

USE OF A BENCHMARK

The Securities reference The STOXX Global Select Dividends 100 Index EUR which is provided by STOXX Limited. As at the date of these Final Terms, STOXX Limited does not appear in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation ((EU) 2016/1011).

Final Terms dated 13 November 2019 Amended and Restated 28 February 2023 for the Base Prospectus dated 8 February 2019

DEUTSCHE BANK AG FRANKFURT am MAIN

Issue of up to 100,000 Certificates (corresponds to product no. C55 in the Base Prospectus)

(the "Securities")

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

Issue Price: 100% of the Nominal Amount

WKN/ISIN: DS3N3N / XS1809926428

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

Terms and Conditions (Product Terms)

Further Information about the Offering of the Securities

These Final Terms have been prepared for the purpose of Article 5 (4) of the Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the "Prospectus Directive") and must be read in conjunction with the Base Prospectus dated 8 February 2019 (including the documents incorporated by reference into the Base Prospectus) (the "Base Prospectus") which constitutes a base prospectus for the purpose of the Prospectus Directive.

The Base Prospectus, any supplement to the Base Prospectus and the Final Terms, together with any translations thereof, or of the Summary as amended to reflect the provisions in the Final Terms, will be available on the Issuer's website (www.xmarkets.db.com) and/or (www.investment-products.db.com).

In addition, the Base Prospectus shall be available in physical form and free of charge at the registered office of the Issuer, Deutsche Bank AG, CIB, GME X-markets, Mainzer Landstrasse 11-17, 60329 Frankfurt am Main, its London branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB, its Milan Branch at Via Filippo Turati 27, 20121 Milano, Italy, its Portuguese Branch at Rua Castilho, 20, 1250-069 Lisbon, Portugal and its Spanish Branch at Paseo De La Castellana, 18, 28046 Madrid, Spain.

Terms and Conditions

The following "**Product Terms**" of the Securities shall, for the relevant series of Securities, complete and put in concrete terms the General Conditions for the purposes of such series of Securities. The Product Terms and General Conditions together constitute the "**Terms and Conditions**" of the relevant Securities. In the event of any inconsistency between these Product Terms and the General Conditions, these Product Terms shall prevail for the purposes of the Securities.

General Definitions Applicable to the Securities	
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Security Type	Certificate
ISIN	XS1809926428
WKN	DS3N3N
Common Code	180992642
Issuer	Deutsche Bank AG, Frankfurt am Main
Number of the Securities	Up to 100,000 Securities
Issue Price	100% of the Nominal Amount
Nominal Amount	EUR 1,000 per security
Issue Date	17 January 2020
Value Date	17 January 2020
Calculation Agent	the Issuer
Underlying	Type: Index Name: STOXX Global Select Dividends 100 Index EUR Index Sponsor: STOXX Limited Bloomberg page: SDGP <Index> Reuters RIC: .SDGP Reference Source: as defined in §5(5)(i) of the General Conditions Multi-Exchange Index: applicable Reference Currency : Euro ("EUR")
Settlement	Cash Settlement
Initial Reference Level	The Reference Level on the Initial Valuation Date
Final Reference Level	The Reference Level on the Valuation Date
Reference Level	In respect of any day an amount (which shall be deemed to be a monetary value in the Settlement Currency) equal to: the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified in the specification of the Underlying

