5,548	5,154
thereof: cost of plan assets	5,133	5,198
thereof: total of unrealized gains within plan assets	415	13
<b>Net overfunded amount at year end</b>	<b>962</b>	<b>533</b>
<b>Net pension asset</b>	<b>962</b>	<b>533</b>
thereof: recognized as "Overfunded plan assets related to pension plans"	1,010	591
thereof: recognized as "Provisions for pensions and similar obligations"	48	57

in € m.	Pension plans	
	2014	2013
<b>Return from plan assets</b>	<b>481</b>	<b>8</b>
<b>Interest costs for the unwind of discount of pension obligations</b>	<b>398</b>	<b>514</b>
<b>Net interest income (expense)</b>	<b>83</b>	<b>(506)</b>
thereof: recognized as "Other operating income"	89	4
thereof: recognized as "Other operating expenses"	6	510

## Maturity structure

### Maturity structure of receivables

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Other Receivables from banks without receivables repayable on demand</b>	<b>99,061</b>	<b>79,757</b>
with a residual period of		
up to three months	47,765	34,247
more than three months and up to one year	21,188	17,743
more than one year and up to five years	18,094	14,911
more than five years	12,014	12,857
<b>Receivables from customers</b>	<b>238,155</b>	<b>206,807</b>
with a residual period of		
up to three months	133,267	131,953
more than three months and up to one year	43,056	25,332
more than one year and up to five years	37,745	31,369
more than five years	23,300	17,389
with an indefinite period	788	764

Of the bonds and other fixed-income securities of € 45.6 billion, € 4.7 billion mature in 2015.

### Maturity structure of liabilities

in € m.	Dec 31, 2014	Dec 31, 2013
<b>Liabilities to banks with agreed period or notice period</b>	<b>113,599</b>	<b>108,842</b>
with a residual period of		
up to three months	61,319	57,784
more than three months and up to one year	27,141	26,990
more than one year and up to five years	20,538	18,823
more than five years	4,601	5,245
<b>Savings deposits with agreed notice period of more than three months</b>	<b>2,272</b>	<b>1,940</b>
with a residual period of		
up to three months	1,139	734
more than three months and up to one year	1,076	1,144
more than one year and up to five years	56	60
more than five years	1	1
<b>Other liabilities to customers with agreed period or notice period</b>	<b>74,903</b>	<b>64,315</b>
with a residual period of		
up to three months	41,044	40,886
more than three months and up to one year	20,871	11,558
more than one year and up to five years	5,006	4,816
more than five years	7,982	7,055
<b>Other liabilities in certificate form</b>	<b>22,615</b>	<b>34,807</b>
with a residual period of		
up to three months	5,609	23,275
more than three months and up to one year	16,225	11,475
more than one year and up to five years	782	48
more than five years	0	10

Of the issued bonds and notes of € 97.2 billion, € 20.4 billion mature in 2015.

## Foreign currencies

The total amount of assets denominated in foreign currencies was equivalent to € 942.4 billion at the balance sheet date; the total value of liabilities was equivalent to € 795.6 billion.



## Information regarding amount blocked according to Section 268 (8) HGB

The following table presents the amounts pursuant to Section 268 (8) HGB that should be considered for profit distribution. At Deutsche Bank AG the total distributable reserves after profit distribution plus the distributable profit are at least equal to the amounts to be considered. The individual positions include deferred tax liabilities, if applicable; therefore the amounts shown in the table may deviate from the corresponding balance sheet positions.

in € m.	Dec 31, 2014
Self-developed intangible assets	1,528
Deferred tax assets	3,561
Unrealized gains of plan assets	395
<b>Total undistributable amount</b>	<b>5,483</b>

## Capital and reserves

### Own shares

In the course of 2014, the bank or its affiliated companies bought 280,902,168 Deutsche Bank shares at prevailing market prices and sold 280,871,047 Deutsche Bank shares at prevailing market prices for trading purposes. The purchase of its own shares was based on the authorization given by the General Meeting on May 23, 2013 pursuant to Section 71 (1) No. 7 AktG, whose limitations were adhered to for each share purchase and sale transaction. The average purchase price was € 29.60 and the average selling price was € 29.57 per share. The result was recognized in revenue reserves..

The bank's own shares bought and sold for trading purposes during 2014 represented about 20 % of its share capital. The largest holding on any individual day was 0.12 % and the average daily holding 0.03 % of its share capital.

In addition, the bank was authorized to buy own shares by the General Meetings of May 22, 2014 and of May 23, 2013 pursuant to Section 71 (1) No. 8 AktG. The respective limitations were adhered to for each purchase and sale transaction. The authorization for the bank to purchase its own shares, which was given by the General Meeting on May 23, 2013 and valid until November 30, 2016, was cancelled once the authorization of May 22, 2014 came into effect.

Additionally the Annual General Meeting of May 22, 2014 authorized the Management Board pursuant to Section 71 (1) No. 8 AktG to execute the purchase of shares under the resolved authorization also with the use of put and call options or forward purchase contracts. The limitations concerning the use of such derivatives were adhered to for each purchase and sale transaction.

At the end of 2014, Deutsche Bank AG held 83,235 own shares pursuant to Section 71 (1) No. 7 AktG. Its holdings pursuant to Section 71 (1) No. 8 AktG amounted to 108,039 shares, or 0.00 % of its share capital. On December 31, 2014, 4,411,112 (end of 2013: 1,070,964) Deutsche Bank shares, i.e. 0.32 % (end of 2013: 0.11 %) of our share capital, were pledged to the bank and its affiliated companies as security for loans.

### Changes in subscribed, authorized and conditional capital

The bank's subscribed capital is divided into 1,379,273,131 registered no-par-value shares. In June 2014, 359,773,491 new shares were issued from authorized capital without pre-emptive rights against cash contributions. Excluding holdings of the bank's own shares, the number of shares outstanding at December 31, 2014 was 1,379,081,857 (end of 2013: 1,019,443,379). The average number of shares outstanding in the reporting period was 1,199,745,678.

in €	Subscribed capital <sup>1</sup>	Authorized capital	Conditional capital (yet to be utilized)
<b>Balance as of Dec 31, 2013</b>	<b>2,609,919,078.40</b>	<b>921,600,000.00</b>	<b>691,200,000.00</b>
Capital increase against cash contributions	921,020,136.96	(921,020,136.96)	0
Cancellation pursuant to the General Meeting resolution of May 22, 2014	0	0	(460,800,000.00)
Increase pursuant to the General Meeting resolution of May 22, 2014	0	256,000,000.00	256,000,000.00
<b>Balance as of Dec 31, 2014</b>	<b>3,530,939,215.36</b>	<b>256,579,863.04</b>	<b>486,400,000.00</b>

<sup>1</sup> Includes nominal value of treasury shares.

Details with regard to the authorized and the yet to be utilized conditional capital are presented in the Note concerning the Information pursuant to Section 289 (4) of the German Commercial Code.

### Changes in capital and reserves

in € m.		
<b>Balance as of Dec 31, 2013</b>		<b>37,839</b>
Distribution in 2014		(765)
Profit carried forward		(156)
Capital increase against cash contributions		
– increase in subscribed capital	921	
– allocation to capital reserve	7,587	8,508
Treasury shares		
– Change in notional value in treasury shares	0	
– Change of acquisition costs	5	
– Realized net gains (non-trading)	0	
– Realized result (trading)	(12)	
– Realized net losses (non-trading)	(23)	(30)
Profit allocation to other revenue reserves		250
Distributable profit for 2014		1,169
<b>Balance as of Dec 31, 2014</b>		<b>46,816</b>

## Notes to the Income Statement

### Income by geographical market

The total amount of interest income, of current income from equity shares and other variable-yield securities, participating interests and investments in affiliated companies, of commission income, of net trading result and of other operating income is originated across various regions as shown by the following breakdown pursuant to Section 34 (2) RechKredV.

in € m.	2014	2013
Germany	8,266	9,164
Europe excl. Germany	9,911	11,027
Americas	6,218	4,270
Africa/Asia/Australia	4,358	3,590
<b>Total</b>	<b>28,754</b>	<b>28,051</b>

### Administrative and agency services provided for third parties

The following administrative and agency services were provided for third parties: custody services, referral of mortgages, insurance policies and housing finance contracts, administration of assets held in trust, and asset management.

### Other operating income and expenses

Other operating income of € 2.2 billion mainly consists of the result from non-trading derivatives of € 733 million and income from currency translation regarding assets and liabilities, which amounted to € 672 million.

Other operating expenses of € 4.4 billion contain an expense of € 1.4 billion that is related to the sale of Nevada Property 1 LLC, a wholly owned subsidiary and owner of The Cosmopolitan of Las Vegas. This expense is fully offset by a dividend income from a group company that is also related to the aforementioned sale transaction. The dividend received is recorded as current income. Also included in other operating expenses is the result from non-trading derivatives of € 1.3 billion as well as litigation expenses, which amounted to € 856 million.

### Extraordinary result

Extraordinary income of € 297.6 million relates to a gain as a result of the merger of two affiliated companies at fair value (2013: € 0.0 million). Extraordinary expenses of € 107.6 million reflect restructuring activities (2013: expenses of € 143.5 million).

Extraordinary income and expenses net to an extraordinary result of € 190.0 million (2013: negative € 143.5 million).

## Other Information

### Off-balance sheet transactions

The bank discloses contingent liabilities and irrevocable loan commitments as off-balance sheet transactions as far as no provisions have been established for them. The decision, whether the disclosure of the contingent liabilities and irrevocable loan commitments will be shown off-balance sheet or recognized as provisions is taken upon the result of the evaluation of the credit risk. Contingent liabilities and irrevocable loan commitments are also reduced by the amount of cash collateral received, which is recorded as liability on the balance sheet.

The risk of losses from claims under contingent liabilities is mitigated by the possibility to recourse towards the respective customer and hence is based predominately on the credit risk of the customer.

The bank evaluates the risk of losses from claims under contingent liabilities and irrevocable credit commitments before irrevocably entering into an obligation within a credit risk assessment of the customer or using an assessment of the customer's expected compliance with the underlying obligation. Additionally the bank regularly assesses during the lifetime of the commitment whether losses are expected from claims under contingent liabilities and irrevocable loan commitments. In certain circumstances the bank requests the provision of collateral to reduce the risk of losses from claims. Loss amounts assessed within such evaluations are recorded on the balance sheet as provisions.

### Contingent liabilities

In the normal course of business Deutsche Bank AG enters regularly into guarantees, letters of credit and credit liabilities on behalf of its customers. Under these contracts Deutsche Bank AG is required to make payments to the beneficiary based on third party's failure to meet its obligations or to perform under an obligation agreement. For such contingencies it is not known to the bank in detail, if, when and to which extend claims will be made. If the credit risk monitoring provides sufficient perception about a loss from an expected drawing, a provision is recognized.

The following table shows the total potential payments under guarantees, letters of credit and credit liabilities after deduction of cash collateral and provisions recorded on the balance sheet. It shows the maximum amount of the potential utilization of Deutsche Bank AG in case all obligations entered into must be fulfilled and at the same time all recourse claims to the customers are not satisfied. The table therefore does not show the expected future cash flows from these contracts as many of these agreements will expire without being drawn or drawings will counterbalanced by recourse to the customer.

in € m.	Dec 31, 2014	Dec 31, 2013
Guarantees	48,594	49,117
Letters of credit	5,545	5,131
Credit liabilities	6,253	1,106

### Irrevocable loan commitments

Irrevocable loan commitments amounted to € 120.4 billion as of December 31, 2014 and included commitments of € 108.5 billion for loans and discounts in favor of non-banks.

Deutsche Bank AG enters into irrevocable loan commitments to meet the financing needs of its customers. Irrevocable loan commitments represent the undrawn portion of Deutsche Bank's obligation to grant loans which cannot be withdrawn by Deutsche Bank. These commitments are shown with the contractual amount after consideration of cash collateral received and provisions as recorded on the balance sheet. The amounts stated above do not represent expected future cash flows as many of these contracts will expire without being drawn. Even though the irrevocable loan commitments are not recognized on the balance sheet, Deutsche Bank AG considers them in monitoring the credit exposure. If the credit risk monitoring provides sufficient perception about a loss from an expected drawing, a provision is established.

Deutsche Bank AG is engaged in various business activities with certain entities, referred to as special purpose entities ("SPEs"), which are designed to achieve a specific business purpose. The principal uses of SPEs are to provide clients with access to specific portfolios of assets and risks and to provide market liquidity for clients through securitizing financial assets. Typically, Deutsche Bank AG will benefit by receiving service fees and commissions for the creation of the SPEs, or because it acts as investment manager, custodian or in some other function. SPEs may be established as corporations, trusts or partnerships. While our involvement with these entities can take many different forms, it consists primarily of liquidity facilities, which are disclosed off balance sheet as irrevocable loan commitments within "other obligations" below the line of the balance sheet. Deutsche Bank AG provides financial support to SPEs in connection with commercial paper conduit programs, asset securitizations, mutual funds and real estate leasing funds. Such vehicles are critical to the functioning of several significant investor markets, including the mortgage-backed and other asset-backed securities markets, since they offer investors access to specific cash flows and risks created through the securitization process. As of December 31, 2014, Deutsche Bank AG's exposure has not had a material impact on its debt covenants, capital ratios, credit ratings or dividends.

### Sundry obligations

Purchase obligations are legally enforceable and binding agreements to purchase goods or services at pre-defined terms such as minimum quantities or prices. When Deutsche Bank AG enters into such agreements there is the potential risk that terms and conditions of the contract are less favorable than terms and conditions at the time the goods or services are delivered or that related costs are higher than the economic benefit received. In case of an anticipated loss, Deutsche Bank AG may set aside a provision for onerous contracts.

Purchase obligations for goods and services amount to € 1.4 billion as of December 31, 2014, which include future payments for, among others, services such as information technology and facility management.

Leases are contracts in which the owner of an asset (lessor) grants the right to use this asset to another party (lessee) for a specific period of time in return for regular payments. A leasing contract is classified as Operating Lease if the agreement includes a limited or unlimited right of termination for the lessee. All main risks and benefits linked with the ownership of the asset remain with the lessor, the lessor remains economic owner. Operating leases provide an alternative to ownership as they enable the lessee to benefit from not having its resources invested in the asset. Deutsche Bank AG's existing obligations arising from operating leases involve rental and leasing agreements for buildings, office furniture and equipment. The majority of these are leasing agreements for buildings, where Deutsche Bank AG is the lessee. As of December 31, 2014 payment obligations under rental agreements and leases amounted to € 2.0 billion and had residual maturities of up to 22 years.

As of December 31, 2014, including awards granted in early February 2015, unamortized deferred variable compensation costs amount to approximately € 1.3 billion.

Liabilities for possible calls on not fully paid-up shares in public and private limited companies and other shares amounted to € 253 million at the end of 2014.

In connection with Deutsche Bank AG's participating interest in Liquiditäts-Konsortialbank GmbH, Frankfurt am Main, there is an obligation to pay further capital of up to € 72 million and a pro rata contingent liability to fulfill the capital obligations of other shareholders belonging to the Bundesverband deutscher Banken e.V., Berlin.

Liabilities for possible calls on other shares totaled € 0.1 million at December 31, 2014.

Pursuant to Section 5 (10) of the Statute of the Deposit Protection Fund Deutsche Bank AG has undertaken to indemnify Bundesverband deutscher Banken e.V., Berlin, for any losses incurred through measures taken in favor of banks majority-held or controlled by Deutsche Bank AG.

Pursuant to Section 3 (1a) of the Statute of the Deposit Protection Fund for Banks' Building and Loan Associations, Deutsche Bank AG has also undertaken to indemnify Fachverband für Bank-Bausparkassen e.V. for any losses incurred through measures taken in favor of Deutsche Bank Bauspar AG, Frankfurt am Main.

As part of the business activity of our foreign branches, collateral security of € 20.2 billion was required by statutory regulations.

Obligations arising from transactions on futures and options exchanges and towards clearing houses for which securities were pledged as collateral amounted to € 10.9 billion as of December 31, 2014.

There are contingent liabilities totaling € 36 million, which is mainly attributable to the resale of the trading company Klöckner & Co. AG, Duisburg.

## Declaration of Backing

Deutsche Bank AG ensures, except in the case of political risk, that the following companies are able to meet their contractual liabilities:

DB Investments (GB) Limited, London	Deutsche Bank (Suisse) SA, Geneva
Deutsche Asset & Wealth Management International GmbH, Frankfurt am Main	Deutsche Bank Trust Company Americas, New York
Deutsche Asset & Wealth Management Investment GmbH, Frankfurt am Main	Deutsche Futures Singapore Pte Ltd, Singapore
Deutsche Australia Limited, Sydney	Deutsche Holdings (Malta) Ltd., St. Julians
DEUTSCHE BANK A.Ş., Istanbul	Deutsche Immobilien Leasing GmbH, Düsseldorf
Deutsche Bank Americas Holding Corp., Wilmington	Deutsche Morgan Grenfell Group Public Limited Company, London
Deutsche Bank (China) Co., Ltd., Beijing	Deutsche Postbank AG, Bonn
Deutsche Bank Europe GmbH, Frankfurt am Main	Deutsche Securities Inc., Tokyo
Deutsche Bank Luxembourg S.A., Luxembourg	Deutsche Securities Asia Limited, Hong Kong
Deutsche Bank (Malaysia) Berhad, Kuala Lumpur	Deutsche Securities Limited, Hong Kong
Deutsche Bank Nederland N.V., Amsterdam	DWS Holding & Service GmbH, Frankfurt am Main
Deutsche Bank Polska Spółka Akcyjna, Warsaw	DWS Investment S.A., Luxembourg
Deutsche Bank Privat- und Geschäftskunden AG, Frankfurt am Main	norisbank GmbH, Berlin
Deutsche Bank S.A., Buenos Aires	Public joint-stock company "Deutsche Bank DBU", Kiev
Deutsche Bank S.A. – Banco Alemão, São Paulo	OOO "Deutsche Bank", Moscow
Deutsche Bank, Sociedad Anónima Española, Madrid	Sal. Oppenheim jr. & Cie. AG & Co. KGaA, Köln
Deutsche Bank Società per Azioni, Milan	

## Disclosures according to Section 28 of the Pfandbrief Act

The following tables show the disclosures required by Section 28 of the Pfandbrief Act.

### Overall Exposure (Section 28 (1) No. 1 Pfandbrief Act)

in € m.	Dec 31, 2014				
	Nominal Value	Present Value	Present Value - High Interest Rate Stress Scenario	Present Value - Low Interest Rate Stress Scenario	Present Value - Worst Case Interest and FX Rate Stress Scenario
Mortgage Pfandbriefe	5,229.9	5,603.3	5,128.2	5,710.7	5,128.2
Cover Assets	6,994.0	8,227.5	7,266.0	8,503.4	7,266.0
Cover Assets acc. to § 12 (1)	6,804.0	8,028.9	7,077.5	8,303.4	7,077.5
Cover Assets acc. to § 19 (1) No. 1	0	0	0	0	0
Cover Assets acc. to § 19 (1) No. 2 <sup>1</sup>	190.0	198.6	188.4	200.1	188.4
as % of Mortgage Pfandbriefe	3.6	3.5	3.7	3.5	3.7
Cover Assets acc. to § 19 (1) No. 3 <sup>2</sup>	190.0	198.6	188.4	200.1	188.4
as % of Mortgage Pfandbriefe	3.6	3.5	3.7	3.5	3.7
Cover Assets acc. to § 19 (1) No. 4 (Claims)	0	0	0	0	0
as % of Total Cover Assets	0	0	0	0	0
Cover Assets acc. to § 19 (1) No. 4 (Liabilities)	0	0	0	0	0
as % of Mortgage Pfandbriefe	0	0	0	0	0
<b>Over-Collateralisation</b>	<b>1,764.1</b>	<b>2,624.2</b>	<b>2,137.8</b>	<b>2,792.7</b>	<b>2,137.8</b>
as % of Mortgage Pfandbriefe	33.7	46.8	41.7	48.9	41.7

\* According to § 5 (1) No. 1 and § 6 (2) No. 1 PfandBarwertV static approach.

