

DEUTSCHE BANK AG, LONDON BRANCH

Issue of up to EUR 30,000,000 Deutsche Bank AG (DE) Fund Opportunity Coupon Plus 2025 Notes linked to DNCA Invest - Eurose - Class A - EUR, due December 2025 (the "**Notes**" or the "**Securities**")

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

Issue Price: 102 per cent. of the Nominal Amount per Note

WKN / ISIN: DB1ZAP / XS0461366329

Prospectus

This document constitutes a prospectus (the "**Prospectus**") for the purposes of Article 5.3 of Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**") relating to the above-referenced Securities issued by Deutsche Bank AG, acting through its London branch (the "**Issuer**"). The Prospectus will be published on the Luxembourg Stock Exchange website, www.bourse.lu.

Programme

The Prospectus is one of a number of prospectuses under the x-markets Programme for the issuance of Notes, Certificates and Warrants (the "**Programme**") of the Issuer and Deutsche Bank AG.

The Securities

The Securities are in the form of Notes and are issued by the Issuer under the Programme. The terms and conditions of the Securities will comprise:

- the General Conditions (the "**General Conditions**") as incorporated by reference from the Base Prospectus (as defined below); and
- the product terms of the Securities, as completing and amending the General Conditions, as set forth in "Product Terms" below.

Information incorporated by reference

This Prospectus incorporates by reference certain information from (i) the base prospectus in relation to the Programme dated 18 December 2014 (the "**Base Prospectus**"), (ii) the EMTN Base Prospectus dated 25 June 2015, the First Supplement to the EMTN Base Prospectus dated 7 August 2015, the Second Supplement to the EMTN Base Prospectus dated 2 October 2015, the Third Supplement to the EMTN Base Prospectus dated 13 October 2015 and the Fourth Supplement to the EMTN Base Prospectus dated 11 November 2015 (as supplemented, the "**EMTN Base Prospectus**"), (iii) the Interim Report of Deutsche Bank Aktiengesellschaft as of 30 September 2015 (the "**30 September 2015 Interim Report**"), (iv) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2014 (the "**2014 Financial Report**") and (v) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2013 (the "**2013 Financial Report**") (see "Documents Incorporated by Reference" below). You should read this Prospectus together with such information from the Base Prospectus, the EMTN Base Prospectus, the 30 September 2015 Interim Report, the 2014 Financial Report and the 2013 Financial Report.

Risk Factors

Before purchasing Securities, you should consider, in particular, the "Risk Factors" below together with the relevant Risk Factors incorporated by reference from the Base Prospectus and the EMTN Base Prospectus.

The date of this Prospectus is 24 November 2015

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IMPORTANT NOTICES

CSSF disclaimer: This Prospectus has been approved by the *Commission de surveillance du secteur financier* (the "**CSSF**"), as competent authority under the Prospectus Directive. By approving this Prospectus the CSSF gives no undertaking as to the economical and financial soundness of the operation or the quality or solvency of the Issuer in line with the provisions of Article 7(7) of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 (as amended).

Listing and admission to trading: Application has been made to the Luxembourg Stock Exchange for the Securities to be admitted to the Official List and trading on its regulated market. There can be no assurance that any such listing will be obtained, or if obtained, will be maintained. The regulated market of the Luxembourg Stock Exchange is a regulated market for the purposes of the Markets in Financial Instruments Directive (Directive 2004/39/EC). This Prospectus will constitute a prospectus for the purposes of the Prospectus Directive.

No other information: In connection with the issue and sale of the Securities, no person is authorised to give any information or to make any representation not contained in the Prospectus, and neither the Issuer nor the Dealer accepts responsibility for any information or representation so given that is not contained in the Prospectus.

Restrictions on distribution: The distribution of the Prospectus and the offering of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus comes are required by the Issuer to inform themselves about, and to observe, such restrictions.

Important U.S. notice: The Securities have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**"). Subject to certain exemptions, the Securities may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, U.S. persons. A further description of the restrictions on offers and sales of the Securities in the United States or to U.S. persons is set forth in the section entitled "General Selling and Transfer Restrictions" of the Base Prospectus (as defined below), which is incorporated by reference into this document.

Information only as at the date hereof: The delivery of this document at any time does not imply that any information contained herein is correct at any time subsequent to the date hereof.

No rating: The Securities have not been rated.

SUMMARY

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

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of 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>Warning that:</p> <ul style="list-style-type: none"> • the Summary should be read as an introduction to the Prospectus; • any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor; • 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 EU member states, have to bear the costs of translating the Prospectus, before the legal proceedings are initiated; and • civil liability attaches only to those persons who have tabled the Summary including any translation thereof, 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.
A.2	Consent to use of the Prospectus:	<ul style="list-style-type: none"> • The Issuer consents to the use of the Prospectus for subsequent resale or final placement of the Securities by the following financial intermediary (individual consent): Deutsche Bank AG, Brussels Branch, Avenue Marnixlaan 13-15, Brussels, Belgium. • The subsequent resale or final placement of Securities by financial intermediaries can be made from, and including, 24 November 2015 to, and including, 15 December 2015 (the "Subscription Period") as long as this Prospectus is valid in accordance with Article 9 of the Prospectus Directive. • Such consent is not subject to or given under any condition. • 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.

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 (" Deutsche Bank " or the " Bank ").
B.2	Domicile, Legal Form, Legislation and Country of Incorporation	<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.</p> <p>Deutsche Bank AG, acting through its London branch ("Deutsche Bank AG, London Branch") is domiciled at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.</p>
B.4b	Known trends affecting the Issuer and the	With the exception of the effects of the macroeconomic conditions and market environment, litigation risks associated with the financial markets crisis as well as the effects of legislation and regulations applicable to financial institutions in Germany and the European Union, there