Relevant Reference Level Value	The official closing level of the Underlying on the Reference Source										
Initial Valuation Date	17 January 2020										
Valuation Date	17 January 2025										
Settlement Date	The third Business Day following: (a) in the event of a Redemption Event, relevant Observation Date or (b) otherwise Valuation Date or, if such day is not a Business Day, the Settlement Date is postponed to the next day which is a Business Day.										
Observation Date(s)	17 January 2025 (the “ Observation Date ”)										
Coupon Payment	Coupon Payment applies <ul style="list-style-type: none"> (a) If the Relevant Reference Level Value of the Underlying on a Coupon Observation Date is above or equal to the Coupon Threshold, the Coupon Payment will be made on the next Coupon Payment Date, or (b) if the Relevant Reference level Value of the Underlying on a Coupon Observation Date is below the Coupon Threshold no Coupon Payment will be made on the next Coupon Payment Date. <p>If any Coupon Amount will be payable on the Coupon Payment Date falling on the Settlement Date, such Coupon Amount will be payable together with, if applicable, any Cash Amount payable on the Settlement Date.</p>										
Coupon Observation Date	Each of 18 January 2021, 17 January 2022, 17 January 2023, 17 January 2024, and the Valuation Date										
Coupon Threshold	100 per cent of the Initial Reference Level										
Coupon Amount	<table border="1"> <tr> <td>First Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Second Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Third Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Fourth Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Last Coupon Payment Date</td> <td>EUR 25</td> </tr> </table>	First Coupon Payment Date	EUR 25	Second Coupon Payment Date	EUR 25	Third Coupon Payment Date	EUR 25	Fourth Coupon Payment Date	EUR 25	Last Coupon Payment Date	EUR 25
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Second Coupon Payment Date	EUR 25										
Third Coupon Payment Date	EUR 25										
Fourth Coupon Payment Date	EUR 25										
Last Coupon Payment Date	EUR 25										
Coupon Payment Date	In respect of each Coupon Observation Date: <table border="1"> <tr> <td>First Coupon Payment Date</td> <td>21 January 2021</td> </tr> <tr> <td>Second Coupon Payment Date</td> <td>20 January 2022</td> </tr> <tr> <td>Third Coupon Payment Date</td> <td>20 January 2023</td> </tr> <tr> <td>Fourth Coupon Payment Date</td> <td>22 January 2024</td> </tr> <tr> <td>Last Coupon Payment Date</td> <td>Settlement Date</td> </tr> </table>	First Coupon Payment Date	21 January 2021	Second Coupon Payment Date	20 January 2022	Third Coupon Payment Date	20 January 2023	Fourth Coupon Payment Date	22 January 2024	Last Coupon Payment Date	Settlement Date
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Last Coupon Payment Date	Settlement Date										
Business Day Convention	Following Business Day Convention										

Coupon Cessation Date

The Settlement Date

General Definitions applicable to Certificates

Specific Definitions applicable to Certificates
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Product No. C55 Certificate

Cash Amount	(a) if on an Observation Date the Redemption Determination Amount has been above or equal to the Redemption Threshold (a " Redemption Event "), 100% of the Nominal Amount or
	(b) if a Redemption Event has not occurred:
	(i) if the Final Reference Level is at or above the Barrier an amount equal to the greater of:
	(A) EUR 100 plus the Additional Amount or
	(B) the product of (x) Zero and (y) the Final Reference Level
	(ii) otherwise, the Specified Reference Level.
Additional Amount	EUR 900
Redemption Determination Amount	The official closing level of the Underlying on the Reference Source on an Observation Date.
Redemption Threshold	100 per cent. of the Initial Reference Level
Barrier	90 per cent. of the Initial Reference Level
Specified Reference Level	EUR 900

Further Definitions applicable to the Securities

Settlement Currency	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, on which commercial banks and foreign exchange markets settle payments in the Business Day Location specified in the Product Terms and on which each relevant Clearing Agent settles payments. Saturday and Sunday are not considered Business Days.
Business Day Location	London and Frankfurt am Main

Form of Securities	Global Security in bearer form
Clearing Agent	Euroclear Bank SA/NV, 1 boulevard Albert II, 1210 Bruxelles, Belgium Clearstream Banking Luxembourg S.A., 42 avenue John F. Kennedy, L-1855 Luxembourg
Governing Law	German law

Further Information about the Offering of the Securities

LISTING AND ADMISSION TO TRADING

Listing and admission to Trading Application has been made to list the Securities on the Official List of the Luxembourg Stock Exchange and to trade them on the Regulated Market of the Luxembourg Stock Exchange, which is a regulated market for the purposes of Directive 2014/65/EU (as amended), such listing to be effective 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)