<sup>1</sup> Including Cover Assets according to § 4 (1) sentence 2 PfandBG.

<sup>2</sup> Including Cover Assets according to § 19 (1) No. 2 PfandBG.

in € m.	Dec 31, 2013				
	Nominal Value	Present Value	Present Value - High Interest Rate Stress Scenario	Present Value - Low Interest Rate Stress Scenario	Present Value - Worst Case Interest and FX Rate Stress Scenario
Mortgage Pfandbriefe	4,989.9	5,227.6	4,746.0	5,517.1	4,746.0
Cover Assets	6,495.2	7,312.9	6,479.2	7,994.1	6,479.2
Cover Assets acc. to § 12 (1)	6,309.2	7,120.7	6,299.4	7,796.4	6,299.4
Cover Assets acc. to § 19 (1) No. 1	0	0	0	0	0
Cover Assets acc. to § 19 (1) No. 2 <sup>1</sup>	186.0	192.2	179.8	197.7	179.8
as % of Mortgage Pfandbriefe	3.7	3.7	3.8	3.6	3.8
Cover Assets acc. to § 19 (1) No. 3 <sup>2</sup>	186.0	192.2	179.8	197.7	179.8
as % of Mortgage Pfandbriefe	3.7	3.7	3.8	3.6	3.8
Cover Assets acc. to § 19 (1) No. 4 (Claims)	0	0	0	0	0
as % of Total Cover Assets	0	0	0	0	0
Cover Assets acc. to § 19 (1) No. 4 (Liabilities)	0	0	0	0	0
as % of Mortgage Pfandbriefe	0	0	0	0	0
<b>Over-Collateralisation</b>	<b>1,505.3</b>	<b>2,085.3</b>	<b>1,733.2</b>	<b>2,477.0</b>	<b>1,733.2</b>
as % of Mortgage Pfandbriefe	30.2	39.9	36.5	44.9	36.5

\* According to § 5 (1) No. 1 and § 6 (2) No. 1 PfandBarwertV static approach.

<sup>1</sup> Including Cover Assets according to § 4 (1) sentence 2 PfandBG.

<sup>2</sup> Including Cover Assets according to § 19 (1) No. 2 PfandBG.

All cover assets are receivables from customers which are secured by mortgages. The further cover assets are bonds and other fixed income securities as per Pfandbrief Act.



## Maturity Profile (Section 28 (1) No. 2 Pfandbrief Act)

Maturity profile in € m.	Maturity structure of outstanding Pfandbriefe		Fixed rate terms for cover pool	
	Dec 31, 2014	Dec 31, 2013	Dec 31, 2014	Dec 31, 2013
Term up to 6 months	200.0	35.0	428.2	417.2
Term more than 6 months up to 12 months	200.0	0	235.7	166.7
Term more than 12 months up to 18 months	1,000.0	200.0	199.7	255.2
Term more than 18 months up to 2 years	200.0	200.0	241.2	237.5
Term more than 2 years up to 3 years	205.0	1,200.0	381.5	438.0
Term more than 3 years up to 4 years	1,000.0	205.0	514.4	369.1
Term more than 4 years up to 5 years	759.9	1,000.0	940.4	494.8
Term more than 5 years up to 10 years	1,510.0	2,139.9	2,880.1	3,048.4
Term more than 10 years	155.0	10.0	1,172.8	1,068.3
<b>Total</b>	<b>5,229.9</b>	<b>4,989.9</b>	<b>6,994.0</b>	<b>6,495.2</b>

## Portion of Derivatives included in the Cover Pool (Section 28 (1) No. 3 Pfandbrief Act)

As of December 31, 2014 and December 31, 2013, there were no derivatives in the cover pool.

## Cover Assets by Nominal Value (Section 28 (2) No. 1a Pfandbrief Act)

Single cover assets included in the total amount of € 6.8 billion (2013: € 6.3 billion) with a nominal value of less than € 0.3 million amounted to € 5.0 billion (2013: € 4.7 billion), with a nominal value between € 0.3 million and € 1 million amounted to € 1.3 billion (2013: € 1.1 billion), with a nominal value between € 1 million and € 10 million amounted to € 516 million (2013: € 456 million) and with a nominal value of more than € 10 million amounted to € 10 million (2013: € 10 million).

## Loans used as Cover for Mortgage Pfandbriefe by country in which Mortgaged Real Estate is based and by Type of Use (Section 28 (2) No. 1b and 1c Pfandbrief Act)

Dec 31, 2014	Residential					Commercial						
	Apart- ments	Single Family Houses	Multi- family Houses	Other	Total	Office buildings	Retail buildings	Industrial buildings	Other com- mercially used buildings	Total	Land held for building	Total
Germany	1,016.1	3,248.4	1,652.0	0	5,916.4	268.4	103.7	102.7	412.7	887.6	0	6,804.0
United Kingdom	0	0	0	0	0	0	0	0	0	0	0	0
Switzerland	0	0	0	0	0	0	0	0	0	0	0	0
France	0	0	0	0	0	0	0	0	0	0	0	0
Belgium	0	0	0	0	0	0	0	0	0	0	0	0
Netherlands	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>1,016.1</b>	<b>3,248.4</b>	<b>1,652.0</b>	<b>0</b>	<b>5,916.4</b>	<b>268.4</b>	<b>103.7</b>	<b>102.7</b>	<b>412.7</b>	<b>887.6</b>	<b>0</b>	<b>6,804.0</b>

Dec 31, 2013	Residential					Commercial						
	Apart- ments	Single Family Houses	Multi- family Houses	Other	Total	Office buildings	Retail buildings	Industrial buildings	Other com- mercially used buildings	Total	Land held for building	Total
Germany	948.6	3,018.8	833.0	827.2	5,627.6	344.0	0	97.4	240.1	681.5	0	6,309.1
United Kingdom	0	0	0	0	0	0	0	0	0	0	0	0
Switzerland	0	0	0	0	0	0	0	0	0	0	0	0
France	0	0	0	0	0	0	0	0	0	0	0	0
Belgium	0	0	0	0	0	0	0	0	0	0	0	0
Netherlands	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>948.6</b>	<b>3,018.8</b>	<b>833.0</b>	<b>827.2</b>	<b>5,627.6</b>	<b>344.0</b>	<b>0</b>	<b>97.4</b>	<b>240.1</b>	<b>681.5</b>	<b>0</b>	<b>6,309.1</b>

### Payments Outstanding on Mortgage Loans used as Cover for Mortgage Pfandbriefe (Section 28 (2) No. 2 Pfandbrief Act)

As of December 31, 2014 and December 31, 2013, there were no payments 90 days or more past due on mortgage loans used as cover for Mortgage Pfandbriefe.

### Additional information on Mortgage Loans (Section 28 (2) No. 4 Pfandbrief Act)

At year end 2014 and 2013 there were no foreclosures pending. In 2014 and 2013, no foreclosures were performed and Deutsche Bank AG did not take over properties to prevent losses on the mortgages. Furthermore, there were no arrears on interest payable by the mortgagors.

### Fixed Interest Share Comparison (Section 28 (1) No. 9 Pfandbrief Act)

in € (if not stated otherwise)	Nominal Value	
	Dec 31, 2014	Dec 31, 2013
Fixed Interest Mortgage Pfandbriefe	4,695	4,420
As % of Mortgage Pfandbriefe	90	89
Fixed Interest Cover Assets	6,821	6,255
As % of Total Cover Assets	98	96

### Net Present Value per currency (Section 28 (1) No. 10 Pfandbrief Act)

currency in in € million	Net Present Value	
	Dec 31, 2014	Dec 31, 2013
Euro	2,138	1,733

## ADDITIONAL CHARACTERISTIC FACTORS

### (Section 28 (2) No. 3<sup>1</sup>, Section 28 (1) No. 11<sup>2</sup>, Section 28 (1) No. 7<sup>3</sup> Pfandbrief Act)

in €	Dec 31, 2014	Dec 31, 2013
Average Loan-to-Value Ratio weighted using the Mortgage Lending Value <sup>1</sup>	50	0
Volume-weighted Average in Years of the Maturity that has passed since the Mortgage Loan was granted <sup>2</sup>	4	4
Total Claims exceeding the Limits of § 13 (1) PfandBG (Countries without preferential right) <sup>3</sup>	0	0

### Information pursuant to Section 160 (1) Number 8 AktG

As of December 31, 2014 we were aware of the following shareholders who reported a share of at least 3 % in the voting rights each pursuant to Section 21 of the German Securities Trading Act (Wertpapierhandelsgesetz):

Paramount Services Holdings Ltd., British Virgin Islands, reported a holding of 5.83 % Deutsche Bank shares as of June 25, 2014.

BlackRock, Inc., New York, reported a holding of 6.62 % Deutsche Bank shares as of September 25, 2014.

## Management Board and Supervisory Board

The total remuneration paid to the Management Board is detailed on pages 74 to 86 of the Compensation Report. Former members of the Management Board of Deutsche Bank AG or their surviving dependents received € 20,591,504 and € 31,933,691 for the years ended December 31, 2014 and 2013, respectively. The compensation principles for Supervisory Board members are set forth in our Articles of Association. The compensation provisions were last amended by resolution of the Annual General Meeting on May 22, 2014 which became effective on July 17, 2014. The members of the Supervisory Board receive fixed annual compensation. The annual base compensation amounts to € 100,000 for each Supervisory Board member. The Supervisory Board Chairman receives twice that amount and the Deputy Chairperson one and a half times that amount. Members and chairs of the committees of the Supervisory Board are paid additional fixed annual compensation. 75 % of the compensation determined is disbursed to each Supervisory Board member after submitting invoices in February of the following year. The other 25 % is converted by the company at the same time into company shares (notional shares) according to the provisions of the Articles of Association. The share value of this number of shares is paid to the respective Supervisory Board member in February of the year following his departure from the Supervisory Board or the expiration of his term of office according to the provisions of the Articles of Association, provided that the member does not leave the Supervisory Board due to important cause which would have justified dismissal. In case of a change in Supervisory Board membership during the year, compensation for the financial year will be paid on a pro rata basis, rounded up/down to full months. For the year of departure, the entire compensation is paid in cash; a forfeiture regulation applies to 25 % of the compensation for that financial year. The members of the Supervisory Board received for the financial year 2014 a total remuneration of € 4,588,710 (2013: € 3,862,500), of which € 3,466,532 were paid out in February 2015 (February 2014: € 3,053,119) according to the provisions of the Articles of Association.

Provisions for pension obligations to former members of the Management Board and their surviving dependents amounted to € 181,829,400 and € 183,207,646 as of December 31, 2014 and 2013, respectively.

Loans and advances granted and contingent liabilities assumed for members of the Management Board amounted to € 2,378,392 and € 2,646,301 and for members of the Supervisory Board of Deutsche Bank AG to € 1,028,188 and € 1,010,814 for the years ended December 31, 2014 and 2013, respectively. Members of the Supervisory Board repaid € 64,063 loans in 2014.

The members of the Management Board and the Supervisory Board are listed on pages 162 to 163.

## Employees

The average number of full-time equivalent staff employed during the reporting year was 27,286 (2013: 27,440), 10,114 of whom were women. Part-time employees are included proportionately in these figures based on their working hours. An average of 16,581 (2013: of 16,809) staff members worked at branches outside Germany.

## Corporate Governance

The bank has issued the declaration required by Section 161 AktG. The Declaration of Conformity dated October 29, 2014, and all of the previous versions of the Declaration of Conformity are published on Deutsche Bank's website at [https://www.deutsche-bank.de/ir/en/content/declaration\\_of\\_conformity.htm](https://www.deutsche-bank.de/ir/en/content/declaration_of_conformity.htm).

## Shareholdings

- 137 Companies, where the holding equals or exceeds 20 %
- 161 Holdings in large corporations, where the holding exceeds 5 % of voting rights

The following pages show the Shareholdings of Deutsche Bank AG pursuant to Section 285 Number 11 HGB including information pursuant to Section 285 Number 11a HGB. Pursuant to Section 286 (3) Sentence 1 Number 1 HGB, Deutsche Bank AG does not disclose own funds and annual result of individual holdings to the extent that those disclosures are insignificant for the presentation of assets and liabilities, financial position, and results of operations of Deutsche Bank AG.

### Footnotes:

- 1 Profit and loss transfer agreement, annual result is not disclosed.
- 2 Own funds and annual result of business year 2013; local GAAP figures for business year 2014 are not yet available.
- 3 The company made use of the exemption offered by Section 264b HGB.
- 4 Own funds and annual result of the subgroup. The following companies starting with a dash are part of the subgroup; their own funds and annual result are incorporated in the subgroup data.
- 5 Consolidated financial statements in accordance with IFRS.
- 6 Status as shareholder with unlimited liability pursuant to Section 285 Number 11a HGB.

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
1	ABATE Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
2	ABATIS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
3	Abbey Life Assurance Company Limited	London		100.0	1078.8	162.6
4	Abbey Life Trust Securities Limited	London		100.0		
5	Abbey Life Trustee Services Limited	London		100.0		
6	ABRI Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
7	Acacia (Luxembourg) S.à r.l.	Luxembourg		100.0		
8	Accounting Solutions Holding Company, Inc.	Wilmington		100.0		
9	ACHTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
10	ACHTUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
11	ACHTZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
12	ACIS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
13	ACTIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
14	ADEO Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
15	ADLAT Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
16	ADMANU Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
17	AFFIRMATUM Beteiligungsgesellschaft mbH i.L.	Duesseldorf		50.0		
18	Affordable Housing I LLC	Wilmington		100.0		
19	Afinia Capital Group Limited	Hamilton		40.0		
20	AGLOM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
21	Agripower Buddosò Società Agricola a Responsabilità Limitata	Pesaro		100.0		
22	AGUM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
23	Airport Club für International Executives GmbH	Frankfurt	1	84.0		
24	AKA Ausfuhrkredit-Gesellschaft mit beschränkter Haftung	Frankfurt		27.0	191.0	11.2
25	ALANUM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
26	Alfred Herrhausen Gesellschaft - Das internationale Forum der Deutschen Bank - mbH	Berlin		100.0		
27	ALMO Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
28	ALTA Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
29	Amber Investment S.à r.l.	Luxembourg		100.0		
30	Americas Trust Servicios de Consultoria, S.A.	Madrid		100.0		
31	ANDOT Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
32	APUR Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
33	Aqueduct Capital S.à r.l.	Luxembourg		100.0	10.6	(0.1)
34	Argantis GmbH i.L.	Cologne		50.0		
35	ATAUT Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
36	Atriax Holdings Limited (in members' voluntary liquidation)	Southend-on-Sea		25.0		
37	Autumn Leasing Limited (in members' voluntary liquidation)	London		100.0		
38	Avacomm GmbH i.L.	Holzkirchen		27.5		
39	AVOC Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
40	AWM Luxembourg SICAV-SIF	Luxembourg		100.0		
41	AXOS Beteiligungs- und Verwaltungs-GmbH	Cologne		100.0		
42	B.T.I. Investments	London		100.0		
43	Baigo Capital Partners Fund 1 Parallel 1 GmbH & Co. KG	Bad Soden am Taunus		49.8	18.4	0.1
44	BAKTU Beteiligungsgesellschaft mbH	Schoenefeld		50.0		
45	BALIT Beteiligungsgesellschaft mbH	Schoenefeld		50.0		
46	BAMAR Beteiligungsgesellschaft mbH	Schoenefeld		50.0		
47	Bankers Trust International Limited (in members' voluntary liquidation)	London		100.0		
48	Bankers Trust Investments Limited	London		100.0		
49	Bankers Trust Nominees Limited (in members' voluntary liquidation)	London		100.0		
50	BANKPOWER GmbH Personaldienstleistungen	Frankfurt		30.0	5.6	3.3
51	Banks Island General Partner Inc.	Toronto		50.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
52	Bayan Delinquent Loan Recovery 1 (SPV-AMC), Inc.	Makati City		100.0		
53	Bebek Varlik Yönetim A.S.	Istanbul		100.0	26.2	(0.3)
54	Belzen Pty. Limited	Sydney		100.0		
55	Benefit Trust GmbH	Luetzen-Gostau		100.0	7635.9	13.9
56	Bestra Gesellschaft für Vermögensverwaltung mit beschränkter Haftung	Duesseldorf		49.0		
57	Betriebs-Center für Banken AG	Frankfurt	1	100.0	190.8	0.0
58	BFDB Tax Credit Fund 2011, Limited Partnership	New York		100.0		
59	BHS tabletop AG	Selb		28.9	32.7	1.1
60	BHW - Gesellschaft für Wohnungswirtschaft mbH & Co. Immobilienverwaltungs KG	Hamel	2	100.0	74.2	(5.0)
61	BHW Financial Srl in liquidazione	Verona		100.0		
62	BHW Invest. Société à responsabilité limitée	Luxembourg		100.0		
63	BHW Kreditservice GmbH	Hamel	1	100.0		
64	Billboard Partners L.P.	George Town		99.9		
65	BIMES Beteiligungsgesellschaft mbH	Schoenefeld		50.0		
66	Biomass Holdings S.à r.l.	Luxembourg		100.0		
67	Biopsytec Holding AG i.L.	Berlin		43.1		
68	Birch (Luxembourg) S.à r.l.	Luxembourg		100.0		
69	BLI Beteiligungsgesellschaft für Leasinginvestitionen mbH	Duesseldorf		33.2		
70	BLI Internationale Beteiligungsgesellschaft mbH	Duesseldorf		32.0		
71	Blue Ridge CLO Holding Company LLC	Wilmington		100.0		
72	Blue Ridge Trust	Wilmington		26.7		
73	Borfield S.A.	Montevideo		100.0		
74	BRIMCO, S. de R.L. de C.V.	Mexico City		100.0		
75	BrisConnections Holding Trust	Kedron		35.6		
76	BrisConnections Investment Trust	Kedron		35.6		
77	BT CTAG Nominees Limited (in members' voluntary liquidation)	London		100.0		
78	BT Globenet Nominees Limited	London		100.0		
79	BT International (Nigeria) Limited	Lagos		100.0		
80	BT Opera Trading S.A.	Paris		100.0	89.5	4.6
81	BVT-CAM Private Equity Beteiligungs GmbH	Gruenwald		50.0		
82	BVT-CAM Private Equity Management & Beteiligungs GmbH	Gruenwald		50.0	0.2	3.0
83	Cabarez S.A.	Luxembourg		95.0		
84	Caherciveen Partners, LLC	Chicago		20.0		
85	CAM Initiator Treuhand GmbH & Co. KG	Cologne		100.0		
86	CAM PE Verwaltungs GmbH & Co. KG	Cologne		100.0		
87	CAM Private Equity Nominee GmbH & Co. KG	Cologne		100.0		
88	CAM Private Equity Verwaltungs-GmbH	Cologne		100.0		
89	3160343 Canada Inc.	Toronto		100.0		
90	Cape Acquisition Corp.	Wilmington		100.0		
91	CapeSuccess Inc.	Wilmington		100.0		
92	CapeSuccess LLC	Wilmington		82.6		
93	Cardales Management Limited	St. Peter Port		100.0		
94	Cardales UK Limited	London		100.0		
95	Career Blazers Consulting Services, Inc.	Albany		100.0		
96	Career Blazers Contingency Professionals, Inc.	Albany		100.0		
97	Career Blazers Learning Center of Los Angeles, Inc.	Los Angeles		100.0		
98	Career Blazers LLC	Wilmington		100.0		
99	Career Blazers Management Company, Inc.	Albany		100.0		
100	Career Blazers New York, Inc.	Albany		100.0		
101	Career Blazers of Ontario Inc.	London, Ontario		100.0		
102	Career Blazers Personnel Services of Washington, D.C., Inc.	Washington D.C.		100.0		
103	Career Blazers Personnel Services, Inc.	Albany		100.0		
104	Career Blazers Service Company, Inc.	Wilmington		100.0		
105	Cathay Advisory (Beijing) Company Ltd	Beijing		100.0		
106	Cathay Asset Management Company Limited	Port Louis		100.0	0.9	22.7