	industries in which it operates	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 " Deutsche Bank Group ").																																								
B.9	Profit forecasts or estimate	Not applicable; no profit forecast or estimate is made.																																								
B.10	Qualifications in the audit report	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 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 as well as from the unaudited consolidated interim financial statements as of 30 September 2014 and of 30 September 2015.</p> <table border="1"> <thead> <tr> <th></th> <th>31 December 2013 (IFRS, audited)</th> <th>30 September 2014 (IFRS, unaudited)</th> <th>31 December 2014 (IFRS, audited)</th> <th>30 September 2015 (IFRS, unaudited)</th> </tr> </thead> <tbody> <tr> <td>Share capital (in EUR)</td> <td>2,609,919,078.40</td> <td>3,530,939,215.36[*]</td> <td>3,530,939,215.36</td> <td>3,530,939,215.36[*]</td> </tr> <tr> <td>Number of ordinary shares</td> <td>1,019,499,640</td> <td>1,379,273,131[*]</td> <td>1,379,273,131</td> <td>1,379,273,131[*]</td> </tr> <tr> <td>Total assets (in million Euro)</td> <td>1,611,400</td> <td>1,709,189</td> <td>1,708,703</td> <td>1,719,374</td> </tr> <tr> <td>Total liabilities (in million Euro)</td> <td>1,556,434</td> <td>1,639,083</td> <td>1,635,481</td> <td>1,650,495</td> </tr> <tr> <td>Total equity (in million Euro)</td> <td>54,966</td> <td>70,106</td> <td>73,223</td> <td>68,879</td> </tr> <tr> <td>Core Tier 1 capital ratio / Common Equity Tier 1 capital ratio^{1,2}</td> <td>12.8%</td> <td>14.7%</td> <td>15.2%</td> <td>13.4%³</td> </tr> <tr> <td>Tier 1 capital ratio²</td> <td>16.9%</td> <td>15.5%</td> <td>16.1%</td> <td>15.0%⁴</td> </tr> </tbody> </table> <p>[*] Source: Issuer's website: https://www.deutsche-bank.de/ir/en/content/ordinary_share.htm as of 24 November 2015 (and the information appearing on such website does not form part of this Prospectus)</p> <p>¹ The CRR/CRD 4 framework replaced the term Core Tier 1 by Common Equity Tier 1.</p> <p>² Capital ratios for 2014 and 2015 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>³ The Common Equity Tier 1 capital ratio as of 30 September 2015 on the basis of</p>		31 December 2013 (IFRS, audited)	30 September 2014 (IFRS, unaudited)	31 December 2014 (IFRS, audited)	30 September 2015 (IFRS, unaudited)	Share capital (in EUR)	2,609,919,078.40	3,530,939,215.36 [*]	3,530,939,215.36	3,530,939,215.36 [*]	Number of ordinary shares	1,019,499,640	1,379,273,131 [*]	1,379,273,131	1,379,273,131 [*]	Total assets (in million Euro)	1,611,400	1,709,189	1,708,703	1,719,374	Total liabilities (in million Euro)	1,556,434	1,639,083	1,635,481	1,650,495	Total equity (in million Euro)	54,966	70,106	73,223	68,879	Core Tier 1 capital ratio / Common Equity Tier 1 capital ratio ^{1,2}	12.8%	14.7%	15.2%	13.4% ³	Tier 1 capital ratio ²	16.9%	15.5%	16.1%	15.0% ⁴
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		<p>CRR/CRD 4 fully loaded was 11.5%.</p> <p>⁴ The Tier 1 capital ratio as of 30 September 2015 on the basis of CRR/CRD 4 fully loaded was 12.6%.</p>
	No material adverse change in the prospects	There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2014.
	Significant changes in the financial or trading position	Not applicable. There has been no significant change in the financial or trading position of Deutsche Bank Group since 30 September 2015.
B.13	Recent events material to the Issuer's solvency	Not applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	Dependence upon group entities	<p>Please read the following information together with Element B.5.</p> <p>Not applicable. The Issuer is not dependent upon other entities.</p>
B.15	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"> • 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). <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>Deutsche Bank will reorganize its business operations under a new segment structure. Effective January 1, 2016, a business division called Corporate & Investment Banking will be created by combining the Corporate Finance business in CB&S and Global Transaction Banking (GTB). CB&S's sales and trading activities will be combined in a newly created business division called Global Markets. The name "CB&S" will cease to exist. Additional changes will affect Deutsche Asset & Wealth Management. High net worth clients will be served by Private Wealth Management which will be run as an independent business unit within the Private & Business Clients business division. Deutsche Asset Management will become a stand-alone business division and focus exclusively on institutional clients and the funds business.</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"> • subsidiaries and branches in many countries; • representative offices in other countries; and • one or more representatives assigned to serve customers in a large number of additional countries.

B.16	Controlling persons	Not applicable. Based on notifications of major shareholdings pursuant to sections 21 et seq. of the German Securities Trading Act (<i>Wertpapierhandelsgesetz - WpHG</i>), there are only three shareholders holding more than 3 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.17	Credit ratings to the Issuer and the Securities	<p>Issuer Rating</p> <p>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").</p> <p>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.</p> <p>As of 8 October 2015, the following ratings were assigned to Deutsche Bank:</p> <table border="1" data-bbox="624 770 1286 1099"> <thead> <tr> <th>Rating Agency</th> <th>Long term</th> <th>Short term</th> <th>Outlook</th> </tr> </thead> <tbody> <tr> <td>Moody's</td> <td>A3</td> <td>P-2</td> <td>negative</td> </tr> <tr> <td>S&P</td> <td>BBB+</td> <td>A-2</td> <td>stable</td> </tr> <tr> <td>Fitch</td> <td>A</td> <td>F1</td> <td>negative</td> </tr> <tr> <td>DBRS</td> <td>A</td> <td>R-1 (low)</td> <td>stable</td> </tr> </tbody> </table> <p>The Securities are not rated.</p>	Rating Agency	Long term	Short term	Outlook	Moody's	A3	P-2	negative	S&P	BBB+	A-2	stable	Fitch	A	F1	negative	DBRS	A	R-1 (low)	stable
Rating Agency	Long term	Short term	Outlook																			
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Fitch	A	F1	negative																			
DBRS	A	R-1 (low)	stable																			