Minimum Trade Size EUR 1,000

Estimate of total expenses related to admission to trading EUR 3,525

OFFERING OF SECURITIES

Investor minimum subscription amount EUR 1,000

Investor maximum subscription amount Not applicable

The Subscription Period Applications to subscribe for the Securities may be made through the distributor agent from 08 November 2019 until 15:00 Madrid Time 15 January 2020

Offer Price The Issue Price

Cancellation of the Issuance of the Securities The Issuer reserves the right for any reason to cancel the issuance of the Securities

Early Closing of the Subscription Period of the Securities The Issuer reserves the right for any reason to close the Subscription Period early.

Conditions to which the offer is subject: Offers of the Securities are conditional on their issue

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

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable

Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Issuer or the relevant financial intermediary of their allocations of Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer by the relevant Distributor 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 100,000 Securities.

	The results of the offer available from the Distributor following the Subscription Period and prior to the Issue Date.
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 the Kingdom of Spain 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 S.A.E. of Paseo De La Castellana, 18, 28046 Madrid, Spain (the " Distributor " and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the " Distributors ")
Consent to use of Prospectus:	The Issuer consents to the use of the Prospectus by the following financial intermediaries (individual consent): all local branches of Deutsche Bank S.A.E. domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain
PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EEA:	Not Applicable
FEES	
Placement Fee	The Issue Price contains a fee of up to 1.5 per cent. of the Nominal Amount per Certificate.
Other Fees	Distributor Fee Up to 4.50 per cent. of the Issue Price
Fees charged by the Issuer to the Securityholders post issuance	Not applicable
SECURITY RATINGS	

Rating The Securities have not been rated.

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Interests of Natural and Legal Persons involved in the Issue Save for the Distributor regarding the fees as set out under "Fees" above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer

REASONS FOR THE OFFER, 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

PUBLICATION OF NOTICES

Publication of notices Notices will be published in accordance with §16(1)(a) and/or §16(1)(b).

RANKING OF THE SECURITIES

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

INFORMATION RELATING TO THE UNDERLYING

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

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

Index Sponsor: STOXX Limited

Internet Site of Index Sponsor: <http://www.stoxx.com/index.html>

Index Disclaimer:

STOXX Global Select Dividend Index

STOXX and its licensors (the "**Licensors**") have no relationship to the Issuer, other than the licensing of the STOXX Global Select Dividend Index and the related trademarks for use in connection with the Securities.

STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the Securities.
- Recommend that any person invest in the Securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Securities.
- Have any responsibility or liability for the administration, management or marketing of the Securities.
- Consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the Stoxx Global Select Dividend Index or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Securities. Specifically, STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:

- **The results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of Stoxx Global Select Dividend Index and the data included in the Stoxx Global Select Dividend Index ;**
- **The accuracy or completeness of the Stoxx Global Select Dividend Index and its data;**
- **The merchantability and the fitness for a particular purpose or use of the Stoxx Global Select Dividend Index and its data;**
- **STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Stoxx Global Select Dividend Index or its data;**

- **Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.**

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

Further Information Published by the Issuer

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

COUNTRY SPECIFIC INFORMATION:

Spain

Offers may be made in Spain to any person which complies with all other requirements for investment as set out in the Base Prospectus or otherwise determined by the Issuer and/or the relevant financial intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.