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
107	Cathay Capital Company (No 2) Limited	Port Louis		67.6	127.8	15.4
108	CBI NY Training, Inc.	Albany		100.0		
109	Cedar (Luxembourg) S.à r.l.	Luxembourg		100.0		
110	Centennial River 1 Inc.	Denver		100.0		
111	Centennial River 2 Inc.	Austin		100.0		
112	Centennial River Acquisition I Corporation	Wilmington		100.0		
113	Centennial River Acquisition II Corporation	Wilmington		100.0		
114	Centennial River Corporation	Wilmington		100.0		
115	Channel Nominees Limited (in members' voluntary liquidation)	London		100.0		
116	China Recovery Fund LLC	Wilmington		85.0	14.2	0.0
117	CIBI Beteiligungsgesellschaft mbH i.L.	Duesseldorf		50.0		
118	CITAN Beteiligungsgesellschaft mbH	Frankfurt	1	100.0	13.6	0.0
119	City Leasing (Donside) Limited (in members' voluntary liquidation)	London		100.0		
120	City Leasing (Severnside) Limited (in members' voluntary liquidation)	London		100.0		
121	City Leasing (Thameside) Limited	London		100.0		
122	City Leasing Limited	London		100.0		
123	Civic Investments Limited	St. Helier		100.0		
124	Comfund Consulting Limited	Bangalore		30.0		
125	Consumo Finance S.p.A.	Milan		100.0		
126	Craigs Investment Partners Limited	Tauranga		49.9	25.0	10.6
127	CREDA Objektanlage- und verwaltungsgesellschaft mbH	Bonn	1	100.0		
128	CTXL Achtzehnte Vermögensverwaltung GmbH	Munich		100.0		
129	D B Rail Holdings (UK) No. 1 Limited (in members' voluntary liquidation)	London		100.0	0.0	15.2
130	D&M Turnaround Partners Godo Kaisha	Tokyo		100.0		
131	DAHOC (UK) Limited	London		100.0	58.5	0.7
132	DAHOC Beteiligungsgesellschaft mbH	Frankfurt		100.0	315.9	0.0
133	Danube Properties S.à r.l.	Luxembourg		25.0		
134	DB (Barbados) SRL	Christ Church		100.0		
135	DB (Gibraltar) Holdings Limited (in members' voluntary liquidation)	Gibraltar		100.0		
136	DB (Malaysia) Nominee (Asing) Sdn. Bhd.	Kuala Lumpur		100.0		
137	DB (Malaysia) Nominee (Tempatan) Sdn. Bhd.	Kuala Lumpur		100.0		
138	DB (Tip Top) Limited Partnership	Toronto		99.9		
139	DB Advisors SICAV	Luxembourg		97.2	10109.7	308.4
140	DB Alps Corporation	Wilmington		100.0	122.7	0.0
141	DB Alternative Strategies Limited	George Town		100.0		
142	DB Aotearoa Investments Limited	George Town	2	100.0	45.6	(11.8)
143	DB Apex (Luxembourg) S.à r.l.	Luxembourg		100.0	50.6	29.0
144	DB Apex Finance Limited	St. Julians		90.0	1000.5	28.9
145	DB Apex Management Capital S.C.S.	Luxembourg		100.0	188.9	7.1
146	DB Apex Management Income S.C.S.	Luxembourg		100.0	1185.3	45.0
147	DB Apex Management Limited	George Town		100.0		
148	DB Aster III, LLC	Wilmington		100.0		
149	DB Beteiligungs-Holding GmbH	Frankfurt	1	100.0		
150	DB Boracay LLC	Wilmington		100.0	169.3	69.8
151	DB Broker GmbH	Frankfurt	1	100.0		
152	DB CAPAM GmbH	Cologne	1	100.0		
153	DB Capital Investments S.à r.l.	Luxembourg		100.0	(38.7)	(57.7)
154	DB Capital Markets (Deutschland) GmbH	Frankfurt	1	100.0	2265.1	0.0
155	DB Capital Partners (Asia), L.P.	George Town		99.7		
156	DB Capital Partners Asia G.P. Limited	George Town		100.0		
157	DB Capital Partners General Partner Limited	London		100.0	4.4	4.4
158	DB Capital Partners Latin America, G.P. Limited	George Town		100.0		
159	DB Capital Partners, Latin America, L.P.	George Town		80.2		
160	DB Cartera de Inmuebles 1, S.A.U.	Pozuelo de Alarcón		100.0	23.7	(4.6)
161	DB Chambers Limited	George Town		100.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
162	DB Chestnut Holdings Limited	George Town		100.0		
163	DB Commodities Canada Ltd.	Toronto		100.0	(4.5)	(8.5)
164	DB Consorzio S. Cons. a r. l.	Milan		100.0		
165	DB Corporate Advisory (Malaysia) Sdn. Bhd.	Kuala Lumpur		100.0		
166	DB Covered Bond S.r.l.	Conegliano		90.0		
167	DB Credit Investments S.à r.l.	Luxembourg		100.0		
168	DB Crest Limited	St. Helier	2	100.0	1343.8	(4.9)
169	DB Delaware Holdings (Europe) LLC	Wilmington		100.0		
170	DB Delaware Holdings (UK) Limited	London	2	100.0	17.9	(0.1)
171	DB Development Holdings Limited	Larnaca		49.0		
172	DB Energy Commodities Limited	London		100.0	41.9	5.8
173	DB Enfield Infrastructure Holdings Limited	St. Helier	2	100.0	28.9	0.0
174	DB Enfield Infrastructure Investments Limited	St. Helier		100.0		
175	DB Enterprise GmbH & Co. Zweite Beteiligungs KG	Luetzen-Gostau	3	100.0	4649.5	(59.3)
176	DB Equity Limited	London	2	100.0	28.2	0.0
177	DB Equity S.à r.l.	Luxembourg		100.0	3757.0	256.9
178	DB Fillmore Lender Corp.	Wilmington		100.0		
179	DB Finance International GmbH	Eschborn		100.0		
180	DB Finanz-Holding GmbH	Frankfurt	1	100.0	7917.0	0.0
181	DB Global Technology SRL	Bucharest		100.0	2.2	2.0
182	DB Group Services (UK) Limited	London		100.0		
183	DB HR Solutions GmbH	Eschborn	1	100.0		
184	DB iCON Investments Limited	London		100.0		
185	DB Immobilienfonds 2 GmbH & Co. KG	Frankfurt		74.0		
186	DB Impact Investment (GP) Limited	London		100.0		
187	DB Impact Investment Fund I, L.P.	Edinburgh		100.0		
188	DB Industrial Holdings Beteiligungs GmbH & Co. KG	Luetzen-Gostau	3	100.0	240.0	(0.9)
189	DB Industrial Holdings GmbH	Luetzen-Gostau		100.0	1539.6	15.1
190	DB Infrastructure Holdings (UK) No.1 Limited	London		100.0		
191	DB Infrastructure Holdings (UK) No.2 Limited (in members' voluntary liquidation)	London		100.0		
192	DB Infrastructure Holdings (UK) No.3 Limited	London	2	100.0	39.1	30.0
193	DB Intermezzo LLC	Wilmington		100.0	100.4	1.2
194	DB International (Asia) Limited	Singapore		100.0	551.5	33.3
195	DB International Investments Limited	London		100.0		
196	DB International Trust (Singapore) Limited	Singapore		100.0		
197	DB Investment Services GmbH	Frankfurt	1	100.0	46.0	0.0
198	DB Investments (GB) Limited	London	2	100.0	1777.3	(3.5)
199	DB Jasmine (Cayman) Limited (in voluntary liquidation)	George Town		100.0		
200	DB Jasmine Holdings Limited (in members' voluntary liquidation)	London		100.0		
201	DB Kredit Service GmbH	Berlin	1	100.0		
202	DB Leasing Services GmbH	Frankfurt		100.0		
203	DB Management Support GmbH	Frankfurt		100.0		
204	DB Master Accomodation LLC	Wilmington		100.0		
205	DB Nexus American Investments (UK) Limited	London		100.0		
206	DB Nexus Iberian Investments (UK) Limited	London		100.0		
207	DB Nexus Investments (UK) Limited	London		100.0		
208	DB Nominees (Hong Kong) Limited	Hong Kong		100.0		
209	DB Nominees (Singapore) Pte Ltd	Singapore		100.0		
210	DB Operaciones y Servicios Interactivos, A.I.E.	Barcelona		99.9		
211	DB Overseas Holdings Limited	London	2	100.0	(66.4)	(8.1)
212	DB Petri LLC	Wilmington		100.0		
213	DB Platinum Advisors	Luxembourg		100.0	14.7	4.5
214	DB Print GmbH	Frankfurt	1	100.0		
215	DB Private Equity GmbH	Cologne		100.0	17.0	2.4
216	DB Private Equity International S.à r.l.	Luxembourg		100.0		
217	DB Private Equity Treuhand GmbH	Cologne		100.0		
218	DB PWM Private Markets I GP	Luxembourg		100.0		
219	DB Rail Trading (UK) Limited (in members' voluntary liquidation)	London		100.0	0.0	3.8



Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
220	DB RC Holdings, LLC	Wilmington		100.0		
221	DB Re S.A.	Luxembourg		100.0		
222	DB Real Estate Canadainvest 1 Inc.	Toronto		100.0		
223	DB Real Estate Global Opportunities IB (Offshore), L.P.	Camana Bay		34.6	3.7	(4.3)
224	DB Risk Center GmbH	Berlin	1	100.0		
225	DB Road (UK) Limited	George Town	2	100.0	541.6	(2.1)
226	DB Safe Harbour Investment Projects Limited	London		100.0		
227	DB Securities S.A.	Warsaw		100.0	11.4	1.3
228	DB Service Centre Limited	Dublin		100.0		
229	DB Service Uruguay S.A.	Montevideo		100.0		
230	DB Servizi Amministrativi S.r.l.	Milan		100.0		
231	DB STG Lux 4 S.à r.l.	Luxembourg		100.0		
232	DB STG Lux 5 S.à r.l.	Luxembourg		100.0		
233	DB STG Lux 6 S.à r.l.	Luxembourg		100.0		
234	DB STG Lux 7 S.à r.l.	Luxembourg		100.0		
235	DB STG Lux 8 S.à r.l.	Luxembourg		100.0		
236	DB STG Lux 9 S.à r.l.	Luxembourg		100.0		
237	DB Strategic Advisors, Inc.	Makati City		100.0		
238	DB Sylvester Funding Limited	George Town	2	100.0	623.0	(3.6)
239	DB Trustee Services Limited	London		100.0		
240	DB Trustees (Hong Kong) Limited	Hong Kong		100.0		
241	DB U.K. Nominees Limited (in members' voluntary liquidation)	London		100.0		
242	DB UK Australia Finance Limited	George Town		100.0		
243	DB UK Australia Holdings Limited	London		100.0		
244	DB UK Bank Limited	London	2	100.0	698.2	8.2
245	DB UK Holdings Limited	London	2	100.0	540.0	75.2
246	DB UK PCAM Holdings Limited	London		100.0	58.1	(1.5)
247	DB USA Corporation (Sub-group)	Wilmington	4	100.0	3128.9	(521.0)
248	-ABFS I Incorporated	Baltimore		100.0		
249	-ABS Leasing Services Company	Chicago		100.0		
250	-ABS MB Ltd.	Baltimore		100.0		
251	-Alex. Brown Financial Services Incorporated	Baltimore		100.0		
252	-Alex. Brown Investments Incorporated	Baltimore		100.0		
253	-Alex. Brown Management Services, Inc.	Baltimore		100.0		
254	-Allsar Inc.	Wilmington		100.0		
255	-Apexel LLC	Wilmington		100.0		
256	-Argent Incorporated	Baltimore		100.0		
257	-Axiom Shelter Island LLC	San Diego		100.0		
258	-Azurix AGOSBA S.R.L.	Buenos Aires		100.0		
259	-Azurix Argentina Holding, Inc.	Wilmington		100.0		
260	-Azurix Buenos Aires S.A. (en liquidacion)	Buenos Aires		100.0		
261	-Azurix Cono Sur, Inc.	Wilmington		100.0		
262	-Azurix Corp.	Wilmington		100.0		
263	-Azurix Latin America, Inc.	Wilmington		100.0		
264	-Bankers Trust International Finance (Jersey) Limited	St. Helier		100.0		
265	-Barkly Investments Ltd.	St. Helier		100.0		
266	-Bleeker Investments Limited	Wilmington		100.0		
267	-Bluewater Creek Management Co.	Wilmington		100.0		
268	-Bonsai Investment AG	Frauenfeld		100.0		
269	-Broome Investments Limited	Wilmington		100.0		
270	-BT Maulbronn GmbH	Eschborn		100.0		
271	-BT Milford (Cayman) Limited	George Town		100.0		
272	-BT Muritz GmbH	Eschborn		100.0		
273	-BT Sable, L.L.C.	Wilmington		100.0		
274	-BT Vordertaunus Verwaltungs- und Beteiligungsgesellschaft mbH	Eschborn		100.0		
275	-BTAS Cayman GP	George Town		100.0		
276	-BTVR Investments No. 1 Limited	St. Helier		100.0		
277	-C. J. Lawrence Inc.	Wilmington		100.0		
278	-Castlewood Expansion Partners, L.P.	Wilmington		87.5		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
279	-Cedar Investment Co.	Wilmington		100.0		
280	-Charlton (Delaware), Inc.	Wilmington		100.0		
281	-Coronus L.P.	St. Helier		100.0		
282	-Cyrus J. Lawrence Capital Holdings, Inc.	Wilmington		100.0		
283	-Dawn-BV II LLC	Wilmington		100.0		
284	-Dawn-BV LLC	Wilmington		100.0		
285	-Dawn-BV-Helios LLC	Wilmington		100.0		
286	-Dawn-G II LLC	Wilmington		100.0		
287	-Dawn-G LLC	Wilmington		100.0		
288	-Dawn-G-Helios LLC	Wilmington		100.0		
289	-DB (Pacific) Limited, New York	New York		100.0		
290	-DB Alex. Brown Holdings Incorporated	Wilmington		100.0		
291	-DB Alternative Trading Inc.	Wilmington		100.0		
292	-DB Asia Pacific Holdings Limited	George Town		100.0		
293	-DB Aster II, LLC	Wilmington		100.0		
294	-DB Aster, Inc.	Wilmington		100.0		
295	-DB Aster, LLC	Wilmington		100.0		
296	-DB Capital Management, Inc.	Wilmington		100.0		
297	-DB Capital Partners, Inc.	Wilmington		100.0		
298	-DB Capital, Inc.	Wilmington		100.0		
299	-DB Clyde, LLC	Wilmington		100.0		
300	-DB Commodity Services LLC	Wilmington		100.0		
301	-DB Dawn, Inc.	Wilmington		100.0		
302	-DB Depositor Inc.	Wilmington		100.0		
303	-DB Elara LLC	Wilmington		100.0		
304	-DB Energy Trading LLC	Wilmington		100.0		
305	-DB Equipment Leasing, Inc.	New York		100.0		
306	-DB ESC Corporation	Wilmington		100.0		
307	-DB Finance (Delaware), LLC	Wilmington		100.0		
308	-DB Fund Services LLC	Wilmington		100.0		
309	-DB Funding LLC #4	Wilmington		100.0		
310	-DB Funding LLC #5	Wilmington		100.0		
311	-DB Funding LLC #6	Wilmington		100.0		
312	-DB Ganymede 2006 L.P.	George Town		100.0		
313	-DB Global Technology, Inc.	Wilmington		100.0		
314	-DB Green Holdings Corp.	Wilmington		100.0		
315	-DB Green, Inc.	New York		100.0		
316	-DB Hawks Nest, Inc.	Wilmington		100.0		
317	-DB Holdings (New York), Inc.	New York		100.0		
318	-DB Hypernova LLC	Wilmington		100.0		
319	-DB Investment Partners, Inc.	Wilmington		100.0		
320	-DB Investment Resources (US) Corporation	Wilmington		100.0		
321	-DB Investment Resources Holdings Corp.	Wilmington		100.0		
322	-DB Io LP	Wilmington		100.0		
323	-DB IROC Leasing Corp.	New York		100.0		
324	-DB Litigation Fee LLC	Wilmington		100.0		
325	-DB Managers, LLC	West Trenton		100.0		
326	-DB Mortgage Investment Inc.	Baltimore		100.0		
327	-DB Omega BTV S.C.S.	Luxembourg		100.0		
328	-DB Omega Ltd.	George Town		100.0		
329	-DB Omega S.C.S.	Luxembourg		100.0		
330	-DB Overseas Finance Delaware, Inc.	Wilmington		100.0		
331	-DB Partnership Management II, LLC	Wilmington		100.0		
332	-DB Perry Investments Limited	Wilmington		100.0		
333	-DB Rivington Investments Limited (in voluntary liquidation)	George Town		100.0		
334	-DB RMS Leasing (Cayman) L.P.	George Town		100.0		
335	-DB Samay Finance No. 2, Inc.	Wilmington		100.0		
336	-DB Servicios México, Sociedad Anónima de Capital Variable	Mexico City		100.0		
337	-DB Structured Derivative Products, LLC	Wilmington		100.0		