Element	Section C – Securities	
C.1	Type and the class of the securities, including any security identification number	<p>Type of Securities</p> <p>The <i>Securities</i> are Notes (the "Securities"). For a further description see Elements C.9 and C.10.</p> <p>Security identification number(s) of Securities</p> <p>ISIN: XS0461366329</p> <p>WKN: DB1ZAP</p> <p>Common Code: 046136632</p> <p>RIC: DEDB1ZAP=DBBL</p>
C.2	Currency of the securities issue	Euro (" EUR ")
C.5	Restrictions on the free transferability of the securities	Each Security is transferable in accordance with applicable law and any rules and procedures for the time being of any Clearing Agent through whose books such Security is transferred.
C.8	Rights attached to the securities, including ranking and limitations to	<p>Governing law of the Securities</p> <p>The Securities will be governed by, and construed in accordance with, English law. The constituting of the Securities may be governed by the laws of the jurisdiction of the Clearing</p>

	those rights	<p>Agent.</p> <p>Rights attached to the Securities</p> <p>The Securities provide holders of the Securities, on redemption or upon exercise, with a claim for payment of a cash amount. The Securities may also provide holders with an entitlement for the payment of a coupon.</p> <p>Status of the Securities</p> <p>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> <p>Limitations to the rights attached to the Securities</p> <p>Under the terms and conditions of the Securities, the Issuer is entitled to terminate and cancel the Securities and to amend the terms and conditions of the Securities.</p>
C.9	The nominal interest rate, the date from which interest becomes payable and the due dates for interest, where the rate is not fixed, description of the underlying on which it is based, maturity date and arrangements for the amortization of the loan, including the repayment procedures, an indication of yield, name of representative of debt security holders	<p>Coupon Payment Date: Each of 16 December 2016, 15 December 2017, 17 December 2018, 17 December 2019, 17 December 2020, 17 December 2021, 16 December 2022, 15 December 2023 and 17 December 2024 or, in each case, if later, the fifth Business Day following the Coupon Observation Date immediately preceding such date, and the Settlement Date.</p> <p>Settlement Date and Redemption: The later of (a) 17 December 2025, and (b) the fifth Business Day after the last Coupon Observation Date.</p> <p>The Securities redeem on the Settlement Date at a cash amount equal to 100 per cent. of the nominal amount of each Note, being EUR 1,000 per Note (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>Yield: Not applicable; the Securities do not pay a fixed coupon</p> <p>Name of representative of debt security holders: Not applicable; there is no representative of debt security holders</p>
C.10	Derivative component in the interest payment.	<p>In respect of each Coupon Observation Date, a Coupon Payment will be made on the next following Coupon Payment Date.</p> <p>The amount of coupon paid on a Coupon Payment Date depends on the value, price or level of the Underlying on the Coupon Observation Date falling immediately prior to such Coupon Payment Date and whether such Coupon Observation Date falls earlier or later in the term of the Note. The Coupon Payment on a Coupon Payment Date will be calculated as (i) the Nominal Amount, multiplied by (ii) the Participation Factor, multiplied by (iii) one divided by the Coupon Divisor, and further multiplied by (iv) the Reference Level of the Underlying on the Coupon Observation Date falling immediately prior to such Coupon Payment Date divided by the Initial Reference Level of the Underlying, minus one (the "Underlying Return"). The Coupon Payment will be subject to a minimum of EUR 10 and a maximum of EUR 50.</p> <p>If the Reference Level of the Underlying on the first Coupon Observation Date is 105 per cent. of its Initial Reference Level, the Coupon Payment will be EUR 35. If the Reference Level of the Underlying on the last Coupon Observation Date is 105 per cent. of its Initial Reference Level, the Coupon Payment will be the minimum of EUR 10. The Coupon Divisor will be different for each Coupon Observation Date, and the Coupon Divisor will be higher for later Coupon Observation Dates, which will result in a larger proportional reduction of Coupon Payments for Coupon Payment Dates falling later in time.</p> <p>Coupon Observation Dates: 9 December 2016, 8 December 2017, 10 December 2018, 10 December 2019, 10 December 2020, 10 December 2021, 9</p>

		<p>December 2022, 8 December 2023, 10 December 2024 and 10 December 2025</p> <p>Coupon Divisor: For the Coupon Observation Date scheduled to fall on (i) 9 December 2016, one, (ii) 8 December 2017, two, (iii) 10 December 2018, three, (iv) 10 December 2019, four, (v) 10 December 2020, five, (vi) 10 December 2021, six, (vii) 9 December 2022, seven, (viii) 8 December 2023, eight, (ix) 10 December 2024, nine, (x) 10 December 2025, ten</p> <p>Initial Reference Level: The Reference Level on the Initial Valuation Date</p> <p>Initial Valuation Date: 17 December 2015</p> <p>Participation Factor 70 per cent.</p> <p>Reference Level: The official net asset value of the Underlying for any day</p> <p>Underlying</p> <p>Type: Fund Share</p> <p>Name: DNCA Invest - Eurose - Class A - EUR</p> <p>ISIN: LU0284394235</p> <p>Information on the historical and ongoing performance of the Underlying and its volatility can be obtained from Bloomberg page LEODEFA LX <Equity></p>
C.11	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 question	Application will be made to list the Securities on the Official List of the Luxembourg Stock Exchange and to trade them on the Regulated Market of the Luxembourg Stock Exchange, which is a regulated market for the purposes of Directive 2004/39/EC, with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

Element	Section D – Risks	
D.2	Key information on the key risks that are specific to the issuer	<p>Investors will be exposed to the risk of the Issuer becoming insolvent as a 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"> • 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

		<p>business model.</p> <ul style="list-style-type: none"> • 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. • Legislation in the United States and in Germany as well as 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
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		<p>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 and developed the next phase of its strategy in the form of its Strategy 2020, which was announced in April 2015 and updated and further specified on 29 October 2015. 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"> • 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 subject to a number of investigations by regulatory and law enforcement agencies globally as well as associated civil actions relating to potential misconduct. The eventual outcomes of these matters are unpredictable, and may materially and adversely affect Deutsche Bank's results of operations, financial condition and reputation. • 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. • Deutsche Bank may have difficulties selling non-core assets at favourable 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.
D.3	Key information on the risks that are specific and individual to the securities.	<p>Securities are linked to the Underlying</p> <p>Amounts payable periodically or on exercise or redemption of the Securities, as the case may be, are linked to the Underlying which comprises one Reference Item. 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</p>