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338	-DB Structured Products, Inc.	Wilmington		100.0		
339	-DB U.S. Financial Markets Holding Corporation	Wilmington		100.0		
340	-DB Warren Investments Limited (in voluntary liquidation)	George Town		100.0		
341	-DBAB Wall Street, LLC	Wilmington		100.0		
342	-DBAH Capital, LLC	Wilmington		100.0		
343	-DBCCA Investment Partners, Inc.	Wilmington		100.0		
344	-DBCIBZ1	George Town		100.0		
345	-DBCIBZ2	George Town		100.0		
346	-DBFIC, Inc.	Wilmington		100.0		
347	-DBNZ Overseas Investments (No.1) Limited	George Town		100.0		
348	-DBS Technology Ventures, L.L.C.	Wilmington		100.0		
349	-DBUSBZ1, LLC	Wilmington		100.0		
350	-DBUSBZ2, LLC	Wilmington		100.0		
351	-DBVR Investments No. 3 Ltd.	Wilmington		100.0		
352	-DBX Advisors LLC	Wilmington		100.0		
353	-DBX Strategic Advisors LLC	Wilmington		100.0		
354	-DeAWM Distributors, Inc.	Wilmington		100.0		
355	-DeAWM Service Company	Wilmington		100.0		
356	-DeAWM Trust Company	Salem		100.0		
357	-Deer River, L.P.	Wilmington		100.0		
358	-Deutsche Asia Pacific Finance, Inc.	Wilmington		100.0		
359	-Deutsche Asset Management Canada Limited	Toronto		100.0		
360	-Deutsche Bank Americas Holding Corp.	Wilmington		100.0		
361	-Deutsche Bank México, S.A., Institución de Banca Múltiple	Mexico City		100.0		
362	-Deutsche Bank Securities Inc.	Wilmington		100.0		
363	-Deutsche Bank Trust Company, National Association	New York		100.0		
364	-Deutsche Cayman Ltd.	George Town		100.0		
365	-Deutsche Investment Management Americas Inc.	Wilmington		100.0		
366	-Deutsche Leasing New York Corp.	New York		100.0		
367	-Deutsche Master Funding Corporation	Wilmington		100.0		
368	-Deutsche Mortgage & Asset Receiving Corporation	Wilmington		100.0		
369	-Deutsche Securities, S.A. de C.V., Casa de Bolsa	Mexico City		100.0		
370	-DFC Residual Corp.	Carson City		100.0		
371	-DJ Williston Swaps LLC	Wilmington		100.0		
372	-DMG Technology Management, L.L.C.	Wilmington		100.0		
373	-Dusk LLC	Wilmington		100.0		
374	-ECT Holdings Corp.	Wilmington		100.0		
375	-Equipment Management Services LLC	Wilmington		100.0		
376	-Firstee Investments LLC	Wilmington		100.0		
377	-G Finance Holding Corp.	Wilmington		100.0		
378	-GAC-HEL II, Inc.	Wilmington		100.0		
379	-GAC-HEL, Inc.	Wilmington		100.0		
380	-Gemini Technology Services Inc.	Wilmington		100.0		
381	-German American Capital Corporation	Baltimore		100.0		
382	-GGGolf, LLC	Wilmington		100.0		
383	-Glacier Mountain, L.P.	Wilmington		100.0		
384	-Global Commercial Real Estate Special Opportunities Limited	St. Helier		100.0		
385	-GWC-GAC Corp.	Wilmington		100.0		
386	-Hotel Majestic LLC	Wilmington		100.0		
387	-Kingfisher Canada Holdings LLC	Wilmington		100.0		
388	-Kingfisher Holdings LLC	Wilmington		100.0		
389	-Legacy Reinsurance, LLC	Burlington		100.0		
390	-87 Leonard Development LLC	Wilmington		100.0		
391	-MacDougal Investments Limited	Wilmington		100.0		
392	-Maher 1210 Corbin LLC	Wilmington		100.0		
393	-Maher Chassis Management LLC	Wilmington		100.0		
394	-Maher Terminals LLC	Wilmington		100.0		
395	-Maher Terminals Logistics Systems LLC	Wilmington		100.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
396	-Maher Terminals USA, LLC	Wilmington		100.0		
397	-Mallard Place, Inc.	Wilmington		100.0		
398	-Manta Acquisition LLC	Wilmington		100.0		
399	-Manta Group LLC	Wilmington		100.0		
400	-Maritime Indemnity Insurance Co. Ltd.	Hamilton		100.0		
401	-Mars Investment Trust II	New York		100.0		
402	-Mars Investment Trust III	New York		100.0		
403	-Mayfair Center, Inc.	Wilmington		100.0		
404	-Mercer Investments Limited	Wilmington		100.0		
405	-MHL Reinsurance Ltd.	Burlington		100.0		
406	-MIT Holdings, Inc.	Baltimore		100.0		
407	-MMDB Noonmark L.L.C.	Wilmington		100.0		
408	-MortgageIT Securities Corp.	Wilmington		100.0		
409	-MortgageIT, Inc.	New York		100.0		
410	-NCKR, LLC	Wilmington		100.0		
411	-New 87 Leonard, LLC	Wilmington		100.0		
412	-Newhall LLC	Wilmington		100.0		
413	-North American Income Fund PLC	Dublin		67.3		
414	-Northern Pines Funding, LLC	Dover		100.0		
415	-Novelties Distribution LLC	Wilmington		100.0		
416	-Operadora de Buenos Aires S.R.L.	Buenos Aires		100.0		
417	-PARTS Funding, LLC	Wilmington		100.0		
418	-PARTS Student Loan Trust 2007-CT1	Wilmington		100.0		
419	-PARTS Student Loan Trust 2007-CT2	Wilmington		100.0		
420	-Pollus L.P.	St. Helier		100.0		
421	-Polydeuce LLC	Wilmington		100.0		
422	-Port Elizabeth Holdings LLC	Wilmington		100.0		
423	-Pyramid Ventures, Inc.	Wilmington		100.0		
424	-Reade, Inc.	Wilmington		100.0		
425	-Red Lodge, L.P.	Wilmington		100.0		
426	-REO Properties Corporation	Wilmington		100.0		
427	-Ripple Creek, L.P.	Wilmington		100.0		
428	-RMS Investments (Cayman)	George Town		100.0		
429	-RoPro U.S. Holding, Inc.	Wilmington		100.0		
430	-Route 28 Receivables, LLC	Wilmington		100.0		
431	-RREEF America L.L.C.	Wilmington		100.0		
432	-RREEF Management L.L.C.	Wilmington		100.0		
433	-RREEF North American Infrastructure Fund A, L.P.	Wilmington		99.9		
434	-RREEF North American Infrastructure Fund B, L.P.	Wilmington		99.9		
435	-Serviced Office Investments Limited	St. Helier		100.0		
436	-Sharps SP I LLC	Wilmington		100.0		
437	-Sherwood Properties Corp.	Wilmington		100.0		
438	-Silver Leaf 1 LLC	Wilmington		100.0		
439	-Structured Finance Americas, LLC	Wilmington		100.0		
440	-STTN, Inc.	Wilmington		100.0		
441	-Urbistar Settlement Services, LLC	Harrisburg		100.0		
442	-Varick Investments Limited	Wilmington		100.0		
443	-Village Hospitality LLC	Wilmington		100.0		
444	-Whispering Woods LLC	Wilmington		100.0		
445	-Whistling Pines LLC	Wilmington		100.0		
446	-World Trading (Delaware) Inc.	Wilmington		100.0		
447	DB Valoren S.à r.l.	Luxembourg		100.0	4678.0	640.2
448	DB Value S.à r.l.	Luxembourg		100.0	54.9	(17.8)
449	DB Vanquish (UK) Limited	London		100.0		
450	DB Vantage (UK) Limited	London		100.0		
451	DB Vantage No.2 (UK) Limited	London		100.0		
452	DB Vita S.A.	Luxembourg		75.0	20.4	2.2
453	db x-trackers (Proprietary) Limited	Johannesburg		100.0		
454	dbalternatives Discovery Fund Limited	George Town		100.0		
455	DBC Continuance Inc.	Toronto		100.0	15.6	0.1

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
456	DBG Eastern Europe II Limited Partnership	St. Helier		25.9	5.1	5.6
457	DBG Vermögensverwaltungsgesellschaft mbH	Frankfurt		100.0	36.5	0.0
458	DBOI Global Services (UK) Limited	London		100.0		
459	DBOI Global Services Private Limited	Mumbai		100.0	38.0	1.7
460	DBR Investments Co. Limited	George Town		100.0	64.7	92.5
461	DBRE Global Real Estate Management IA, Ltd.	George Town		100.0	11.1	(0.1)
462	DBRE Global Real Estate Management IB, Ltd.	George Town		100.0		
463	DBRMS4	George Town		100.0	553.0	1.0
464	DBRMSGP1	George Town		100.0	313.0	0.0
465	DBRMSGP2	George Town		100.0	178.0	0.0
466	DBUK PCAM Limited	London		100.0	(125.3)	(11.9)
467	DD Konut Finansman A.S.	Sisli		49.0	15.7	0.8
468	De Meng Innovative (Beijing) Consulting Company Limited	Beijing		100.0		
469	DeAM Infrastructure Limited	London		100.0		
470	DEBEKO Immobilien GmbH & Co Grundbesitz OHG	Eschborn		100.0	191.1	25.7
471	DEE Deutsche Erneuerbare Energien GmbH	Duesseldorf		100.0		
472	DEGRU Erste Beteiligungsgesellschaft mbH i.L.	Eschborn		100.0		
473	Delowrezham de México S. de R.L. de C.V.	Mexico City		100.0		
474	DEUFRAN Beteiligungs GmbH	Frankfurt		100.0	172.9	3.8
475	DEUKONA Versicherungs-Vermittlungs-GmbH	Frankfurt		100.0	7.0	3.3
476	Deutsche (Aotearoa) Capital Holdings New Zealand	Auckland		100.0		
477	Deutsche (Aotearoa) Foreign Investments New Zealand	Auckland		100.0		
478	Deutsche Aeolia Power Production S.A.	Athens		80.0		
479	Deutsche Alt-A Securities, Inc.	Wilmington		100.0		
480	Deutsche Alternative Asset Management (France) SAS	Paris		100.0		
481	Deutsche Alternative Asset Management (Global) Limited	London		100.0	29.9	5.0
482	Deutsche Alternative Asset Management (UK) Limited	London		100.0	89.0	35.1
483	Deutsche Asia Pacific Holdings Pte Ltd	Singapore		100.0	980.9	170.1
484	Deutsche Asset & Wealth Management International GmbH	Frankfurt	1	100.0	38.9	0.0
485	Deutsche Asset & Wealth Management Investment GmbH	Frankfurt	1	100.0	193.6	0.0
486	Deutsche Asset Management (Asia) Limited	Singapore		100.0	152.2	22.6
487	Deutsche Asset Management (Hong Kong) Limited	Hong Kong		100.0	19.4	1.8
488	Deutsche Asset Management (India) Private Limited	Mumbai		100.0	13.6	2.0
489	Deutsche Asset Management (Japan) Limited	Tokyo		100.0	46.9	11.6
490	Deutsche Asset Management (Korea) Company Limited	Seoul		100.0		
491	Deutsche Asset Management (UK) Limited	London		100.0	36.1	(6.6)
492	Deutsche Asset Management Group Limited	London		100.0	22.0	4.3
493	Deutsche Auskunftsei Service GmbH	Hamburg	1	100.0		
494	Deutsche Australia Limited (Sub-group)	Sydney	2, 4	100.0	188.0	18.4
495	-Baincor Nominees Pty Limited	Sydney		100.0		
496	-Bainpro Nominees Pty Ltd	Sydney		100.0		
497	-Bainsec Nominees Pty Ltd	Sydney		100.0		
498	-BNA Nominees Pty Limited	Sydney		100.0		
499	-BTD Nominees Pty Limited	Sydney		100.0		
500	-Buxtal Pty. Limited	Sydney		100.0		
501	-Deutsche Capital Markets Australia Limited	Sydney		100.0		
502	-Deutsche Finance Co 1 Pty Limited	Sydney		100.0		
503	-Deutsche Finance Co 2 Pty Limited	Sydney		100.0		
504	-Deutsche Finance Co 3 Pty Limited	Sydney		100.0		
505	-Deutsche Finance Co 4 Pty Limited	Sydney		100.0		
506	-Deutsche Group Services Pty Limited	Sydney		100.0		
507	-Deutsche Investments Australia Limited	Sydney		100.0		
508	-Deutsche Managed Investments Limited	Sydney		100.0		
509	-Deutsche Securities Australia Limited	Sydney		100.0		
510	-Deutsche Securitisation Australia Pty Limited	Sydney		100.0		
511	-DNU Nominees Pty Limited	Sydney		100.0		
512	-DTS Nominees Pty Limited	Sydney		100.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
513	-OPS Nominees Pty Limited	Sydney		100.0		
514	-Pan Australian Nominees Pty Ltd	Sydney		100.0		
515	-R.B.M. Nominees Pty Ltd	Sydney		100.0		
516	-RTS Nominees Pty Limited	Sydney		100.0		
517	Deutsche Bank (Cayman) Limited	George Town		100.0	43.4	4.3
518	DEUTSCHE BANK (CHILE) S.A.	Santiago		100.0	158.8	15.1
519	Deutsche Bank (China) Co., Ltd.	Beijing		100.0	989.3	110.1
520	Deutsche Bank (Malaysia) Berhad	Kuala Lumpur		100.0	375.7	33.3
521	Deutsche Bank (Malta) Ltd	Floriana		100.0	520.0	9.1
522	Deutsche Bank (Mauritius) Limited	Port Louis		100.0	30.8	1.9
523	Deutsche Bank (Perú) S.A.	Lima		100.0	53.6	6.7
524	Deutsche Bank (Suisse) SA	Geneva		100.0	663.4	6.2
525	Deutsche Bank (Uruguay) Sociedad Anónima Institución Financiera Externa	Montevideo		100.0		
526	DEUTSCHE BANK A.S.	Istanbul		100.0	179.3	28.5
527	Deutsche Bank Americas Finance LLC	Wilmington		100.0		
528	Deutsche Bank Bauspar-Aktiengesellschaft	Frankfurt		100.0	351.4	0.3
529	Deutsche Bank Capital Finance LLC I	Wilmington		100.0	300.0	0.0
530	Deutsche Bank Capital Funding LLC I	Wilmington		100.0	534.8	0.0
531	Deutsche Bank Capital Funding LLC IX	Wilmington		100.0	946.2	0.0
532	Deutsche Bank Capital Funding LLC V	Wilmington		100.0	300.0	0.0
533	Deutsche Bank Capital Funding LLC VI	Wilmington		100.0	900.0	0.0
534	Deutsche Bank Capital Funding LLC VII	Wilmington		100.0	658.2	0.0
535	Deutsche Bank Capital Funding LLC VIII	Wilmington		100.0	493.6	0.0
536	Deutsche Bank Capital Funding LLC XI	Wilmington		100.0	1300.0	0.0
537	Deutsche Bank Capital LLC I	Wilmington		100.0	261.6	0.0
538	Deutsche Bank Capital LLC II	Wilmington		100.0	137.9	0.0
539	Deutsche Bank Capital LLC IV	Wilmington		100.0	133.3	0.0
540	Deutsche Bank Capital LLC V	Wilmington		100.0	185.1	0.0
541	Deutsche Bank Contingent Capital LLC II	Wilmington		100.0	658.2	0.0
542	Deutsche Bank Contingent Capital LLC III	Wilmington		100.0	1624.9	0.0
543	Deutsche Bank Contingent Capital LLC IV	Wilmington		100.0	1000.0	0.0
544	Deutsche Bank Contingent Capital LLC V	Wilmington		100.0	1139.5	0.0
545	Deutsche Bank Corretora de Valores S.A.	Sao Paulo		100.0	62.1	4.3
546	Deutsche Bank Europe GmbH	Frankfurt	1	100.0	10.0	0.0
547	Deutsche Bank Financial Inc.	Wilmington		100.0		
548	Deutsche Bank Financial LLC	Wilmington		100.0	58.4	19.9
549	Deutsche Bank International Limited	St. Helier		100.0	180.9	6.1
550	Deutsche Bank International Trust Co. (Cayman) Limited	George Town		100.0		
551	Deutsche Bank International Trust Co. Limited	St. Peter Port		100.0		
552	Deutsche Bank Investments (Guernsey) Limited	St. Peter Port		100.0		
553	Deutsche Bank Luxembourg S.A.	Luxembourg		100.0	5090.7	226.6
554	Deutsche Bank Mutui S.p.A.	Milan		100.0	52.4	0.8
555	Deutsche Bank Nederland N.V.	Amsterdam		100.0	819.6	(108.3)
556	Deutsche Bank Nominees (Jersey) Limited	St. Helier		100.0		
557	Deutsche Bank Polska Spółka Akcyjna	Warsaw		100.0	940.8	66.5
558	Deutsche Bank Privat- und Geschäftskunden Aktiengesellschaft	Frankfurt	1	100.0	2666.3	0.0
559	Deutsche Bank Real Estate (Japan) Y.K.	Tokyo		100.0	10.7	0.3
560	Deutsche Bank Realty Advisors, Inc.	New York		100.0		
561	Deutsche Bank S.A.	Buenos Aires		100.0	120.9	51.8
562	Deutsche Bank S.A. - Banco Alemão	Sao Paulo		100.0	512.7	21.4
563	Deutsche Bank Securities Limited	Toronto		100.0	123.4	(3.4)
564	Deutsche Bank Services (Jersey) Limited	St. Helier		100.0		
565	Deutsche Bank Società per Azioni	Milan		99.8	1415.7	60.0
566	Deutsche Bank Trust Corporation (Sub-group)	New York	4	100.0	6118.9	277.9
567	-Apex Fleet Inc.	Wilmington		100.0		
568	-BAL Servicing Corporation	Wilmington		100.0		
569	-Blue Cork, Inc.	Wilmington		100.0		
570	-BT Commercial Corporation	Wilmington		100.0		

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571	-Capital Solutions Exchange Inc.	Wilmington		100.0		
572	-D.B. International Delaware, Inc.	Wilmington		100.0		
573	-DB (Pacific) Limited	Wilmington		100.0		
574	-DB Abalone LLC	Wilmington		100.0		
575	-DB Bluebell Investments (Cayman) Partnership	George Town		100.0		
576	-DB Holdings (South America) Limited	Wilmington		100.0		
577	-DB Investment Management, Inc.	Wilmington		100.0		
578	-DB Investment Managers, Inc.	Wilmington		100.0		
579	-DB Lexington Investments Inc.	Wilmington		100.0		
580	-DB Like-Kind Exchange Services Corp.	Wilmington		100.0		
581	-DB Partnership Management Ltd.	Wilmington		100.0		
582	-DB Portfolio Southwest, Inc.	Houston		100.0		
583	-DB Private Clients Corp.	Wilmington		100.0		
584	-DB Private Wealth Mortgage Ltd.	New York		100.0		
585	-DB Services Americas, Inc.	Wilmington		100.0		
586	-DB Services New Jersey, Inc.	West Trenton		100.0		
587	-DBNY Brazil Invest Co.	Wilmington		100.0		
588	-Deutsche Bank Holdings, Inc.	Wilmington		100.0		
589	-Deutsche Bank Insurance Agency Incorporated	Baltimore		100.0		
590	-Deutsche Bank Insurance Agency of Delaware	Wilmington		100.0		
591	-Deutsche Bank National Trust Company	Los Angeles		100.0		
592	-Deutsche Bank Trust Company Americas	New York		100.0		
593	-Deutsche Bank Trust Company Delaware	Wilmington		100.0		
594	-Deutsche Bank Trust Company New Jersey Ltd.	Jersey City		100.0		
595	-Deutsche International Corporate Services (Delaware) LLC	Wilmington		100.0		
596	-Deutsche Inversiones Limitada	Santiago		100.0		
597	-Deutsche Securities Corredores de Bolsa Spa	Santiago		100.0		
598	-Enterprise Fleet Management Exchange, Inc.	Wilmington		100.0		
599	-HCA Exchange, Inc.	Wilmington		100.0		
600	-Hertz Car Exchange Inc.	Wilmington		100.0		
601	-Kelsey Street LLC	Wilmington		100.0		
602	-Long-Tail Risk Insurers, Ltd.	Hamilton		100.0		
603	-MAC Investments Ltd.	George Town		100.0		
604	-North Las Vegas Property LLC	Wilmington		100.0		
605	-Oakwood Properties Corp.	Wilmington		100.0		
606	-Pelleport Investors, Inc.	New York		100.0		
607	-PPCenter, Inc.	Wilmington		100.0		
608	-Singer Island Tower Suite LLC	Wilmington		100.0		
609	-Sunbelt Rentals Exchange Inc.	Wilmington		100.0		
610	-TQI Exchange, LLC	Wilmington		100.0		
611	-VEXCO, LLC	Wilmington		100.0		
612	-Zumirez Drive LLC	Wilmington		100.0		
613	Deutsche Bank Trustee Services (Guernsey) Limited	St. Peter Port		100.0		
614	Deutsche Bank Österreich AG	Vienna		100.0	18.5	1.0
615	Deutsche Bank, Sociedad Anónima Española	Madrid		99.8	1073.1	(1.9)
616	Deutsche Capital Finance (2000) Limited	George Town		100.0		
617	Deutsche Capital Hong Kong Limited	Hong Kong		100.0	101.3	0.8
618	Deutsche Capital Partners China Limited	George Town		100.0		
619	Deutsche CIB Centre Private Limited	Mumbai		100.0	30.8	6.6
620	Deutsche Clubholding GmbH	Frankfurt		95.0		
621	Deutsche Colombia S.A.	Bogotá		100.0		
622	Deutsche Commodities Trading Co., Ltd.	Shanghai		100.0	30.2	2.4
623	Deutsche Custody Global B.V.	Amsterdam		100.0		
624	Deutsche Custody N.V.	Amsterdam		100.0		
625	Deutsche Custody Nederland B.V.	Amsterdam		100.0		
626	Deutsche Emerging Markets Investments (Netherlands) B.V.	Amsterdam		99.9		
627	Deutsche Equities India Private Limited	Mumbai		100.0	100.4	10.4
628	Deutsche Far Eastern Asset Management Company Limited	Taipei		60.0		

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629	Deutsche Fiduciary Services (Suisse) SA	Geneva		100.0		
630	Deutsche Finance No. 2 (UK) Limited	London		100.0		
631	Deutsche Finance No. 2 Limited	George Town		100.0	107.3	107.7
632	Deutsche Finance No. 4 (UK) Limited (in members' voluntary liquidation)	London		100.0		
633	Deutsche Financial Capital I Corp.	Greensboro		50.0		
634	Deutsche Financial Capital Limited Liability Company	Greensboro		50.0		
635	Deutsche Friedland	Paris		100.0	(53.2)	(0.3)
636	Deutsche Futures Singapore Pte Ltd	Singapore		100.0	21.0	(2.8)
637	Deutsche Gesellschaft für Immobilien-Leasing mit beschränkter Haftung	Duesseldorf		100.0		
638	Deutsche Global Markets Limited	Tel Aviv		100.0	66.0	9.9
639	Deutsche Group Holdings (SA) (Proprietary) Limited	Johannesburg		100.0	91.3	11.2
640	Deutsche Grundbesitz Beteiligungsgesellschaft mbH	Eschborn		100.0		
641	Deutsche Grundbesitz-Anlagegesellschaft mit beschränkter Haftung	Frankfurt	1	99.8		
642	Deutsche Gulf Finance	Riyadh		40.0	33.2	0.3
643	Deutsche GUO Mao Investments (Netherlands) B.V.	Amsterdam		100.0		
644	Deutsche Haussmann, S.à r.l.	Luxembourg		100.0	(71.0)	0.0
645	Deutsche Holdings (BTI) Limited	London		100.0	0.1	237.8
646	Deutsche Holdings (Luxembourg) S.à r.l.	Luxembourg		100.0	2764.7	68.8
647	Deutsche Holdings (Malta) Ltd.	Floriana		100.0	658.9	10.9
648	Deutsche Holdings (SA) (Proprietary) Limited	Johannesburg		100.0		
649	Deutsche Holdings Limited	London	2	100.0	1551.6	4.5
650	Deutsche Holdings No. 2 Limited	London	2	100.0	121.1	12.8
651	Deutsche Holdings No. 3 Limited	London	2	100.0	(35.9)	(2.6)
652	Deutsche Holdings No. 4 Limited	London		100.0	1276.9	128.4
653	Deutsche Immobilien Leasing GmbH	Duesseldorf	1	100.0	26.5	0.0
654	Deutsche India Holdings Private Limited	Mumbai		100.0	59.4	30.9
655	Deutsche International Corporate Services (Ireland) Limited	Dublin		100.0	16.0	3.1
656	Deutsche International Corporate Services Limited	St. Helier		100.0	3.1	2.7
657	Deutsche International Custodial Services Limited	St. Helier		100.0		
658	Deutsche International Finance (Ireland) Limited	Dublin		100.0		
659	Deutsche International Trust Company N.V.	Amsterdam		100.0	10.4	0.3
660	Deutsche International Trust Corporation (Mauritius) Limited	Port Louis		100.0		
661	Deutsche Inversiones Dos S.A.	Santiago		100.0	27.8	(0.3)
662	Deutsche Investments (Netherlands) N.V.	Amsterdam		100.0		
663	Deutsche Investments India Private Limited	Mumbai		100.0	126.0	8.0
664	Deutsche Investor Services Private Limited	Mumbai		100.0		
665	Deutsche IT License GmbH	Eschborn	1	100.0	14.3	0.0
666	Deutsche Knowledge Services Pte. Ltd.	Singapore		100.0	63.3	6.0
667	Deutsche Mandatos S.A.	Buenos Aires		100.0		
668	Deutsche Morgan Grenfell Group Public Limited Company	London	2	100.0	963.7	3.7
669	Deutsche Morgan Grenfell Nominees Pte Ltd	Singapore		100.0		
670	Deutsche Mortgage Securities, Inc.	Wilmington		100.0		
671	Deutsche New Zealand Limited (Sub-group)	Auckland	4	100.0	48.4	4.5
672	-Deutsche (New Munster) Holdings New Zealand Limited	Auckland		100.0		
673	-Deutsche Domus New Zealand Limited	Auckland		100.0		
674	-Deutsche Foras New Zealand Limited	Auckland		100.0		
675	-Deutsche Overseas Issuance New Zealand Limited	Auckland		100.0		
676	-Deutsche Securities New Zealand Limited	Auckland		100.0		
677	-Kingfisher Nominees Limited	Auckland		100.0		
678	-LWC Nominees Limited	Auckland		100.0		
679	Deutsche Nominees Limited	London		100.0		
680	Deutsche Oppenheim Family Office AG	Grasbrunn	1	100.0		
681	Deutsche Postbank AG (Sub-group)	Bonn	2, 4, 5	94.1	6212.0	330.0
682	-BHW - Gesellschaft für Wohnungswirtschaft mbH	Hamel	1	100.0		
683	-BHW Bausparkasse Aktiengesellschaft	Hamel		100.0		



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684	-BHW Gesellschaft für Vorsorge mbH	Hameln	1	100.0		
685	-BHW Holding AG	Hameln	1	100.0		
686	-Deutsche Postbank Finance Center Objekt GmbH	Schuttrange		100.0		
687	-DSL Portfolio GmbH & Co. KG	Bonn		100.0		
688	-DSL Portfolio Verwaltungs GmbH	Bonn		100.0		
689	-PB Factoring GmbH	Bonn	1	100.0		
690	-PB Firmenkunden AG	Bonn	1	100.0		
691	-PB International S.A.	Schuttrange		100.0		
692	-PB Spezial-Investmentaktiengesellschaft mit Teilgesellschaftsvermögen	Bonn		98.5		
693	-Postbank Beteiligungen GmbH	Bonn	1	100.0		
694	-Postbank Filial GmbH	Bonn	1	100.0		
695	-Postbank Filialvertrieb AG	Bonn	1	100.0		
696	-Postbank Finanzberatung AG	Hameln		100.0		
697	-Postbank Immobilien GmbH	Hameln	1	100.0		
698	-Postbank Immobilien und Baumanagement GmbH	Bonn	1	100.0		
699	-Postbank Immobilien und Baumanagement GmbH & Co. Objekt Leipzig KG	Bonn		90.0		
700	-Postbank Leasing GmbH	Bonn	1	100.0		
701	-Postbank P.O.S. Transact GmbH	Eschborn		100.0		
702	-Postbank Systems AG	Bonn	1	100.0		
703	-Postbank Versicherungsvermittlung GmbH	Bonn	1	100.0		
704	Deutsche Postbank Funding LLC I	Wilmington		100.0	300.0	0.0
705	Deutsche Postbank Funding LLC II	Wilmington		100.0	500.0	0.0
706	Deutsche Postbank Funding LLC III	Wilmington		100.0	300.1	0.0
707	Deutsche Postbank Funding LLC IV	Wilmington		100.0	500.2	0.0
708	Deutsche Private Asset Management Limited	London		100.0		
709	Deutsche Regis Partners Inc	Makati City		49.0	13.1	8.0
710	Deutsche River Investment Management Company S.à r.l.	Luxembourg		49.0		
711	Deutsche Securities (India) Private Limited	New Delhi		100.0	28.7	0.9
712	Deutsche Securities (Peru) S.A.	Lima		100.0		
713	Deutsche Securities (Proprietary) Limited	Johannesburg		97.8	33.3	16.1
714	Deutsche Securities (SA) (Proprietary) Limited	Johannesburg		97.8		
715	Deutsche Securities Asia Limited	Hong Kong		100.0	262.3	13.7
716	Deutsche Securities Inc.	Tokyo		100.0	669.8	213.7
717	Deutsche Securities Israel Ltd.	Tel Aviv		100.0		
718	Deutsche Securities Korea Co.	Seoul		100.0	230.4	0.3
719	Deutsche Securities Limited	Hong Kong		100.0	1.0	65.2
720	Deutsche Securities Mauritius Limited	Port Louis		100.0		
721	Deutsche Securities Menkul Degerler A.S.	Istanbul		100.0	15.1	4.8
722	Deutsche Securities Saudi Arabia LLC	Riyadh		100.0	117.9	0.3
723	Deutsche Securities Sociedad de Bolsa S.A.	Buenos Aires		100.0		
724	Deutsche Securities Venezuela S.A.	Caracas		100.0		
725	Deutsche Services Polska Sp. z o.o.	Warsaw		100.0		
726	Deutsche StiftungsTrust GmbH	Frankfurt	1	100.0		
727	Deutsche TISCO Investment Advisory Company Limited	Bangkok		49.0	2.9	2.7
728	Deutsche Transnational Trustee Corporation Inc	Charlottetown		100.0		
729	Deutsche Trust Company Limited Japan	Tokyo		100.0		
730	Deutsche Trustee Company Limited	London		100.0	26.4	6.5
731	Deutsche Trustee Services (India) Private Limited	Mumbai		100.0		
732	Deutsche Trustees Malaysia Berhad	Kuala Lumpur		100.0		
733	Deutsche Zurich Pensiones Entidad Gestora de Fondos de Pensiones, S.A.	Barcelona		50.0		
734	Deutscher Pensionsfonds Aktiengesellschaft	Bonn		25.1		
735	Deutsches Institut für Altersvorsorge GmbH	Frankfurt		78.0		
736	Deutz-Mülheim Grundstücksgesellschaft mbH	Duesseldorf		40.2		
737	DI Deutsche Immobilien Baugesellschaft mbH	Frankfurt		100.0		
738	DI Deutsche Immobilien Treuhandgesellschaft mbH	Frankfurt	1	100.0		
739	DIB-Consult Deutsche Immobilien- und Beteiligungs-Beratungsgesellschaft mbH	Duesseldorf		100.0		

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740	DIL Europa-Beteiligungsgesellschaft mbH i.L.	Duesseldorf		100.0		
741	DIL Financial Services GmbH & Co. KG	Duesseldorf		100.0		
742	DIL Fonds-Beteiligungsgesellschaft mbH	Duesseldorf		100.0		
743	DIL Internationale Leasinggesellschaft mbH	Duesseldorf		50.0		
744	DISCA Beteiligungsgesellschaft mbH	Duesseldorf	1	100.0		
745	DIV Holding GmbH	Luetzen-Gostau		100.0	352.4	0.3
746	Domus Beteiligungsgesellschaft der Privaten Bauspar-kassen mbH	Berlin		21.1	17.0	0.0
747	DONARUM Holding GmbH	Duesseldorf		50.0		
748	Donlen Exchange Services Inc.	Boston		100.0		
749	DREIUNDZWANZIGSTE PAXAS Treuhand- und Betei-ligungsgesellschaft mbH	Duesseldorf		50.0		
750	DREIZEHNTE PAXAS Treuhand- und Beteiligungsge-sellschaft mbH	Duesseldorf		50.0		
751	DRITTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
752	DRITTE PAXAS Treuhand- und Beteiligungsgesell-schaft mbH	Duesseldorf		50.0		
753	Durian (Luxembourg) S.à r.l.	Luxembourg		100.0		
754	Dusk II, LLC	Wilmington		100.0		
755	DWS Holding & Service GmbH	Frankfurt	1	99.4	336.4	0.0
756	DWS Investment S.A.	Luxembourg		100.0	329.7	98.2
757	DWS Investments (Spain), S.G.I.I.C., S.A.	Madrid		100.0	7.8	6.5
758	DWS Mauritius Company	Port Louis		100.0		
759	EC EUROPA IMMOBILIEN FONDS NR. 3 GmbH & CO. KG i.L.	Hamburg		65.2		
760	EINUNDZWANZIGSTE PAXAS Treuhand- und Betei-ligungsgesellschaft mbH	Duesseldorf		50.0		
761	Elba Finance GmbH	Eschborn		100.0		
762	Elbe Properties S.à r.l.	Luxembourg		25.0		
763	ELC Logistik-Centrum Verwaltungs-GmbH	Erfurt		50.0		
764	ELFTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
765	Elizabethan Holdings Limited	George Town		100.0		
766	Elizabethan Management Limited	George Town		100.0		
767	Elmo Funding GmbH	Eschborn	1	100.0	10.3	0.0
768	Elmo Leasing Vierzehnte GmbH	Eschborn	1	100.0		
769	Emerald Asset Repackaging Limited	Dublin		100.0		
770	Enterprise Vehicle Exchange, Inc.	Wilmington		100.0		
771	EOL2 Holding B.V.	Amsterdam		45.0		
772	eolec	Issy-les-Moulineaux		33.3		
773	equiNotes Management GmbH	Duesseldorf		50.0		
774	Erica Società a Responsabilità Limitata	Milan		40.0		
775	Erste Frankfurter Hoist GmbH	Eschborn		100.0		
776	European Value Added I (Alternate G.P.) LLP	London		100.0		
777	Evergreen Amsterdam Holdings B.V.	Amsterdam		100.0		
778	Evergreen International Holdings B.V.	Amsterdam		100.0		
779	Evergreen International Investments B.V.	Amsterdam		100.0		
780	Evergreen International Leasing B.V.	Amsterdam		100.0	128.6	0.4
781	EVROENERGIAKI S.A.	Alexandroupolis		40.0		
782	Exinor SA	Bastogne		100.0		
783	EXTOREL Private Equity Advisers GmbH	Cologne		100.0		
784	FARAMIR Beteiligungs- und Verwaltungs GmbH	Cologne		100.0	10.1	(0.1)
785	Farezco I, S. de R.L. de C.V.	Mexico City		100.0		
786	Farezco II, S. de R.L. de C.V.	Mexico City		100.0	(4.2)	(2.8)
787	Fenix Administración de Activos S. de R.L. de C.V.	Mexico City		100.0		
788	Fenix Mercury 1 S. de R.L. de C.V.	Mexico City		60.0		
789	Fiduciaria Sant' Andrea S.r.l.	Milan		100.0		
790	Finanza & Futuro Banca SpA	Milan		100.0	37.9	13.9
791	FRANKFURT CONSULT GmbH	Frankfurt	1	100.0		
792	Franz Urbig- und Oscar Schlitter-Stiftung Gesellschaft mit beschränkter Haftung	Frankfurt		100.0		

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793	Funds Nominees Limited (in members' voluntary liquidation)	London		100.0		
794	FÜNFTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
795	FÜNFTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
796	Fünfte SAB Treuhand und Verwaltung GmbH & Co. "Leipzig-Magdeburg" KG	Bad Homburg		40.7		
797	Fünfte SAB Treuhand und Verwaltung GmbH & Co. Dresden "Louisenstraße" KG	Bad Homburg		30.6		
798	Fünfte SAB Treuhand und Verwaltung GmbH & Co. Suhl "Rimbachzentrum" KG	Bad Homburg		74.0		
799	FÜNFUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
800	FÜNFZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
801	GbR Goethestraße	Cologne		94.0		
802	German Access Fund L.P.	London		100.0		
803	German Access LLP	London		100.0		
804	German Public Sector Finance B.V.	Amsterdam		50.0		
805	Gesellschaft für Kreditsicherung mit beschränkter Haftung	Berlin		36.7		
806	giropay GmbH	Frankfurt		33.3		
807	Global Salamina, S.L.	Madrid	2	26.7	(28.7)	(0.8)
808	Goldman Sachs Multi-Strategy Portfolio XI, LLC	Wilmington		99.7		
809	Gordian Knot Limited	London		32.4	9.6	(3.9)
810	Graphite Resources (Knightsbridge) Limited	Newcastle upon Tyne		45.0		
811	Graphite Resources Holdings Limited	Newcastle upon Tyne		70.0		
812	Great Future International Limited	Road Town		43.0		
813	Grundstücksgesellschaft Frankfurt Bockenheimer Landstraße GbR	Troisdorf		94.9	9.2	4.9
814	Grundstücksgesellschaft Köln-Ossendorf VI GbR	Troisdorf		44.9		
815	Grundstücksgesellschaft Köln-Ossendorf VI mbH	Cologne		100.0		
816	Grundstücksgesellschaft Leipzig Petersstraße GbR	Troisdorf		33.2		
817	Grundstücksgesellschaft Wiesbaden Luisenstraße/Kirchgasse GbR	Troisdorf		59.7	153.3	(2.0)
818	Grundstücksvermietungsgesellschaft Wilhelmstr. mbH	Gruenwald		100.0		
819	Guggenheim Concinnity Strategy Fund LP	Wilmington		23.3	165.1	33.3
820	Gulara Pty Ltd	Sydney		100.0		
821	GUO Mao International Hotels B.V.	Amsterdam		100.0	(59.7)	(0.4)
822	Hac Investments Ltd.	Wilmington		100.0	88.1	(34.6)
823	HAC Investments Portugal - Servicos de Consultadoria e Gestao Lda	Lisbon		100.0		
824	HAH Limited (in members' voluntary liquidation)	London		100.0		
825	Hakkeijima Godo Kaisha	Tokyo		95.0		
826	Harvest Fund Management Company Limited	Shanghai		30.0	307.9	76.5
827	Herengracht Financial Services B.V.	Amsterdam		100.0		
828	HTB Spezial GmbH & Co. KG	Cologne		100.0		
829	Huarong Rongde Asset Management Company Limited	Beijing		40.7	447.7	83.7
830	Hudson 12655 Jefferson, LLC	Wilmington		100.0		
831	Hydro S.r.l.	Rome		45.0		
832	Hypotheken-Verwaltungs-Gesellschaft mbH	Frankfurt		100.0		
833	IKARIA Beteiligungs- und Verwaltungsgesellschaft mbH	Cologne		100.0		
834	ILV Immobilien-Leasing Verwaltungsgesellschaft Düsseldorf mbH	Duesseldorf		50.0		
835	Immobilien-Vermietungsgesellschaft Schumacher GmbH & Co. Objekt Rolandufer KG	Berlin		20.5		
836	Immobilienfonds Büro-Center Erfurt am Flughafen Bindersleben II GbR	Troisdorf		50.0		
837	Inn Properties S.à r.l.	Luxembourg		25.0		
838	Intermodal Finance I Ltd.	George Town	2	49.0	10.4	10.4