		<p>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>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>Risks associated with the Underlying</p> <p>Because of the Underlying's influence on the entitlement from the Security investors are exposed to risks both during the term and also at maturity, which are also generally associated with an investment in the respective fund share and investments in funds in general.</p> <p>Currency risks</p> <p>Investors face an exchange rate risk if the Settlement Currency is not the currency of the investor's home jurisdiction.</p> <p>Early Termination</p> <p>The Terms and Conditions of the Securities include a provision pursuant to which, either at the option of the Issuer or otherwise where certain conditions are satisfied, the Issuer is entitled to redeem or cancel the Securities early. Upon such early redemption or cancellation, depending on the event which resulted in such early redemption or cancellation, the Issuer will pay either a specified minimum amount in respect of each Nominal Amount, plus, in certain circumstances, an additional coupon, or, in limited circumstances, only the market value of the Securities less the direct and indirect costs to the issuer of unwinding or adjusting any underlying related hedging arrangements, which may be zero. 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 or cancellation. During any period where the Securities may be redeemed or cancelled 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>Risks at maturity</p> <p>The Coupon Payment on an annual Coupon Payment Date depends on (i) the Participation Factor, multiplied by (ii) the Underlying Return on the Coupon Observation Date immediately preceding such Coupon Payment Date, further multiplied by (iii) one divided by the relevant Coupon Divisor for such Coupon Observation Date, which will be higher for later Coupon Observation Dates. The Coupon Payment will be subject to a minimum of EUR 10 and a maximum of EUR 50.</p> <p>If on the first Coupon Observation Date the Reference Level of the Underlying is 101.4286 per cent. of its Initial Reference Level or less, the Coupon Payment on the following Coupon Payment Date will be the minimum of EUR 10. If on the fifth Coupon Observation Date the Reference Level of the Underlying is 107.1429 per cent. of its Initial Reference Level or less, the Coupon Payment on the following Coupon Payment Date will be the minimum of EUR 10. If on the last Coupon Observation Date the Reference Level of the Underlying is 114.2857 per cent. of its Initial Reference Level or less, the Coupon Payment on the following Coupon Payment Date will be the minimum of EUR 10. Although the Reference Level of the Underlying on a later Coupon Observation Date is higher than the earlier Coupon Observation Date(s), an investor could receive the minimum Coupon Payment of EUR 10 on the following Coupon Payment Date.</p> <p>It is thus possible that the total Coupon Payments made throughout the term of the Note will be EUR 100. If this occurs, while an investor will receive on the Settlement Date 100% of the Nominal Amount of each Note (subject to the credit risk of the Issuer), he will not receive any return beyond this and the coupons received on and prior to the Settlement Date.</p>
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Element	Section E – Offer	
E.2b	Reasons for the	Not applicable, making profit and/or hedging certain risks are the reasons for the offer.

	offer, use of proceeds, estimated net proceeds		
E.3	Terms and conditions of the offer	<p>Conditions to which the offer is subject:</p> <p>Number of the Securities:</p> <p>The Subscription Period</p> <p>Cancellation of the Issuance of the Securities:</p> <p>Early Closing of the Subscription Period of the Securities:</p> <p>Investor minimum subscription amount:</p> <p>Investor maximum subscription 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>The offer of the Securities is conditional on their issue.</p> <p>An aggregate nominal amount of up to EUR 30,000,000.</p> <p>Applications to subscribe for the Securities may be made through the Distributor(s) from, and including, 24 November 2015 until, and including, 15 December 2015.</p> <p>The Issuer reserves the right for any reason to reduce the number of Securities offered.</p> <p>The Issuer reserves the right for any reason to cancel the issuance of the Securities.</p> <p>The Issuer reserves the right for any reason to close the Subscription Period early.</p> <p>EUR 1,000.</p> <p>Not applicable; there is no investor maximum subscription amount.</p> <p>Applications to purchase Securities will be made through the offices of Deutsche Bank AG, Brussels Branch, Avenue Marnixlaan 13-15, Brussels, Belgium.</p> <p>Not applicable.</p> <p>Investors will be notified by the relevant Distributor of their allocations of Securities and the settlement arrangements in respect thereof. The Securities will be issued and delivered on the Issue Date against payment to the Issuer by the relevant Distributor of the net subscription price.</p> <p>The Issuer will in its sole discretion determine the final amount of Securities to be issued (which will be dependent on the outcome of the offer), up to a limit of an aggregate nominal amount of EUR 30,000,000.</p> <p>The results of the offer will be available from the Distributors following the Subscription Period and prior to the Issue Date at the offices of the Distributor (Avenue Marnixlaan 13-15, Brussels, Belgium).</p> <p>Not applicable.</p> <p>Offer may be made in Belgium to any person who 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,</p>

		<p>offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.</p> <p>Each investor will be notified by the relevant Distributor of its allocation of Securities after the end of the Subscription Period and before the Issue Date.</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: 102 per cent. of the Nominal Amount</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Save for the Issue Price, which includes the commissions payable to the Distributors of up to 4.5 per cent. of the Nominal Amount (such commission comprising (a) a Placement Fee of up to 2.0 per cent. and (b) a Distribution Fee of up to 2.5 per cent., which is equivalent to approximately 0.45 per cent. per annum of the Securities placed through such Distributor), the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Deutsche Bank AG, Brussels Branch, Avenue Marnixlaan 13-15, Brussels, Belgium (the "Distributor")</p> <p>Name and address of the Paying Agent: Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.</p> <p>Name and address of the Calculation Agent: Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.</p>
E.4	Interest that is material to the issue/offer including confliction interests	Save for the Distributor(s) regarding the fees, as far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.
E.7	Estimated expenses charged to the investor by the issuer or offeror	Save for the Issue Price, which includes the commissions payable to the Distributors of up to 4.5 per cent. of the Nominal Amount (such commission comprising (a) a Placement Fee of up to 2.0 per cent. and (b) a Distribution Fee of up to 2.5 per cent., which is equivalent to approximately 0.45 per cent. per annum of the Securities placed through such Distributor), the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.

RISK FACTORS

Before purchasing Securities, you should consider the relevant Risk Factors incorporated by reference from the Base Prospectus and the EMTN Base Prospectus (including any relevant supplement(s) to the Base Prospectus and/or the EMTN Base Prospectus) (See "Documents Incorporated by Reference" below). Such risk factors are risk factors that are material to the Securities in order to assess the market risk associated with them or which may affect the Issuer's ability to fulfil its obligations under them.

Risks at maturity

The Coupon Payment on an annual Coupon Payment Date depends on (i) the Participation Factor, multiplied by (ii) the Underlying Return on the Coupon Observation Date immediately preceding such Coupon Payment Date, further multiplied by (iii) one divided by the relevant Coupon Divisor for such Coupon Observation Date, which will be higher for later Coupon Observation Dates. The Coupon Payment will be subject to a minimum of EUR 10 and a maximum of EUR 50.