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839	International Operator Limited (in members' voluntary liquidation)	London		100.0		
840	IOS Finance EFC, S.A.	Barcelona		100.0	52.5	7.0
841	Isar Properties S.à r.l.	Luxembourg		25.0		
842	ISTRON Beteiligungs- und Verwaltungs-GmbH	Cologne		100.0		
843	IVAF I Manager, S.à r.l.	Luxembourg		100.0		
844	IVAF II Manager, S.à r.l.	Luxembourg		100.0	0.8	3.6
845	IZI Düsseldorf Informations-Zentrum Immobilien Gesellschaft mit beschränkter Haftung	Duesseldorf		21.1		
846	IZI Düsseldorf Informations-Zentrum Immobilien GmbH & Co. Kommanditgesellschaft	Duesseldorf		21.6		
847	JADE Residential Property AG	Eschborn		100.0	63.6	1.1
848	JG Japan Grundbesitzverwaltungsgesellschaft mbH i.L.	Eschborn		100.0		
849	JR Nominees (Proprietary) Limited	Johannesburg		100.0		
850	JWB Leasing Limited Partnership	London	2	100.0	77.7	(9.0)
851	Jyogashima Godo Kaisha	Tokyo		100.0		
852	KEBA Gesellschaft für interne Services mbH	Frankfurt	1	100.0		
853	Kenanga Deutsche Futures Sdn Bhd	Kuala Lumpur		27.0		
854	KeyNeurotek Pharmaceuticals AG i.L.	Magdeburg		29.0		
855	KHP Knüppe, Huntebrinker & Co. GmbH	Osnabrueck		100.0		
856	Kidson Pte Ltd	Singapore		100.0	46.0	32.7
857	Kinneil Leasing Company	London		35.0		
858	KOMPASS 3 Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
859	KOMPASS 3 Erste Beteiligungsgesellschaft mbH & Co. Euro KG	Duesseldorf		96.1	75.3	0.3
860	KOMPASS 3 Zweite Beteiligungsgesellschaft mbH & Co. USD KG	Duesseldorf		97.0	55.4	0.2
861	Konsul Inkasso GmbH	Essen	1	100.0		
862	Kradavim UK Lease Holdings Limited	London		100.0		
863	Kunshan RREEF Equity Investment Fund Management Co. Ltd.	Kunshan		100.0		
864	KölnArena Beteiligungsgesellschaft mbH	Cologne		20.8		
865	LA Water Holdings Limited	George Town		75.0		
866	Lammermuir Leasing Limited	London		100.0	12.3	0.1
867	Latin America Recovery Fund LLC	Wilmington		100.0		
868	LAWL Pte. Ltd.	Singapore		100.0	27.7	3.6
869	Leasing Verwaltungsgesellschaft Waltersdorf mbH	Schoenefeld		100.0		
870	Legacy BCC Receivables, LLC	Wilmington		100.0		
871	Leo Consumo 2 S.r.l.	Conegliano		70.0		
872	Leonardo III Initial GP Limited	London		100.0		
873	Lindsell Finance Limited	Valletta		100.0		
874	London Industrial Leasing Limited	London		100.0		
875	M Cap Finance Mittelstandsfonds GmbH & Co. KG	Frankfurt		77.1	86.0	8.9
876	Maestrale Projects (Holding) S.A.	Luxembourg		49.7		
877	Magalhaes S.A.	Luxembourg		95.0		
878	Maher Terminals Holding Corp.	Toronto		100.0	98.1	13.1
879	Maher Terminals Holdings (Toronto) Limited	Vancouver		100.0	83.6	3.8
880	Main Properties S.à r.l.	Luxembourg		25.0		
881	Manuseamento de Cargas - Manicargas, S.A.	Matosinhos	2	38.3	12.7	2.7
882	Maxblue Americas Holdings, S.A.	Madrid		100.0		
883	MCT Südafrika 3 GmbH & Co. KG	Hamburg		33.8		
884	MEF I Manager, S.à r.l.	Luxembourg		100.0		
885	MEFIS Beteiligungsgesellschaft mbH	Frankfurt		62.0	84.7	(1.8)
886	Memax Pty. Limited	Sydney		100.0		
887	MergeOptics GmbH i.L.	Berlin		24.3		
888	Metro plus Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		40.0		
889	MFG Flughafen-Grundstücksverwaltungsgesellschaft mbH & Co. BETA KG i.L.	Gruenwald		29.6		
890	MidOcean (Europe) 2003 LP	St. Helier		20.0		
891	MidOcean Partners, LP	New York		20.0		
892	Midsel Limited	London		100.0		

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893	Millennium Marine Rail, L.L.C.	Elizabeth		50.0	4.6	3.7
894	Mira GmbH & Co. KG	Frankfurt		100.0		
895	"modernes Frankfurt" private Gesellschaft für Stadtentwicklung mbH i.L.	Frankfurt		100.0		
896	Moon Leasing Limited	London		100.0		
897	Morgan Nominees Limited (in members' voluntary liquidation)	London		100.0		
898	Mortgage Trading (UK) Limited	London		100.0		
899	Motion Picture Productions One GmbH & Co. KG	Frankfurt		100.0		
900	Mount Hope Community Center Fund, LLC	Wilmington		49.9		
901	Mountaintop Energy Holdings LLC	Wilmington		49.9		
902	MPP Beteiligungsgesellschaft mbH	Frankfurt		100.0		
903	MXB U.S.A., Inc.	Wilmington		100.0		
904	Navegator - SGFTC, S.A.	Lisbon		100.0		
905	NBG Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
906	NCW Holding Inc.	Vancouver		100.0		
907	NEPTUNO Verwaltungs- und Treuhand-Gesellschaft mit beschränkter Haftung	Cologne	1	100.0		
908	NEUNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
909	NEUNZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
910	Nevada Mezz 1 LLC	Wilmington		100.0		
911	Nevada Parent 1 LLC	Wilmington		100.0	(947.1)	(27.9)
912	Nexus Infrastruktur Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
913	Nineco Leasing Limited	London		100.0		
914	NOFA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
915	Nordwestdeutscher Wohnungsbau-träger Gesellschaft mit beschränkter Haftung	Frankfurt	1	100.0	55.2	0.0
916	norisbank GmbH	Bonn	1	100.0	433.9	0.0
917	Nortfol Pty. Limited	Sydney		100.0		
918	North Coast Wind Energy Corp.	Vancouver		96.7		
919	Nummus Beteiligungs GmbH & Co. KG	Frankfurt		27.8		
920	NV Profit Share Limited	George Town		42.9		
921	OAM Köln GmbH	Cologne	1	100.0	25.9	0.0
922	Oder Properties S.à r.l.	Luxembourg		25.0		
923	OOO "Deutsche Bank TechCentre"	Moscow		100.0		
924	OOO "Deutsche Bank"	Moscow		100.0	232.4	47.7
925	Opal Funds (Ireland) Public Limited Company	Dublin		100.0		
926	OPB Verwaltungs- und Beteiligungs-GmbH	Cologne		100.0		
927	OPB Verwaltungs- und Treuhand GmbH	Cologne		100.0		
928	OPB-Holding GmbH	Cologne		100.0		
929	OPB-Nona GmbH	Frankfurt		100.0		
930	OPB-Oktava GmbH	Cologne		100.0		
931	OPB-Quarta GmbH	Cologne		100.0		
932	OPB-Quinta GmbH	Cologne		100.0		
933	OPB-Septima GmbH	Cologne		100.0		
934	Oppenheim Asset Management Services S.à r.l.	Luxembourg		100.0	5.7	2.7
935	OPPENHEIM Buy Out GmbH & Co. KG	Cologne		27.7		
936	OPPENHEIM Capital Advisory GmbH	Cologne		100.0		
937	Oppenheim Eunomia GmbH	Cologne		100.0		
938	OPPENHEIM Flottenfonds V GmbH & Co. KG	Cologne		83.3		
939	Oppenheim Fonds Trust GmbH	Cologne	1	100.0		
940	OPPENHEIM PRIVATE EQUITY Manager GmbH	Cologne		100.0		
941	OPPENHEIM PRIVATE EQUITY Verwaltungsgesellschaft mbH	Cologne		100.0		
942	OVT Trust 1 GmbH	Cologne	1	100.0		
943	OVV Beteiligungs GmbH	Cologne		100.0		
944	P.F.A.B. Passage Frankfurter Allee Betriebsgesellschaft mbH	Berlin		22.2		
945	PADEM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
946	PADOS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf		50.0		

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947	PADUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
948	Pago e Transaction Services GmbH i.L.	Cologne		50.0		
949	PAGUS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
950	PALDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
951	PALLO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
952	Pan-European Infrastructure II, L.P.	London		100.0		
953	PANIS Grundstücks-Vermietungsgesellschaft mbH i.l.	Duesseldorf		50.0		
954	PANTUR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
955	Parkhaus an der Börse GbR	Cologne		37.7		
956	PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
957	PB Sechste Beteiligungen GmbH	Bonn		100.0		
958	PBC Banking Services GmbH	Frankfurt	1	100.0	565.6	0.0
959	PBC Services GmbH der Deutschen Bank	Frankfurt	1	100.0		
960	PED Private Equity Deutschland GmbH & Co. geschl. Inv. KG	Cologne		100.0		
961	PEDIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
962	PEDUM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
963	Pembol Nominees Limited (in members' voluntary liquidation)	London		100.0		
964	PENDIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
965	PENTUM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
966	PERGOS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
967	PERGUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
968	PERILLA Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
969	PERLIT Mobilien-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
970	PERLU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
971	PERNIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
972	Peruda Leasing Limited	London		100.0	(75.5)	(0.1)
973	PERXIS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
974	PETA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
975	PHARMA/wHEALTH Management Company S.A.	Luxembourg		99.9		
976	Philippine Opportunities for Growth and Income (SPV-AMC), INC.	Manila		95.0	19.0	1.6
977	Phoebus Investments LP	Wilmington	6	100.0	891.3	0.1
978	Plantation Bay, Inc.	St. Thomas		100.0		
979	PMG Collins, LLC	Tallahassee		100.0		
980	PONTUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
981	Postbank Akademie und Service GmbH	Hameln		100.0		
982	Postbank Direkt GmbH	Bonn	1	100.0	15.9	0.0
983	Postbank Service GmbH	Essen	1	100.0		
984	Powerlase Limited (in members' voluntary liquidation)	Hove		24.8		
985	PRADUM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
986	PRASEM Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
987	PRATES Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
988	Primelux Insurance S.A.	Luxembourg		100.0	14.9	1.6
989	PRISON Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
990	Private Capital Portfolio L.P.	London		38.2	36.6	0.7
991	Private Equity Asia Select Company III S.à r.l.	Luxembourg		100.0		
992	Private Equity Global Select Company IV S.à r.l.	Luxembourg		100.0		
993	Private Equity Global Select Company V S.à r.l.	Luxembourg		100.0		
994	Private Equity Invest Beteiligungs GmbH	Duesseldorf		50.0		
995	Private Equity Life Sciences Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
996	Private Equity Select Company S.à r.l.	Luxembourg		100.0		
997	Private Financing Initiatives, S.L.	Barcelona		51.0		
998	PS plus Portfolio Software + Consulting GmbH	Roedermark		80.2		
999	PT. Deutsche Securities Indonesia	Jakarta		99.0	16.1	2.2
1000	PT. Deutsche Verdhana Indonesia	Jakarta		40.0		
1001	PTL Fleet Sales, Inc.	Wilmington		100.0		
1002	Public joint-stock company "Deutsche Bank DBU"	Kiev		100.0	12.9	1.5
1003	PUDU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		

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1004	PUKU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1005	PURIM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1006	PX Group Limited	Stockton on Tees		29.4	0.0	7.3
1007	QUANTIS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1008	Quantum 13 LLC	Wilmington		49.0		
1009	QUELLUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1010	QUOTAS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1011	Raymond James New York Housing Opportunities Fund I-A L.L.C.	New York		33.0		
1012	Raymond James New York Housing Opportunities Fund I-B L.L.C.	New York		33.3		
1013	RDIF SLP Feeder, L.P.	Edinburgh		100.0		
1014	Reference Capital Investments Limited	London		100.0		
1015	Regula Limited	Road Town		100.0		
1016	REIB Europe Investments Limited (in members' voluntary liquidation)	London		100.0		
1017	REIB International Holdings Limited (in members' voluntary liquidation)	London		100.0		
1018	Relax Holding S.à r.l.	Luxembourg		20.0		
1019	REON - Park Wiatrowy I Sp. z o.o.	Warsaw		50.0		
1020	REON-Park Wiatrowy II Sp. z o.o.	Warsaw		50.0		
1021	REON-Park Wiatrowy IV Sp. z o.o.	Warsaw		50.0		
1022	Rhine Properties S.à r.l.	Luxembourg		25.0		
1023	Rimvalley Limited (in liquidation)	Dublin		100.0		
1024	RoCalwest, Inc.	Wilmington		100.0	42.9	0.0
1025	Royster Fund Management S.à r.l.	Luxembourg		100.0		
1026	RREEF China REIT Management Limited	Hong Kong		100.0		
1027	RREEF European Value Added I (G.P.) Limited	London		100.0		
1028	RREEF India Advisors Private Limited	Mumbai		100.0		
1029	RREEF Investment GmbH	Frankfurt	1	99.9	21.7	0.0
1030	RREEF Management GmbH	Frankfurt	1	100.0	122.7	0.0
1031	RREEF Property Trust, Inc.	Baltimore	2	26.1	14.7	(1.8)
1032	RREEF Shanghai Investment Consultancy Company	Shanghai		100.0		
1033	RREEF Spezial Invest GmbH	Frankfurt	1	100.0	26.5	0.0
1034	SAB Real Estate Verwaltungs GmbH	Hameln		100.0		
1035	SABIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1036	Safron NetOne Partners, L.P.	George Town		21.7		
1037	Sagamore Limited	London	2	100.0	13.1	0.0
1038	SAGITA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1039	Sal. Oppenheim Alternative Investments GmbH	Cologne	1	100.0	333.3	0.0
1040	Sal. Oppenheim Global Invest GmbH	Cologne		100.0	3705.4	0.3
1041	Sal. Oppenheim jr. & Cie. AG & Co. Kommanditgesellschaft auf Aktien	Cologne	1	100.0	959.5	0.0
1042	Sal. Oppenheim jr. & Cie. Beteiligungs GmbH	Cologne		100.0		
1043	Sal. Oppenheim jr. & Cie. Komplementär AG	Cologne	1	100.0		
1044	Sal. Oppenheim jr. & Cie. Luxembourg S.A.	Luxembourg		100.0	173.5	1.6
1045	Sal. Oppenheim Private Equity Partners S.A., en liquidation volontaire	Luxembourg		100.0		
1046	SALIX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1047	SALOMON OPPENHEIM GmbH i.L.	Cologne		100.0		
1048	SALUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1049	SALUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Dresden KG	Duesseldorf		58.5		
1050	SANCTOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1051	SANDIX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1052	SANO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1053	SAPIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1054	SARIO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1055	SATINA Mobilien-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1056	SCANDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1057	SCHEDA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
1058	Schiffahrts UG (haftungsbeschränkt) & Co. KG MS "DYCKBURG" i.l.	Hamburg		41.3		
1059	Schiffahrtsgesellschaft MS "Simon Braren" GmbH & Co KG	Kollmar		26.7		
1060	Schumacher Beteiligungsgesellschaft mbH	Cologne		33.2		
1061	SCITOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1062	SCITOR Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Heiligenstadt KG	Duesseldorf		71.1		
1063	SCUDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1064	SCUDO Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Kleine Alexanderstraße KG	Duesseldorf		95.0		
1065	SECHSTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1066	SECHSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1067	SECHZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1068	SEDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1069	SEGES Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1070	SEGU Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1071	SELEKTA Grundstücksverwaltungsgesellschaft mbH	Duesseldorf		50.0		
1072	SENA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1073	SENA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Fehrenbach KG i.L.	Duesseldorf		94.7		
1074	SENA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Halle II KG i.L.	Duesseldorf		100.0		
1075	SENA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Kamenz KG	Duesseldorf		100.0		
1076	SERICA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1077	Service Company Four Limited	Hong Kong		100.0		
1078	Service Company Three Limited	Hong Kong		100.0		
1079	Shopready Limited (in members' voluntary liquidation)	London		100.0		
1080	SIDA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1081	SIEBTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1082	SIEBZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1083	SIFA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1084	SILANUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1085	SILEX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1086	SILEX Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Berlin KG	Duesseldorf		83.8		
1087	SILIGO Mobilien-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1088	Silrendel, S. de R. L. de C. V.	Mexico City		100.0	(4.0)	(3.9)
1089	SILUR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1090	SIMILA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1091	Sixco Leasing Limited	London		100.0		
1092	SOLATOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1093	SOLIDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1094	SOLON Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1095	SOLON Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Heizkraftwerk Halle KG i.L.	Halle/Saale		30.5		
1096	SOLUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1097	SOMA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1098	SOREX Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1099	SOSPITA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1100	SPhinX, Ltd. (in voluntary liquidation)	George Town		43.6		
1101	SPINO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1102	SPLENDOR Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1103	SRC Security Research & Consulting GmbH	Bonn		22.5		
1104	STABLON Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1105	STAGIRA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		



Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
1106	Starpool Finanz GmbH	Berlin		49.9		
1107	Station Holdco LLC	Wilmington		25.0		
1108	STATOR Heizkraftwerk Frankfurt (Oder) Beteiligungsgesellschaft mbH	Schoenefeld		100.0		
1109	STUPA Heizwerk Frankfurt (Oder) Nord Beteiligungsgesellschaft mbH i.L.	Schoenefeld		100.0		
1110	SUBLICA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1111	SUBLICA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Promohypermarkt Gelsenkirchen KG i.L.	Duesseldorf		48.7		
1112	SUBU Mobilien-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1113	SULPUR Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1114	Sunrise Beteiligungsgesellschaft mbH	Frankfurt	1	100.0		
1115	SUPERA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1116	SUPLION Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1117	SUSA Mobilien-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1118	SUSIK Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1119	Swabia 1. Vermögensbesitz-GmbH	Eschborn		100.0		
1120	Sylvester (2001) Limited	George Town		100.0	520.2	1.6
1121	Süddeutsche Vermögensverwaltung Gesellschaft mit beschränkter Haftung	Frankfurt		100.0		
1122	TABA Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1123	TACET Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1124	TAF 2 Y.K.	Tokyo		100.0		
1125	TAGO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1126	Tagus - Sociedade de Titularização de Creditos, S.A.	Lisbon		100.0	13.9	0.4
1127	TAGUS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1128	TAKIR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1129	Tapeorder Limited (in members' voluntary liquidation)	London		100.0		
1130	TARES Beteiligungsgesellschaft mbH i.L.	Duesseldorf		100.0		
1131	TEBA Beteiligungsgesellschaft mbH i.L.	Schoenefeld		100.0		
1132	TEBOR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1133	Teesside Gas Transportation Limited	London		45.0	(214.4)	9.8
1134	Telefon-Servicegesellschaft der Deutschen Bank mbH	Frankfurt	1	100.0		
1135	TELO Beteiligungsgesellschaft mbH	Schoenefeld		100.0		
1136	TEMATIS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf		100.0		
1137	Tempurrite Leasing Limited	London	2	100.0	29.0	0.1
1138	TERRUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1139	TESATUR Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1140	TESATUR Beteiligungsgesellschaft mbH & Co. Objekt Halle I KG	Duesseldorf		100.0		
1141	TESATUR Beteiligungsgesellschaft mbH & Co. Objekt Nordhausen I KG	Duesseldorf		100.0		
1142	Thai Asset Enforcement and Recovery Asset Management Company Limited	Bangkok		100.0		
1143	The Debt Redemption Fund Limited	George Town		99.8		
1144	TIEDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1145	TIEDO Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Lager Nord KG	Duesseldorf		25.0		
1146	TOKOS GmbH	Luetzen-Gostau		100.0	505.8	0.9
1147	TOSSA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1148	TRAGO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1149	Trave Properties S.à r.l.	Luxembourg		25.0		
1150	TREMA Grundstücks-Vermietungsgesellschaft mbH	Berlin		50.0		
1151	TRENTO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1152	Treuinvest Service GmbH	Frankfurt		100.0		
1153	Trevona Limited	Road Town		100.0		
1154	TRINTO Beteiligungsgesellschaft mbH	Schoenefeld		50.0		
1155	TRIPLA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		100.0		
1156	Triplereason Limited	London		100.0	329.2	0.7
1157	Triton Beteiligungs GmbH	Frankfurt		33.1		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
1158	Triton Fund III G L.P.	St. Helier		62.5		
1159	TRS 1 LLC	Wilmington		100.0		
1160	TRS Aria LLC	Wilmington		100.0		
1161	TRS Babson I LLC	Wilmington		100.0		
1162	TRS Birch LLC	Wilmington		100.0		
1163	TRS Bluebay LLC	Wilmington		100.0		
1164	TRS Bruin LLC	Wilmington		100.0		
1165	TRS Callisto LLC	Wilmington		100.0		
1166	TRS Camulos LLC	Wilmington		100.0		
1167	TRS Cypress LLC	Wilmington		100.0		
1168	TRS DB OH CC Fund Financing LLC	Wilmington		100.0		
1169	TRS Eclipse LLC	Wilmington		100.0		
1170	TRS Elara LLC	Wilmington		100.0		
1171	TRS Elgin LLC	Wilmington		100.0		
1172	TRS Elm LLC	Wilmington		100.0		
1173	TRS Feingold O'Keeffe LLC	Wilmington		100.0		
1174	TRS Fore LLC	Wilmington		100.0		
1175	TRS Ganymede LLC	Wilmington		100.0		
1176	TRS GSC Credit Strategies LLC	Wilmington		100.0		
1177	TRS Haka LLC	Wilmington		100.0		
1178	TRS HY FNDS LLC	Wilmington		100.0		
1179	TRS Io LLC	Wilmington		100.0		
1180	TRS Landsbanki Islands LLC	Wilmington		100.0		
1181	TRS Leda LLC	Wilmington		100.0		
1182	TRS Maple LLC	Wilmington		100.0		
1183	TRS Metis LLC	Wilmington		100.0		
1184	TRS Oak LLC	Wilmington		100.0		
1185	TRS Plainfield LLC	Wilmington		100.0		
1186	TRS Poplar LLC	Wilmington		100.0		
1187	TRS Quogue LLC	Wilmington		100.0		
1188	TRS Scorpio LLC	Wilmington		100.0		
1189	TRS SeaCliff LLC	Wilmington		100.0		
1190	TRS Spruce LLC	Wilmington		100.0		
1191	TRS Stag LLC	Wilmington		100.0		
1192	TRS Stark LLC	Wilmington		100.0		
1193	TRS SVCO LLC	Wilmington		100.0		
1194	TRS Sycamore LLC	Wilmington		100.0		
1195	TRS Thebe LLC	Wilmington		100.0		
1196	TRS Tupelo LLC	Wilmington		100.0		
1197	TRS Venor LLC	Wilmington		100.0		
1198	TRS Walnut LLC	Wilmington		100.0		
1199	TRS Watermill LLC	Wilmington		100.0		
1200	TUDO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1201	TUGA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1202	TYRAS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1203	U.S.A. Institutional Tax Credit Fund C L.P.	Dover		22.5		
1204	U.S.A. Institutional Tax Credit Fund XCV L.P.	Wilmington		24.0		
1205	U.S.A. ITCF XCI L.P.	New York		100.0		
1206	VARIS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1207	VCG Venture Capital Fonds III Verwaltungs GmbH	Munich		100.0		
1208	VCG Venture Capital Gesellschaft mbH	Munich		100.0		
1209	VCG Venture Capital Gesellschaft mbH & Co. Fonds III KG i.L.	Munich		37.0		
1210	VCG Venture Capital Gesellschaft mbH & Co. Fonds III Management KG	Munich		26.7		
1211	VCJ Lease S.à r.l.	Luxembourg		95.0		
1212	VCM / BHF Initiatoren GmbH & Co. Beteiligungs KG	Eichenried		48.8		
1213	VCM Initiatoren III GmbH & Co. KG	Munich		24.9		
1214	VCM MIP III GmbH & Co. KG	Cologne		61.0		
1215	VCM MIP IV GmbH & Co. KG	Cologne		61.0		
1216	VCM Treuhand Beteiligungsverwaltung GmbH	Cologne		100.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
1217	VCP Treuhand Beteiligungsgesellschaft mbH	Cologne		100.0		
1218	VCP Verwaltungsgesellschaft mbH	Cologne		100.0		
1219	Vertriebsgesellschaft mbH der Deutschen Bank Privat- und Geschäftskunden	Berlin		100.0		
1220	Vesta Real Estate S.r.l.	Milan		100.0		
1221	VIERTE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1222	VIERTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1223	VIERUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1224	VIERZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1225	Volbroker.com Limited	London		22.5		
1226	VÖB-ZVD Processing GmbH	Frankfurt	1	100.0	15.2	0.0
1227	Wealthspur Investment Company Limited	Labuan		100.0		
1228	WEPLA Beteiligungsgesellschaft mbH	Frankfurt		100.0	76.5	(4.0)
1229	Weser Properties S.à r.l.	Luxembourg		25.0		
1230	WestLB Venture Capital Management GmbH & Co. KG	Cologne		50.0		
1231	Whale Holdings S.à r.l.	Luxembourg		100.0		
1232	Willem S.A.	Luxembourg		95.0		
1233	Wohnungs-Verwaltungsgesellschaft Moers mbH	Duesseldorf		50.0		
1234	Wohnungsgesellschaft HEGEMAG GmbH	Darmstadt		50.0		
1235	XARUS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1236	XELLUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1237	XENTIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1238	XERA Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1239	XERIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1240	5000 Yonge Street Toronto Inc.	Toronto		100.0		
1241	ZABATUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1242	ZAKATUR Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1243	ZALLUS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1244	ZANTOS Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf		50.0		
1245	ZARAT Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1246	ZARAT Beteiligungsgesellschaft mbH & Co. Objekt Leben II KG	Duesseldorf		97.7	13.0	(10.2)
1247	ZARGUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1248	ZEA Beteiligungsgesellschaft mbH	Schoenefeld		25.0		
1249	ZEHNTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1250	zeitinvest-Service GmbH	Frankfurt		25.0		
1251	ZELAS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1252	ZELAS Beteiligungsgesellschaft mbH & Co. Leben I KG	Duesseldorf		98.0	15.1	(9.8)
1253	ZENO Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1254	Zenwix Pty. Limited	Sydney		100.0		
1255	ZEPTOS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1256	ZEREVIS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1257	ZERGUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1258	Zhong De Securities Co., Ltd	Beijing		33.3	117.9	(4.6)
1259	ZIBE Grundstücks-Vermietungsgesellschaft mbH i.L.	Duesseldorf		50.0		
1260	ZIDES Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1261	ZIMBEL Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1262	ZINDUS Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1263	ZINUS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1264	ZIRAS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1265	ZITON Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1266	ZITRAL Beteiligungsgesellschaft mbH i.L.	Duesseldorf		50.0		
1267	ZITUS Grundstücks-Vermietungsgesellschaft mbH	Schoenefeld		50.0		
1268	ZONTUM Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1269	ZORUS Grundstücks-Vermietungsgesellschaft mbH	Duesseldorf		50.0		
1270	ZURET Beteiligungsgesellschaft mbH	Duesseldorf		50.0		

Serial No.	Name of company	Domicile of company	Footnote	Share of Capital in %	Own funds in € million	Result in € million
1271	ZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1272	ZWEITE Fonds-Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1273	ZWEITE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1274	ZWEIUNDZWANZIGSTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1275	ZWÖLFTE PAXAS Treuhand- und Beteiligungsgesellschaft mbH	Duesseldorf		50.0		
1276	ZYLUM Beteiligungsgesellschaft mbH	Schoenefeld		25.0		
1277	ZYRUS Beteiligungsgesellschaft mbH	Schoenefeld		25.0		
1278	ZYRUS Beteiligungsgesellschaft mbH & Co. Patente I KG i.L.	Schoenefeld		20.4		
1279	Zürich - Swiss Value AG in Liquidation	Zurich		50.1		

Serial No.	Name of company	Domicile of company	Footnote	Share of capital in %	Own funds in € million	Result in € million
1280	Abode Mortgage Holdings Corporation	Vancouver		8.5		
1281	ABRAAJ Holdings	George Town		8.8		
1282	Accunia A/S	Copenhagen		9.9		
1283	BATS Global Markets, Inc.	Wilmington		6.7		
1284	BBB Bürgschaftsbank zu Berlin-Brandenburg GmbH	Berlin		5.6		
1285	Bürgschaftsbank Brandenburg GmbH	Potsdam		8.5		
1286	Bürgschaftsbank Mecklenburg-Vorpommern GmbH	Schwerin		8.4		
1287	Bürgschaftsbank Sachsen GmbH	Dresden		6.3		
1288	Bürgschaftsbank Sachsen-Anhalt GmbH	Magdeburg		8.2		
1289	Bürgschaftsbank Schleswig-Holstein Gesellschaft mit beschränkter Haftung	Kiel		5.6		
1290	Bürgschaftsbank Thüringen GmbH	Erfurt		8.7		
1291	Bürgschaftsgemeinschaft Hamburg GmbH	Hamburg		8.7		
1292	Cecon ASA	Arendal		9.6		
1293	China Polymetallic Mining Limited	George Town		8.4		
1294	CIFG Holding Inc.	Wilmington		11.5		
1295	ConCardis Gesellschaft mit beschränkter Haftung	Eschborn		16.8		
1296	Damovo Group Holdings Limited	Camana Bay		16.0		
1297	Deutsche Steinzeug Cremer & Breuer Aktiengesellschaft	Alfter		17.2		
1298	Finance in Motion GmbH	Frankfurt		19.9		
1299	Hua Xia Bank Company Limited	Beijing		19.9		
1300	HYPOPORT AG	Berlin		9.7		
1301	ISWAP Limited	London		14.2		
1302	IVG Institutional Funds GmbH	Frankfurt		6.0		
1303	K & N Kenanga Holdings Bhd	Kuala Lumpur		13.8		
1304	K.K. D&M Holdings	Kawasaki		15.1		
1305	Landgesellschaft Mecklenburg-Vorpommern mit beschränkter Haftung	Leezen		11.0		
1306	Liquiditäts-Konsortialbank Gesellschaft mit beschränkter Haftung i.L.	Frankfurt		7.7		
1307	OTCderiv Limited	London		7.2		
1308	Philipp Holzmann Aktiengesellschaft i.L.	Frankfurt		19.5		
1309	Prader Bank S.p.A.	Bolzano		9.0		
1310	Private Export Funding Corporation	Wilmington		6.0		
1311	PT Buana Listya Tama Tbk	Jakarta		14.8		
1312	Reorganized RFS Corporation	Wilmington		6.2		
1313	Rinkai Nissan Kensetsu Kabushiki Kaisha	Tokyo		8.5		
1314	RREEF America REIT III, Inc.	Baltimore		7.9		
1315	Saarländische Investitionskreditbank Aktiengesellschaft	Saarbruecken		11.8		
1316	Servicios de Infraestructura de Mercado OTC S.A.	Santiago		6.7		
1317	Shunfeng Catering & Hotel Management Co., Ltd.	Beijing		6.4		
1318	Società per il Mercato dei Titoli di Stato - Borsa Obbligazionaria Europea S.p.A.	Rome		5.0		
1319	The Clearing House Association L.L.C.	Wilmington		5.6		
1320	TORM A/S	Hellerup		6.2		
1321	TradeWeb Markets LLC	Wilmington		5.5		
1322	United Information Technology Co. Ltd.	George Town		12.2		
1323	Veris Gold Corp.	Vancouver		7.4		
1324	Wilson HTM Investment Group Ltd	Brisbane		19.8		
1325	Yensai.com Co., Ltd.	Tokyo		7.1		

## Management Bodies

### Management Board

Jürgen Fitschen  
Co-Chairman

Anshuman Jain  
Co-Chairman

Stefan Krause

Dr. Stephan Leithner

Stuart Wilson Lewis

Rainer Neske

Henry Ritchotte

Christian Sewing  
since January 1, 2015

## Supervisory Board

**Dr. Paul Achleitner**  
– Chairman  
Munich

**Alfred Herling\***  
– Deputy Chairman  
Deutsche Bank AG,  
Wuppertal

**Frank Bsirske\***  
Chairman of the trade union ver.di  
(Vereinte Dienstleistungsgewerkschaft),  
Berlin

**John Cryan**  
President Europe, Head Africa,  
Head Portfolio Strategy, Head Credit  
Portfolio, Temasek International  
Pte Ltd.  
(until July 31, 2014),  
London

**Dina Dublon**  
New York

**Katherine Garrett-Cox**  
Chief Executive Officer of  
Alliance Trust Plc,  
Breachin, Angus

**Timo Heider\***  
BHW Bausparkasse AG,  
Emmerthal

**Sabine Irrgang\***  
Deutsche Bank AG,  
Mannheim

**Prof. Dr. Henning Kagermann**  
President of acatech – German  
Academy of Science  
and Engineering,  
Königs Wusterhausen

**Martina Klee\***  
Deutsche Bank AG,  
Frankfurt am Main

**Suzanne Labarge**  
until June 30, 2014  
Oakville

**Peter Löscher**  
Chief Executive Officer  
Renova Management AG,  
Munich

**Henriette Mark\***  
Deutsche Bank AG,  
Munich

**Louise Parent**  
since July 1, 2014  
Of Counsel, Cleary Gottlieb Steen &  
Hamilton LLP,  
New York

**Gabriele Platscher\***  
Deutsche Bank Privat- und  
Geschäftskunden AG,  
Braunschweig

**Bernd Rose\***  
Postbank GBR Filialbetrieb AG and  
Postbank Filial GmbH,  
Menden

**Rudolf Stockem\***  
Trade Union Secretary of ver.di –  
Vereinte Dienstleistungsgewerkschaft,  
Aachen

**Stephan Szukalski\***  
Deutsche Postbank AG,  
Frankfurt am Main

**Dr. Johannes Teyssen**  
Chairman of the  
Management Board of E.ON SE,  
Dusseldorf

**Georg Thoma**  
Of Counsel, Shearman & Sterling LLP  
(Partner until December 31, 2014),  
Neuss

**Prof. Dr. Klaus Rüdiger Trützschler**  
Essen

\*Elected by the employees in Germany

## Committees

### Chairman's Committee

Dr. Paul Achleitner  
– Chairman

Frank Bsirske\*

Alfred Herling\*

Prof. Dr. Henning Kagermann

### Mediation Committee

Dr. Paul Achleitner  
– Chairman

Alfred Herling\*

Prof. Dr. Henning Kagermann

Stephan Szukalski\*

### Audit Committee

John Cryan  
– Chairman

Dr. Paul Achleitner

Henriette Mark\*

Gabriele Platscher\*

Bernd Rose\*

Prof. Dr. Klaus Rüdiger Trützscher

### Risk Committee

Dina Dublon  
– Chairperson (since January 28,  
2015)

Dr. Paul Achleitner  
(Chairman until January 28, 2015)

John Cryan

Suzanne Labarge  
until June 30, 2014

Louise Parent  
since July 1, 2014

Rudolf Stockem\*

### Nomination Committee

Dr. Paul Achleitner  
– Chairman

Frank Bsirske\*

Alfred Herling\*

Prof. Dr. Henning Kagermann

Dr. Johannes Teysen

### Integrity Committee

Georg Thoma  
– Chairman

Dr. Paul Achleitner

Timo Heider\*

Sabine Irrgang\*

Martina Klee\*

Peter Löscher

### Compensation Control Committee

Dr. Paul Achleitner  
– Chairman

Frank Bsirske\*

Alfred Herling\*

Prof. Dr. Henning Kagermann

\*Elected by the employees in Germany.



## Advisory Boards

The Advisory Boards are published on  
Deutsche Bank's website at  
[www.db.com/advisory-boards](http://www.db.com/advisory-boards)

## List of Mandates

### Supervisory Board

#### Mandates according to § 285 No. 10 German Commercial Code (HGB) in conjunction with § 125 (1) sentence 5 Stock Corporation Act (AktG)

Memberships in supervisory boards to be formed by law of German corporations and comparable supervisory bodies at German and foreign business enterprises, as of February 2015. Changes in memberships during the year are noted with the date of joining and/or leaving.

For Supervisory Board members who left earlier, the mandates are shown as of the date they left. For new Supervisory Board members, the mandates shown are as of the date they joined.

Members of the Supervisory Board			
Mandate-Holder	Position	Company	Mandate
Dr. Paul Achleitner	Chairman of the Supervisory Board of Deutsche Bank AG	<b>External mandates</b>	
		Bayer AG	Member of the Supervisory Board
Frank Bsirske	Chairman of the trade union ver.di (Vereinte Dienstleistungsgewerkschaft)	Daimler AG	Member of the Supervisory Board
		<b>External mandates</b>	
		IBM Central Holding GmbH	Member of the Supervisory Board
		Kreditanstalt für Wiederaufbau (KfW)	Member of the Board of Directors
		RWE AG	Deputy Chairman of the Supervisory Board
		<b>Mandates in the Group</b>	
Deutsche Postbank AG	Deputy Chairman of the Supervisory Board		
John Cryan	President Europe, Head Africa, Head Portfolio Strategy and Head Credit Portfolio of Temasek International Pte Ltd. (until July 2014)	<b>External mandates</b>	
		Man Group plc	Non-Executive Director (since January 2015)
		ST Asset Management Pte Ltd. Tana Africa Capital Limited	Chairman of the Board of Directors Member of the Board of Directors
Dina Dublon		<b>External mandates</b>	
		Accenture PLC	Member of the Board of Directors
		Microsoft Corporation	Member of the Board of Directors (until December 2014)
		PepsiCo Inc.	Member of the Board of Directors
Katherine Garrett-Cox	Chief Executive Officer of Alliance Trust Plc	<b>External mandates</b>	
		Alliance Trust Investments (formerly Alliance Trust Asset Management Ltd.)	Chief Executive
		Alliance Trust Savings Ltd.	Executive Chairman
Timo Heider	Chairman of the Group Staff Council of Deutsche Postbank AG, Chairman of the General Staff Council of BHW Kreditservice GmbH, Chairman of the Staff Council of BHW Bausparkasse AG, BHW Kreditservice GmbH, Postbank Finanzberatung AG and BHW Holding AG, Member of the Group Staff Council of Deutsche Bank, Member of the European Staff Council	<b>Mandates in the Group</b>	
		BHW Bausparkasse AG	Deputy Chairman of the Supervisory Board
		BHW Holding AG	Deputy Chairman of the Supervisory Board (until November 2014)
		Deutsche Postbank AG	Member of the Supervisory Board
		Pensionskasse der BHW Barsparkasse AG VVaG	Deputy Chairman of the Supervisory Board
		PBC Banking Services GmbH	Member of the Advisory Board

Members of the Supervisory Board			
Mandate-Holder	Position	Company	Mandate
Alfred Herling	Deputy Chairman of the Supervisory Board of Deutsche Bank AG; Chairman of the Combined Staff Council Wuppertal/Sauerland of Deutsche Bank; Chairman of the General Staff Council of Deutsche Bank; Chairman of the Group Staff Council of Deutsche Bank; Member of the European Staff Council	No memberships or directorships subject to disclosure	
Sabine Irrgang	Head of Human Resources Management (Württemberg), Deutsche Bank AG	No memberships or directorships subject to disclosure	
Professor Dr. Henning Kagermann	President of acatech – German Academy of Science and Engineering	<u>External mandates</u> BMW Bayerische Motoren Werke AG Deutsche Post AG Franz Haniel & Cie. GmbH Münchener Rückversicherungs-Gesellschaft AG Nokia Corporation Wipro Technologies	Member of the Supervisory Board Member of the Supervisory Board Member of the Supervisory Board Member of the Supervisory Board Member of the Board of Directors (until June 2014) Member of the Board of Directors (until June 2014)
Martina Klee	Chairperson of the Staff Council Group COO Eschborn/Frankfurt of Deutsche Bank	<u>External mandates</u> Sterbekasse für die Angestellten der Deutschen Bank VVa.G.	Member of the Supervisory Board
Suzanne Labarge (until June 2014)		<u>External mandates</u> Coca-Cola Enterprises Inc. XL Group PLC	Member of the Board of Directors Member of the Management Board
Peter Löscher	Chief Executive Officer of Renova Management AG	<u>External mandates</u> Conscientia Investment Limited Münchener Rückversicherungs-Gesellschaft AG Sulzer AG TBG Limited (Thyssen Bornemisza Group) TBG AG (Thyssen Bornemisza Group)	Non Executive Director (since December 2014 until February 2015) Member of the Supervisory Board (until April 2014) Chairman of the Board of Directors (since March 2014) Non Executive Director (until November 2014) Non Executive Director (since December 2014)
Henriette Mark	Chairperson of the Combined Staff Council Munich and Southern Bavaria of Deutsche Bank; Member of the General Staff Council of Deutsche Bank; Member of the Group Staff Council of Deutsche Bank	No memberships or directorships subject to disclosure	
Louise M. Parent (since July 2014)	Of Counsel, Cleary Gottlieb Steen & Hamilton LLP	<u>External mandates</u> Zoetis Inc.	Member of the Board of Directors
Gabriele Platscher	Chairperson of the Combined Staff Council Braunschweig/Hildesheim of Deutsche Bank	<u>External mandates</u> BVV Versicherungsverein des Bankgewerbes a.G. BVV Versorgungskasse des Bankgewerbes e.V. BVV Pensionsfonds des Bankgewerbes AG	Deputy Chairperson of the Supervisory Board