If on the first Coupon Observation Date the Reference Level of the Underlying is 101.4286 per cent. of its Initial Reference Level or less, the Coupon Payment on the following Coupon Payment Date will be the minimum of EUR 10. If on the fifth Coupon Observation Date the Reference Level of the Underlying is 107.1429 per cent. of its Initial Reference Level or less, the Coupon Payment on the following Coupon Payment Date will be the minimum of EUR 10. If on the last Coupon Observation Date the Reference Level of the Underlying is 114.2857 per cent. of its Initial Reference Level or less, the Coupon Payment on the following Coupon Payment Date will be the minimum of EUR 10. Although the Reference Level of the Underlying on a later Coupon Observation Date is higher than the earlier Coupon Observation Date(s), an investor could receive the minimum Coupon Payment of EUR 10 on the following Coupon Payment Date.

It is thus possible that the total Coupon Payments made throughout the term of the Note will be EUR 100. If this occurs, while an investor will receive on the Settlement Date 100% of the Nominal Amount of each Note (subject to the credit risk of the Issuer), he will not receive any return beyond this and the coupons received on and prior to the Settlement Date.

You should also consider the following risk factors:

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, even if the terms of the Securities are such that, absent such insolvency, the Securities would be principal protected Securities. The insolvency of the Issuer may also result in a partial or total loss of any Minimum Redemption Amount that may be applicable to the Securities.

2. Adjustment Events and Adjustment/Termination 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. However, the Calculation Agent may decide to make no adjustments to the Terms and Conditions following the occurrence of an Adjustment 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. In addition, if the terms of the Securities specify that "Minimum Redemption Amount Payable" will apply, and if the Adjustment/Termination Event is not an Illegality Event or a Force Majeure Event, then, if no such adjustment to the terms of the Securities is made by the Calculation Agent, the Issuer will pay the Minimum Redemption Amount (which will be 100 per cent. of the principal amount of the relevant Security or a greater or lesser amount, as specified in the terms of the Securities) on the original date scheduled for settlement of the Securities, but less any tax or withholding required by law. However, if the terms of the Securities do not specify that "Minimum Redemption Amount Payable" will apply, or if the Adjustment/Termination Event is an Illegality Event or a Force Majeure Event, then, if no such adjustment to the terms of the Securities is made by the Calculation Agent, the Issuer will pay, usually prior to the scheduled settlement date of the Securities, an amount which the Calculation Agent determines to be their fair market value, taking into account the relevant event, less the direct and indirect cost to the Issuer of unwinding or adjusting any underlying related hedging arrangements, and less any tax or withholding required by law. Such amount may be significantly less than an investor's initial investment in Securities and in certain circumstances may be zero.

Either payment described in the above paragraph will be in lieu of any obligation under the Securities to pay the Cash Amount, any coupon or other amounts, or deliver the Physical Delivery Amount, as applicable, and will discharge the Issuer's obligations to make these other payments or deliveries.

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 practical 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.**

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.

DOCUMENTS INCORPORATED BY REFERENCE

The Prospectus should be read and construed in conjunction with the documents incorporated by reference into this Prospectus. The information contained in the following document(s) is hereby incorporated by reference into this Prospectus and deemed to form a part of this Prospectus:

- (a) the Base Prospectus dated 18 December 2014 relating to the Deutsche Bank Aktiengesellschaft x-markets Programme for the issuance of Notes, Certificates and Warrants (the "**Base Prospectus**");
- (b) the Interim Report of Deutsche Bank Aktiengesellschaft as of 30 September 2015 (the "**30 September 2015 Interim Report**");
- (c) the Deutsche Bank Aktiengesellschaft EUR 80 billion Debt Issuance Programme Base Prospectus dated 25 June 2015 (the "**EMTN Base Prospectus**");
- (d) the First Supplement to the EMTN Base Prospectus dated 7 August 2015 (the "**First Supplement to the EMTN Base Prospectus**");
- (e) the Second Supplement to the EMTN Base Prospectus dated 2 October 2015 (the "**Second Supplement to the EMTN Base Prospectus**");
- (f) the Third Supplement to the EMTN Base Prospectus dated 13 October 2015 (the "**Third Supplement to the EMTN Base Prospectus**");
- (g) the Fourth Supplement to the EMTN Base Prospectus dated 11 November 2015 (the "**Fourth Supplement to the EMTN Base Prospectus**");
- (h) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2014 ("**2014 Financial Report**"); and
- (i) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2013 ("**2013 Financial Report**").

Following the publication of this Prospectus a supplement may be prepared by the Issuer and approved by the CSSF in accordance with Article 16 of the Prospectus Directive. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document which is incorporated by reference in this Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

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

Information incorporated by reference	English language version
<i>From the Base Prospectus</i>	
Risk Factors in Respect of the Securities, other than risk factor entitled " <i>Resolution Measures</i> "	108-139
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From the First Supplement to the EMTN Base Prospectus

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From the 2014 Financial Report

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Consolidated Statement of Changes in Equity	316-317
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From the 2013 Financial Report

Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2013	
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Consolidated Statement of Changes in Equity	286-287
Consolidated Statement of Cash Flows	288
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Independent Auditors' Report	448-449

The information incorporated by reference which is not included in the cross-reference list, is

considered as additional information and is not required by the relevant schedules of the Regulation 809/2004 of the European Commission, as amended. Any documents incorporated by reference in the EMTN Base Prospectus or the Base Prospectus (including any documents incorporated by reference in any supplements to these documents) shall not thereby be deemed incorporated by reference in this Prospectus and are either deemed not relevant for an investor or are otherwise covered elsewhere in this Prospectus.

The documents specified above and incorporated by reference shall be available in physical form at the registered office of the Issuer and, in case of admission to trading of the Securities on the Luxembourg Stock Exchange, in Luxembourg in physical form at the office of Deutsche Bank Luxembourg S.A. at 2, boulevard Konrad Adenauer, L-1115 Luxembourg or at the Issuer's listing agent in Luxembourg, Banque de Luxembourg S.A., at 14, boulevard Royal L-2449, Luxembourg, and at the Issuer's Zurich Branch, Uraniastrasse 9, PF 3604, CH-8021 Zurich, Switzerland (where it can also be ordered by telephone +41 44 227 3781 or fax +41 44 227 3084).

The documents incorporated by reference shall also be available for viewing on the website of the Luxembourg Stock Exchange: www.bourse.lu. For the avoidance of doubt, the content of the website www.bourse.lu does not form part of this Prospectus.

PRODUCT TERMS

The Securities will be subject to the General Conditions (the "**General Conditions**"), as set out in the Base Prospectus and also to the following provisions (the "**Product Terms**"). Each reference in such General Conditions to the "Final Terms" shall be deemed to be deleted and replaced by the "Product Terms". In the case of a discrepancy or conflict with such General Conditions or Product Terms, the Product Terms shall prevail.

General Definitions applicable to the Securities

Security type	Note
ISIN	XS0461366329
WKN	DB1ZAP
Common Code	046136632
Issuer	Deutsche Bank AG, London Branch
Number of Securities	of Aggregate nominal amount of up to EUR 30,000,000
Issue Price	102 per cent. of the Nominal Amount per Note
Issue Date	17 December 2015
Nominal Amount	EUR 1,000 per Note
Calculation Agent	The Issuer
Underlying	Type: Fund Share Name: DNCA Invest - Eurose - Class A - EUR Management Company: DNCA Finance Luxembourg SA Bloomberg page: LEODEFA LX <Equity> Reference Source: as defined in §5(5)(i) of the General Conditions Reference Currency: EUR ISIN: LU0284394235 Fund Business Day: applicable
Settlement	Cash Settlement
Initial Reference Level	The Reference Level on the Initial Valuation Date
Reference Level	An amount which shall be deemed to be a monetary value in the Reference Currency equal to the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified in the definition of the Underlying

Relevant Reference Value	Level	The net asset value of the Underlying on the Reference Source
Initial Date	Valuation	17 December 2015
Coupon Observation Date		9 December 2016, 8 December 2017, 10 December 2018, 10 December 2019, 10 December 2020, 10 December 2021, 9 December 2022, 8 December 2023, 10 December 2024 and 10 December 2025
Coupon Dates	Payment	Each of 16 December 2016, 15 December 2017, 17 December 2018, 17 December 2019, 17 December 2020, 17 December 2021, 16 December 2022, 15 December 2023 and 17 December 2024 or, in each case, if later, the fifth Business Day following the Coupon Observation Date immediately preceding such date, and the Settlement Date.

General Definitions applicable to Notes
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Participation Factor	70 per cent.
Cash Amount	The Nominal Amount
Coupon Payment	Coupon Payment applies
Coupon Amount	<p>In respect of a Coupon Observation Date, the Coupon Amount paid on the Coupon Payment Date immediately after such Coupon Observation Date will be an amount equal to the product of:</p> <ul style="list-style-type: none"> (i) the Nominal Amount, multiplied by (ii) the Participation Factor, multiplied by (iii) the quotient of (a) and (b): <ul style="list-style-type: none"> where: (a) is one (as numerator); and (b) is the Coupon Divisor in respect of the Coupon Observation Date falling immediately prior to such Coupon Payment Date (as denominator), and further multiplied by (iv) the Underlying Return in respect of the Coupon Observation Date falling immediately prior to such Coupon Payment Date, <p>provided that such Coupon Amount will not be greater than the Maximum Amount and will not be less than the Minimum Amount.</p>
Coupon Divisor	<ul style="list-style-type: none"> (a) In respect of the first Coupon Observation Date, one; (b) in respect of the second Coupon Observation Date, two; (c) in respect of the third Coupon Observation Date, three;

- (d) in respect of the fourth Coupon Observation Date, four;
- (e) in respect of the fifth Coupon Observation Date, five;
- (f) in respect of the sixth Coupon Observation Date, six;
- (g) in respect of the seventh Coupon Observation Date, seven;
- (h) in respect of the eighth Coupon Observation Date, eight;
- (i) in respect of the ninth Coupon Observation Date, nine; and
- (j) in respect of the Last Coupon Observation Date, ten.

Last Coupon Observation Date The Coupon Observation Date scheduled to fall latest in time.

Underlying Return In respect of each Coupon Observation Date, an amount equal to:

- (a) the quotient of:
 - (i) the Reference Level of the Underlying in respect of such Coupon Observation Date (as numerator); and
 - (ii) the Initial Reference Level of the Underlying (as denominator), minus
- (b) one

Maximum Amount EUR 50, being an amount equal to five per cent. (5%) of the Nominal Amount

Minimum Amount EUR 10, being an amount equal to one per cent. (1%) of the Nominal Amount

Settlement Date The later of (a) 17 December 2025 and (b) the fifth Business Day after the Last Coupon Observation Date

Further Definitions applicable to the Securities

Settlement Currency Euro ("**EUR**")

Business Day A day on which the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET2) system (or any successor thereto) is open, and on which commercial banks and foreign exchange markets settle payments in the Business Day Locations. 24 December and 31 December each year are not considered Business Days

Business Day Location(s) London and Luxembourg

Payment Day Location(s) London and Luxembourg

Correction Period	Two Business Days prior to the due date for any payment or delivery under the Securities, the amount of which is determined in whole or in part by reference to such value or price of the Reference Item
Form of Securities	Global Security in bearer form
Clearing Agent	Euroclear Bank S.A./N.V., 1 boulevard Albert II, 1210 Bruxelles, Belgium Clearstream Banking Luxembourg S.A., 42 avenue John F. Kennedy, L-1855 Luxembourg
Governing Law	English law
Minimum Redemption Amount Payable	Applicable
Minimum Redemption Amount	100 per cent. of the Nominal Amount
Amendment of the General Conditions	General Condition §6(1), §6(2), §6(3) and §6(4) in the Base Prospectus shall be deleted and replaced with the provisions in the Annex

Annex

Amended General Condition §6(1), §6(2), §6(3) and §6(4)

(1) Adjustment Events

The occurrence of any of the following events set out under "General" or "Specific" 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:

- (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:

any of the events or circumstances specified as Adjustment Events in para. (5).