<b>Members of the Supervisory Board</b>			
<b>Mandate-Holder</b>	<b>Position</b>	<b>Company</b>	<b>Mandate</b>
<b>Bernd Rose</b>	Chairman of the Joint General Staff Council of Postbank Filialvertrieb AG and Postbank Filial GmbH; Member of the General Staff Council of Deutsche Postbank; Member of the General Staff Council of Deutsche Bank; Member of the European Staff Council	<b>External mandates</b>	
		ver.di Vermögensverwaltungsgesellschaft	Deputy Chairman of the Supervisory Board
		<b>Mandates in the Group</b>	
		Deutsche Postbank AG	Member of the Supervisory Board
<b>Rudolf Stockem</b>	Secretary to the trade union ver.di (Vereinte Dienstleistungsgewerkschaft)	<b>Mandates in the Group</b>	
		Deutsche Bank Privat- und Geschäftskunden AG	Member of the Supervisory Board
		PBC Banking Services GmbH	Member of the Advisory Board
<b>Stephan Szukalski</b>	Federal Chairman of the German Association of Bank Employees (Deutscher Bankangestellten-Verband: DBV); Chairman of the Staff Council of Betriebs-Center für Banken AG	<b>External mandates</b>	
		Betriebs-Center für Banken AG	Member of the Supervisory Board
		PBC Banking Services GmbH	Member of the Advisory Board
<b>Dr. Johannes Teysen</b>	Chairman of the Board of Management of E.ON SE	<b>External mandates</b>	
		Salzgitter AG	Member of the Supervisory Board
<b>Georg F. Thoma</b>	Of Counsel, Shearman & Sterling LLP (Partner until December 31, 2014)	<b>External mandates</b>	
		NOVA Chemicals Corporation	Member of the Board of Directors (until February 2014)
		Sapinda Holding B.V.	Member of the Board of Directors (since July 2014)
<b>Professor Dr. Klaus Rüdiger Trützschler</b>		<b>External mandates</b>	
		Sartorius AG	Member of the Supervisory Board
		TAKKT AG	Deputy Chairman of the Supervisory Board (until June 2014)
		Wilh. Werhahn KG	Member of the Board of Directors
		Wuppermann AG	Chairman of the Supervisory Board
		Zwiesel Kristallglas AG	Chairman of the Supervisory Board

## Management Board

### Mandates according to § 285 No. 10 German Commercial Code (HGB) in conjunction with § 125 (1) sentence 5 Stock Corporation Act (AktG)

Memberships in supervisory boards to be formed by law of German corporations and comparable supervisory bodies at German and foreign business enterprises. Changes in memberships during the year are noted with the date of joining and/or leaving.

Memberships in supervisory bodies to be formed by law of large German and foreign corporations according to Section 340a (4) No. 1 of the German Commercial Code (HGB) are marked with \*.

As of: February 2015

For Management Board members who left earlier, the mandates are shown as of the date they left. For new Supervisory Board members, the mandates shown are as of the date they joined.

Members of the Management Board			
Mandate-Holder	Position	Company	Mandate
Jürgen Fitschen	Co-Chairman of the Management Board	<b>External mandates</b>	
		Kühne + Nagel International AG*	Member of the Board of Directors
		METRO AG*	Member of the Supervisory Board
		<b>Mandates in the Group</b>	
		Deutsche Bank Società per Azioni*	Chairman of the Supervisory Board (until June 2014)
		Deutsche Securities Saudi Arabia	Chairman of the Board of Directors (until June 2014)
Anshuman Jain	Co-Chairman of the Management Board	No memberships or directorships subject to disclosure	
Stefan Krause	Member of the Management Board	<b>Mandates in the Group</b>	
		BHF-BANK Aktiengesellschaft*	Chairman of the Supervisory Board (until March 2014)
		DEUKONA Versicherungs-Vermittlungs-GmbH	Chairman of the Advisory Board
		Deutsche Bank Europe GmbH	Chairman of the Supervisory Board
		Deutsche Bank Financial LLC*	Member of the Board of Directors
		Deutsche Bank Luxembourg S.A.	Chairman of the Supervisory Board
Dr. Stephan Leithner	Member of the Management Board	<b>External mandates</b>	
		BVV Pensionsfonds des Bankgewerbes AG	Member of the Supervisory Board (until June 2014)
		BVV Versicherungsverein des Bankgewerbes a.G.	Member of the Supervisory Board
		BVV Versorgungskasse des Bankgewerbes e.V.	Member of the Supervisory Board
		<b>Mandates in the Group</b>	
		Deutsche Bank Nederland N.V.	Vice Chairman of the Supervisory Board (until September 2014)
		OOO "Deutsche Bank"	Chairman of the Supervisory Board
Stuart Lewis	Member of the Management Board	<b>External mandates</b>	
		London Stock Exchange*	Member of the Board of Directors
		<b>Mandates in the Group</b>	
		Deutsche Bank Società per Azioni*	Member of the Supervisory Board
Rainer Neske	Member of the Management Board	<b>Mandates in the Group</b>	
		Deutsche Bank Privat- und Geschäftskunden AG*	Chairman of the Supervisory Board
		Deutsche Postbank AG*	Chairman of the Supervisory Board
Henry Ritchotte	Member of the Management Board	No memberships or directorships subject to disclosure	
Christian Sewing (since January 2015)	Member of the Management Board	<b>Mandates in the Group</b>	
		Deutsche Postbank AG*	Member of the Supervisory Board

## Employees of Deutsche Bank AG

### Mandates according to Section 340a (4) No. 1 of the German Commercial Code (HGB)

Memberships in supervisory bodies to be formed by law of large German and foreign corporations;

As of: December 31, 2014

Employees of Deutsche Bank AG		
Mandate-Holder	Company	Mandate
Burkhard Baum	<b>External mandates</b>	
	BIG BAU-Investitionsgesellschaft mbH	Member of the Supervisory Board
Rainer Bender	<b>External mandates</b>	
	Saint-Gobain Building Distribution Deutschland GmbH	Member of the Supervisory Board
Stefan Bender	<b>Mandates in the Group</b>	
	Deutsche Bank Europe GmbH	Member of the Supervisory Board
	Deutsche Bank Luxembourg S.A.	Member of the Supervisory Board
	Deutsche Bank Polska Spółka Akcyjna	Member of the Supervisory Board
	OOO "Deutsche Bank"	Member of the Supervisory Board
Brigitte Bomm	PJSC "Deutsche Bank DBU" Ukraine	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
	Deutsche Bank Luxembourg S.A.	Member of the Supervisory Board
Oliver Bortz	Deutsche Bank Privat- und Geschäftskunden AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Ralf Brümmer	Deutsche Bank Bauspar AG	Member of the Supervisory Board
	<b>External mandates</b>	
Thomas Buschmann	Bankpower GmbH Personaldienstleistungen	Deputy Chairman of the Supervisory Board
	<b>External mandates</b>	
Mary Campbell	Vallourec Deutschland GmbH	Member of the Supervisory Board
	VSM Vereinigte Schmirgel- und Maschinen-Fabriken AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Mary Chen-Eng	Deutsche Bank Luxembourg S.A.	Member of the Supervisory Board
	Deutsche Bank Polska S.A.	Member of the Supervisory Board
	Deutsche Bank Trust Company Americas	Member of the Board of Directors
	Deutsche Bank Trust Corporation	Member of the Board of Directors
Robert J. Dibble	<b>Mandates in the Group</b>	
	DB Structured Derivative Products, LLC	Member of the Board of Directors
Dario DiMuro	<b>Mandates in the Group</b>	
	DB U.S. Financial Markets Holding Corporation	Member of the Board of Directors
Michael Dituro	<b>Mandates in the Group</b>	
	Finanza & Futuro Banca S.p.A.	Member of the Supervisory Board
Karin Dohm	<b>Mandates in the Group</b>	
	DB Global Technology, Inc.	Member of the Board of Directors
Andreas Dörhöfer	<b>External mandates</b>	
	Deutsche EuroShop AG	Member of the Supervisory Board
Annemarie Ehrhardt	<b>External mandates</b>	
	Valovis Bank AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Gerhard Erb	Deutsche Bank Nederland N.V.	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Michele Faissola	Deutsche Bank Privat- und Geschäftskunden AG	Member of the Supervisory Board
	<b>External mandates</b>	
Richard W. Ferguson	Bezirksbaugenossenschaft Altwürttemberg e.G.	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
	Deutsche Bank (Suisse) S.A.	Chairman of the Supervisory Board
Richard W. Ferguson	Deutsche Asset & Wealth Management	Chairman of the Supervisory Board
	<b>Mandates in the Group</b>	
Richard W. Ferguson	DB U.S. Financial Markets Holding Corporation	Member of the Board of Directors
	Deutsche Bank Americas Holding Corp.	Member of the Board of Directors

Employees of Deutsche Bank AG		
Mandate-Holder	Company	Mandate
	Deutsche Bank Securities Inc.	Member of the Board of Directors
Dr. Roland Folz	<a href="#">External mandates</a>	
	Nürnberger Beteiligungs Aktiengesellschaft	Member of the Supervisory Board
	Studio Babelsberg AG	Chairman of the Supervisory Board
Paul G. Fraser	<a href="#">Mandates in the Group</a>	
	Deutsche Asset & Wealth Management Investment GmbH	Member of the Supervisory Board
Wolfgang Gaertner	<a href="#">Mandates in the Group</a>	
	German American Capital Corporation	Member of the Board of Directors
James Gnall	<a href="#">Mandates in the Group</a>	
	DB Investment Services GmbH	Chairman of the Supervisory Board
	Deutsche Bank Società per Azioni	Member of the Supervisory Board
Joachim Häger	<a href="#">Mandates in the Group</a>	
	DB Energy Trading LLC	Member of the Board of Directors
Carmen Herbstritt	Deutsche Bank Securities Inc.	Member of the Board of Directors
	<a href="#">Mandates in the Group</a>	
Henning Heuerding	Sal. Oppenheim jr. & Cie. AG & Co. KGaA	Member of the Supervisory Board
	<a href="#">Mandates in the Group</a>	
	Deutsche Bank Luxembourg S.A.	Member of the Supervisory Board
Majid Julfar	Deutsche Holdings (Luxembourg) S.à.r.l.	Member of the Supervisory Board
	Sal. Oppenheim jr. & Cie. AG & Co. KGaA	Member of the Supervisory Board
	<a href="#">Mandates in the Group</a>	
Thomas Keller	Sal. Oppenheim jr. & Cie. AG & Co. KGaA	Deputy Chairman of the Supervisory Board
	<a href="#">External mandates</a>	
Susanne Kloess	United Daipara Dairies	Member of the Board of Directors
	<a href="#">External mandates</a>	
Stefan Knoll	GEZE GmbH	Member of the Supervisory Board
	<a href="#">External mandates</a>	
	Eurex Frankfurt AG	Member of the Supervisory Board
	<a href="#">Mandates in the Group</a>	
Cao Koch-Weser	BHW Bausparkasse AG	Member of the Supervisory Board
	Deutsche Bank Bauspar AG	Member of the Supervisory Board
	Postbank Filialvertrieb AG	Member of the Supervisory Board
Frank Kuhnke	<a href="#">Mandates in the Group</a>	
	RREEF Investment GmbH	Member of the Supervisory Board
Britta Lehfeldt	<a href="#">External mandates</a>	
	BG Group plc	Member of the Board of Directors
Marc Melzer	<a href="#">Mandates in the Group</a>	
	Deutsche Bank Nederland N.V.	Member of the Supervisory Board
Michael Münch	DWS Investment S.A.	Member of the Board of Directors
	<a href="#">Mandates in the Group</a>	
Nikitas Psyllakis	Deutsche Bank Bauspar AG	Member of the Supervisory Board
	<a href="#">External mandates</a>	
Andreas Rathmann	Investitionsbank Sachsen-Anhalt	Member of the Board of Directors
	<a href="#">External mandates</a>	
	Berlin Phil Media GmbH	Member of the Supervisory Board
Andreas Rathmann	<a href="#">Mandates in the Group</a>	
	DB Consorzio S.a.r.l.	Member of the Board of Directors
Andreas Rathmann	Deutsche Bank (Malta) Ltd.	Member of the Board of Directors
	<a href="#">Mandates in the Group</a>	
Andreas Rathmann	DB Service Centre Limited	Member of the Board of Directors
	Sal. Oppenheim jr. & Cie. Luxembourg S.A.	Member of the Board of Directors

Employees of Deutsche Bank AG		
Mandate-Holder	Company	Mandate
Joseph Rice	<b>Mandates in the Group</b>	
	DB Holdings (New York), Inc.	Member of the Board of Directors
	DB Structured Derivative Products, LLC	Member of the Board of Directors
Dr. Christian Ricken	German American Capital Corporation	Member of the Board of Directors
	<b>External mandates</b>	
	Hua Xia Bank Company Limited	Member of the Board of Directors
Dr. Herbert Schäffner	<b>Mandates in the Group</b>	
	Deutsche Bank Privat- und Geschäftskunden AG	Member of the Supervisory Board
	Deutsche Postbank AG	Member of the Supervisory Board
Dwight Silvera	<b>External mandates</b>	
	BHS tabletop AG	Member of the Supervisory Board
Scott Simon	<b>Mandates in the Group</b>	
	DB Structured Products, Inc.	Member of the Board of Directors
M. Eric Smith	<b>Mandates in the Group</b>	
	Deutsche Bank Securities Inc.	Member of the Board of Directors
Till Staffeldt	<b>Mandates in the Group</b>	
	DB U.S. Financial Markets Holding Corporation	Member of the Board of Directors
	Deutsche Bank Americas Holding Corp.	Member of the Board of Directors
	Deutsche Bank Trust Company Americas	Member of the Board of Directors
Werner Steinmüller	Deutsche Bank Trust Corporation	Member of the Board of Directors
	<b>Mandates in the Group</b>	
	Deutsche Bank Privat- und Geschäftskunden AG	Member of the Supervisory Board
Peter Tils	Deutsche Bank Societ� per Azioni*	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
	Deutsche Bank Nederland N.V.	Chairman of the Supervisory Board
Christiof von Dryander	Deutsche Postbank AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
	Deutsche Bank Polska S.A.	Chairman of the Supervisory Board
	OOO "Deutsche Bank"	Member of the Supervisory Board
Wilhelm von Haller	Public joint-stock company "Deutsche Bank DBU"	Chairman of the Supervisory Board
	<b>Mandates in the Group</b>	
	Deutsche Asset & Wealth Management Investment GmbH	Member of the Supervisory Board
Karl von Rohr	Deutsche Bank Privat- und Geschäftskunden AG	Member of the Supervisory Board
	<b>External mandates</b>	
	Aesculap AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Nikolaus von Tippelskirch	Deutsche Bank �sterreich AG	Member of the Supervisory Board
	Deutsche Oppenheim Family Office AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
David Waill	Deutsche Bank Luxembourg S.A.	Member of the Supervisory Board
	Deutsche Postbank AG	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Ulf Wokurka	Deutsche Bank (Suisse) SA	Member of the Board of Directors
	Deutsche Holdings (Luxembourg) S.�.r.l.	Member of the Supervisory Board
	<b>Mandates in the Group</b>	
Dr. Tanja Zschach	Deutsche Bank Trust Company Americas	Member of the Board of Directors
	Deutsche Bank Trust Corporation	Member of the Board of Directors
	<b>External mandates</b>	
Dr. Tanja Zschach	JSC Halyk Bank of Kazakhstan	Member of the Board of Directors
	Kazakhstan Development Bank Joint-Stock Company	Member of the Supervisory Board
	Sekerbank T.A.S.	Member of the Board of Directors
	<b>External mandates</b>	
	Th�ringer Aufbaubank, Anstalt des �ffentlichen Rechts	Deputy Member of the Board of Directors



Frankfurt am Main, March 4, 2015

Deutsche Bank Aktiengesellschaft

The Management Board



Jürgen Fitschen



Anshuman Jain



Stefan Krause



Stephan Leithner



Stuart Lewis



Rainer Neske



Henry Ritchoffe



Christian Sewing

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## Confirmations

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Management Board

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## Responsibility Statement by the Management Board

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements of Deutsche Bank AG give a true and fair view of the assets, liabilities, financial position and profit or loss of the Deutsche Bank AG, and the management report of Deutsche bank AG includes a fair review of the development and performance of the business and the position of Deutsche Bank AG, together with a description of the principal opportunities and risks associated with the expected development of the Deutsche Bank AG.

Frankfurt am Main, March 4, 2015



Jürgen Fitschen



Anshuman Jain



Stefan Krause



Stephan Leithner



Stuart Lewis



Rainer Neske



Henry Ritchotte



Christian Sewing

## Auditor's Report

We have audited the annual financial statements, comprising the balance sheet, the income statement and the notes to the financial statements, together with the bookkeeping system, and the management report of Deutsche Bank AG, Frankfurt am Main for the business year from January 1, 2014 to December 31, 2014. The maintenance of the books and records and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's management. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and the management report based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 of the German Commercial Code [Handelsgesetzbuch "HGB"] and German generally accepted standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany [Institut der Wirtschaftsprüfer "IDW"]. Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with [German] principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the annual financial statements comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with [German] principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Frankfurt am Main

March 6, 2015

KPMG AG

Wirtschaftsprüfungsgesellschaft

Pukropski

Beier

Wirtschaftsprüfer

Wirtschaftsprüfer

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# 2015

## Financial Calendar

April 29, 2015  
Interim Report as of March 31, 2015

May 21, 2015  
Annual Gen2eral Meeting in the Festhalle  
Frankfurt am Main (Exhibition Center)

May 22, 2015  
Dividend payment

July 30, 2015  
Interim Report as of June 30, 2015

October 28, 2015  
Interim Report as of September 30, 2015

# 2016

## Financial Calendar

January 28, 2016  
Preliminary results for the 2015 financial year

March 15, 2016  
Annual Report 2015 and Form 20-F

April 28, 2016  
Interim Report as of March 31, 2016

May 19, 2016  
Annual General Meeting in the Festhalle  
Frankfurt am Main (Exhibition Center)

May 20, 2016  
Dividend payment

July 28, 2016  
Interim Report as of June 30, 2016

October 27, 2016  
Interim Report as of September 30, 2016

**NAMES AND ADDRESSES**

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***Deutsche Bank Aktiengesellschaft***

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60325 Frankfurt am Main

Germany

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London EC2N 2DB

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20121 Milan

Italy

***Deutsche Bank AG, Sucursal em Portugal***

***Rua Castilho, 20***

***1250-069 Lisbon***

***Portugal***

***Deutsche Bank AG, Sucursal en España***

***Paseo De La Castellana, 18***

***28046 Madrid***

***Spain***

**SIGNATURES**

Frankfurt am Main, 1 April 2015

Deutsche Bank AG