The occurrence of any such Adjustment Event may materially affect (i) the economic equivalence of the Securities before and after the occurrence of such an event, and/or (ii) the cost of maintaining the Securities or Hedging Arrangements for the Securities, in each case 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) 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, in its reasonable discretion, either (i) make no adjustments or modifications to the Terms and Conditions, or (ii) make such adjustments to the Terms and Conditions as it, in its reasonable discretion, determines necessary or appropriate in order (a) to account for the effect of such Adjustment Event, (b) 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 (c) to enable it to maintain its Hedging Arrangements (if applicable, as determined by the Calculation Agent), 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. 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. For the avoidance of doubt, if a Minimum Redemption Amount is specified in the Product Terms, such adjustments shall not reduce the Cash Amount paid upon redemption of the Securities on the Settlement Date to an amount less than the Minimum Redemption Amount, unless §6(4)(d) applies 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.

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" or "Specific" 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:

- (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 de-listing, 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), or, "Minimum Redemption Amount Payable" has been specified to apply in the Product Terms and, in the reasonable determination of the Calculation Agent, the direct and indirect costs to the Issuer to effect an appropriate adjustment in respect of such Adjustment Event and resulting from and connected with effecting such adjustment, would, if deducted (on a pro rata amount per Security) from the Cash Amount payable (disregarding such adjustment), reduce the amount payable on the Settlement Date to an amount less than the Minimum Redemption Amount;
- (d) the Issuer determines that:
 - (i) the performance of its obligations under the Securities has or will become illegal (an "**Illegality Event**");
 - (ii) the performance of its obligations under the Securities would incur materially increased direct or indirect costs, taxes, duties or expenses (as compared to the position on the Issue Date); or
 - (iii) 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, a "**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:

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 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 impracticality 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 (if applicable) to pay the Minimum Redemption Amount in respect of each Security held by each Securityholder in discharge of its obligation to pay the Cash Amount, any coupons or other amounts or deliver the Physical Delivery Amount, as applicable, or, in certain cases, 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. (c) below allows for the payment of an amount equal to the Minimum Redemption Amount in respect of each Security held by each Securityholder in discharge of the Issuer's obligation to make payments and/or deliveries in respect of the Securities and 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), the Calculation Agent may make such adjustments to the Terms and Conditions as it, in its reasonable discretion, determines necessary or appropriate in order (i) to account for the effect of such Adjustment/Termination Event, (ii) 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 (iii) to enable it to maintain its Hedging Arrangements (if applicable, as determined by the Calculation Agent) 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/Termination 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. For the avoidance of doubt, if a Minimum Redemption Amount is specified in the Product Terms, such adjustments shall not reduce the Cash Amount paid upon redemption of the Securities on the Settlement Date to an amount less than the Minimum Redemption Amount, unless §6(4)(d) applies 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 "Minimum Redemption Amount Payable" has been specified to apply in the Product Terms and if the Adjustment/Termination Event is other than an Illegality Event or a Force Majeure Event, if (i) the Calculation Agent is not able to determine or effect an appropriate adjustment pursuant to §6(4)(a) or §6(4)(b) (where Underlying Replacement has been specified to apply in the Product Terms), or (ii) in the reasonable determination of the Calculation Agent, the direct and indirect costs to the Issuer to effect an appropriate adjustment pursuant to §6(4)(a) or §6(4)(b) (where Underlying Replacement has been specified to apply in the Product Terms) and resulting from and connected with effecting such adjustment, would, if deducted (on a pro rata amount per Security) from the Cash Amount payable (disregarding such adjustment), reduce the amount payable on the Settlement Date to an amount less than the Minimum Redemption Amount, the Issuer may give notice to the Securityholders in accordance with §16 (such notice, the "**Minimum Redemption Amount Notice**") that it shall discharge its obligation to pay the Cash Amount, any coupons or other amounts and/or to deliver the Physical Delivery Amount, as applicable, in respect of the Securities by payment to each Securityholder in respect of each Security held by such Securityholder of an amount equal to the "**Minimum Redemption Amount**" (which will be 100 per cent. of the Nominal Amount of

the relevant Security or such other greater or lesser amount in respect of each Security, as specified in the Product Terms) in respect of each Security on the Settlement Date, and the Securityholders will not receive any Cash Amount, any coupons or other amounts or any Physical Delivery Amount, as applicable, on the Settlement Date or on any other date. The Minimum Redemption Amount Notice shall also contain brief details of the Adjustment/Termination Event. If the Minimum Redemption Amount 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 Minimum Redemption Amount and the Calculation Agent shall notify the Securityholders of such adjustments (if any) in accordance with §16. However, if 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 or adjusting any underlying related Hedging Arrangements, all as determined by the Calculation Agent in its reasonable discretion (the "**Net Market Value**"), is greater than present value as of the date on which the Adjustment/Termination Event occurred of the Minimum Redemption Amount, then the difference between the two amounts shall be paid in respect of each Security as an additional coupon as soon as practicable after the date on which the Adjustment/Termination Event occurred. Upon payment of the Minimum Redemption Amount on the Settlement Date and the additional coupon (if any) referred to in the preceding sentence, the Issuer shall have no further obligation whatsoever under the Securities; or

- (d) **If either (a) Minimum Redemption Amount Payable has not been specified to apply in the Product Terms, or (b) the Adjustment/Termination Event is an Illegality Event or a Force Majeure Event, and (i) if the Calculation Agent is not able to determine or effect an appropriate adjustment pursuant to §6(4)(a) or §6(4)(b) (where Underlying Replacement has been specified to apply in the Product Terms), or (ii) if, in the reasonable determination of the Calculation Agent, the direct and indirect costs to the Issuer to effect an appropriate adjustment pursuant to §6(4)(a) or §6(4)(b) (where Underlying Replacement has been specified to apply in the Product Terms) and resulting from and connected with effecting such adjustment, would, if deducted (on a pro rata amount per Security) from the Cash Amount payable (disregarding such adjustment), reduce the amount payable on the Settlement Date to an amount less than the Minimum Redemption Amount, 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 Net Market Value of a Security. Payment will be made in such manner as shall be notified to the Securityholders in accordance with §16.**

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.

up and delivering the Securities:	relevant financial intermediary of their allocations of Securities and the settlement arrangements in respect thereof
	The Securities will be issued and delivered on the Issue Date against payment to the Issuer of the net subscription price
Manner in and date on which results of the offer are to be made public:	The Issuer will in its sole discretion determine the final amount of Securities to be issued (which will be dependent on the outcome of the offer), up to a limit of an aggregate nominal amount of EUR 30,000,000.
	The results of the offer will be available from the Distributors following the Subscription Period and prior to the Issue Date at the offices of the Distributor (Avenue Marnixlaan 13-15, Brussels, Belgium).
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:	Offers may be made in Belgium to any person who complies with all other requirements for investment as set out in the Base Prospectus or otherwise determined by the Issuer and/or the relevant financial intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Each investor will be notified by the relevant Distributor of its allocation of Securities after the end of the Subscription Period and before the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Save for the Issue Price, which includes the commissions payable to the Distributors, details of which are set out in the section below entitled "Fees", the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place	Deutsche Bank AG - Brussels Branch, Avenue Marnixlaan 13-15, Brussels, Belgium (the " Distributor " and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the " Distributors ")

FEES

Fees paid by the Issuer to the Distributor

Trailer Fee	Not applicable
Placement Fee	The Issue Price contains a fee of up to 2.00 per cent. of the Nominal Amount per Note
Distribution Fee	The Distributor will purchase the securities at a discount from the Issuer of up to 2.5 per cent. of the Nominal Amount of the Securities placed through it.
Total Fees	Therefore, where the distribution fee is at the maximum level of 2.5 per cent., the total fees would be 4.5 per cent., which would be equivalent to approximately 0.45 per cent. per annum over ten years.
Fees charged by the Issuer to the Securityholders post issuance	Not applicable

SECURITY RATINGS

Rating	The Securities have not been rated
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INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable as set out under "Fees" above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer

REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Reasons for offer	The net proceeds from each issue of Securities will be applied by the Issuer as set out under the heading "Use of Proceeds" in the Base Prospectus
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PUBLICATION OF NOTICES

Publication of notices	Notices will be published in accordance with §16(1)(a) and/or §16(1)(b)
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INFORMATION RELATING TO THE UNDERLYING

Information on the Underlying, on the past and future performance of the Underlying and its volatility can be obtained on Bloomberg page LEODEFA LX <Equity>.

FURTHER INFORMATION PUBLISHED BY THE ISSUER

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

COUNTRY SPECIFIC INFORMATION

Agent in Belgium	The Agent in Belgium is Deutsche Bank AG, acting through its branch in
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Brussels, being as at the Issue Date at the following address: Avenue Marnixlaan 13-15, 1000 Brussels, Belgium.

Additional information relating to Belgian law: The Issuer could be required to comply with the provisions of the Belgian Code of Economic Law, especially the provisions on unfair terms in the application of the terms and conditions as set out in the Base Prospectus and the Prospectus relating to this product in Belgium, insofar as these provisions are applicable. In this respect, every significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus or in the Prospectus which is capable of affecting the assessment of the Securities and which arises or is noted between the time when the Base Prospectus or the Prospectus (as applicable) is approved and the final closing of the offer to the public or, as the case may be, the time when trading on a regulated market begins, shall be mentioned in a supplement to the Base Prospectus or the Prospectus (as relevant).

IMPORTANT LEGAL INFORMATION

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 below, to the use of the Prospectus during the Subscription Period 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 was given to only one (individual consent) specified financial intermediary, being Deutsche Bank AG, Brussels Branch, Avenue Marnixlaan 13-15, Brussels, Belgium and only for offers made in Belgium to any person who 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 intermediary. In other EEA countries, offers may only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.

Such consent by the Issuer is subject to each dealer and/or financial intermediary complying with the terms and conditions described in this Prospectus as well as any applicable selling restrictions. The distribution of this Prospectus 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 comes is 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 financial intermediaries.

In case of an offer being made by a financial intermediary, such financial intermediary must provide information to investors on the terms and conditions of the offer at the time the offer is made.

Any new information with respect to financial intermediaries unknown at the time of the approval of the Prospectus will be published on the internet page www.x-markets.db.com (and the information appearing on such website does not form part of this Prospectus).

Responsibility Statement: The Issuer accepts responsibility for the information contained in this document. To the best of the knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

GENERAL INFORMATION

1. 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. There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2014. There has been no significant change in the financial position of Deutsche Bank Group since 30 September 2015.
3. Save as disclosed in the EMTN Base Prospectus, under the title "Legal and Arbitration Proceedings" on pages 86 to 98, as supplemented by the First Supplement to the EMTN Base Prospectus dated 7 August 2015 on pages 18 to 33 and the Fourth Supplement to the EMTN Base Prospectus dated 11 November 2015 on pages 20 to 37, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware) during the last twelve months which may have, or have had in the recent past, significant effects on the Issuer's financial position or profitability.
4. So long as Securities are capable of being issued under the Programme, copies of the following documents will be available from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Luxembourg:
 - (i) the articles of association (with an English translation where applicable) of the Issuer;
 - (ii) the audited consolidated and non-consolidated annual financial statements of Deutsche Bank in respect of the financial years ended 31 December 2014 and 31 December 2013 (in German and each with an English translation thereof);
 - (iii) this Prospectus;
 - (iv) the 30 September 2015 Interim Report;
 - (v) the EMTN Base Prospectus;
 - (vi) the First Supplement to the EMTN Base Prospectus;
 - (vii) the Second Supplement to the EMTN Base Prospectus;
 - (viii) the Third Supplement to the EMTN Base Prospectus;
 - (ix) the Fourth Supplement to the EMTN Base Prospectus; and
 - (x) the Base Prospectus.
5. The Issuer does not intend to provide any post-issuance information regarding the Underlying or in relation to any issues of Securities under the Programme, except if required by any applicable law or regulation.

Issuer

Deutsche Bank Aktiengesellschaft

Taunusanlage 12
60325 Frankfurt am Main
Germany

also acting through its branch office:

Deutsche Bank AG, London Branch

Winchester House
1 Great Winchester Street
London EC2N 2DB, United Kingdom

Calculation Agent and Paying Agent

Deutsche Bank AG, London Branch

Winchester House
1 Great Winchester Street
London EC2N 2DB, United Kingdom

Paying Agent in Luxembourg

Deutsche Bank Luxembourg S.A.

2, boulevard Konrad Adenauer
L-1115 Luxembourg
Luxembourg

Listing Agent in Luxembourg

Banque de Luxembourg S.A.

14, boulevard Royal
L-2449 Luxembourg
Luxembourg