Annex to the Final Terms

Issue-Specific Summary

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

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

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

Element	Section A – Introduction and warnings	
A.1	Warning	<p>Warning that:</p> <ul style="list-style-type: none"> • this 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 this Summary including any translation thereof, but only if this 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 the 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 a later resale or final placement of the Securities by the following financial intermediaries (individual consent): all local branches of Deutsche Bank S.A.E., domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain. • The subsequent resale or final placement of Securities by financial intermediaries can be made during the period from 8 November 2019 (inclusively) until 15:00 Madrid Time 15 January 2020 (inclusively) and as long as this Prospectus is valid in accordance with Article 9 of the Prospectus Directive during the Subscription Period. • This consent is not subject to any conditions. • 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 ", "Deutsche Bank AG" or the " Bank ").
B.2	Domicile, Legal Form, Legislation and Country of Incorporation	Deutsche Bank is a stock corporation (Aktiengesellschaft) under German law. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its principal office at Taunusanlage 12, 60325 Frankfurt am Main, Germany
B.4b	Known trends affecting the Issuer and the industries in which it operates	With the exception of the effects of the macroeconomic conditions and market environment, litigation risks associated with the financial markets crisis as well as the effects of legislation and regulations applicable to financial institutions in Germany and the European Union, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects in its current financial year.
B.5	Description of the group and the Issuer's position within the group	Deutsche Bank is the parent company and the most material entity of Deutsche Bank Group, a group consisting of banks, capital market companies, fund management companies, property finance companies, instalment financing companies, research and consultancy companies and other domestic and foreign companies (the " Deutsche Bank Group ").
B.9	Profit forecast or estimate	The consolidated income before income taxes (IBIT) estimate of the Issuer as of and for the year ended on 31 December 2018 amounts to EUR 1.3 billion.

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 respective audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2017, as well as from the unaudited consolidated interim financial statements as of 30 September 2018. The information on share capital (in EUR) and number of ordinary shares is based of Deutsche Bank and is unaudited.</p> <table border="1" data-bbox="639 376 1554 1630"> <thead> <tr> <th></th> <th>31 December 2016 (IFRS, audited)</th> <th>30 September 2017 (IFRS, unaudited)</th> <th>31 December 2017 (IFRS, audited)</th> <th>30 September 2018 (IFRS, unaudited)</th> </tr> </thead> <tbody> <tr> <td>Share capital (in EUR)</td> <td>3,530,939,215.36</td> <td>5,290,939,215.36</td> <td>5,290,939,215.36</td> <td>5,290,939,215.36</td> </tr> <tr> <td>Number of ordinary shares</td> <td>1,379,273,131</td> <td>2,066,773,131</td> <td>2,066,773,131</td> <td>2,066,773,131</td> </tr> <tr> <td>Total assets (in million Euro)</td> <td>1,590,546</td> <td>1,521,454</td> <td>1,474,732</td> <td>1,379,982</td> </tr> <tr> <td>Total liabilities (in million Euro)</td> <td>1,525,727</td> <td>1,450,844</td> <td>1,406,633</td> <td>1,311,194</td> </tr> <tr> <td>Total equity (in million Euro)</td> <td>64,819</td> <td>70,609</td> <td>68,099</td> <td>68,788</td> </tr> <tr> <td>Common Equity Tier 1 capital ratio¹</td> <td>13.4%</td> <td>14.6%</td> <td>14.8%</td> <td>14.0%²</td> </tr> <tr> <td>Tier 1 capital ratio¹</td> <td>15.6%</td> <td>17.0%</td> <td>16.8%</td> <td>16.2%³</td> </tr> </tbody> </table> <p>¹ Capital ratios are based upon transitional rules of the CRR/CRD 4 capital framework.</p> <p>² The Common Equity Tier 1 capital ratio as of 30 September 2018 on the basis of CRR/CRD 4 fully loaded was 14.0%.</p> <p>³ The Tier 1 capital ratio as of 30 September 2018 on the basis of CRR/CRD 4 fully loaded was 15.3%.</p>		31 December 2016 (IFRS, audited)	30 September 2017 (IFRS, unaudited)	31 December 2017 (IFRS, audited)	30 September 2018 (IFRS, unaudited)	Share capital (in EUR)	3,530,939,215.36	5,290,939,215.36	5,290,939,215.36	5,290,939,215.36	Number of ordinary shares	1,379,273,131	2,066,773,131	2,066,773,131	2,066,773,131	Total assets (in million Euro)	1,590,546	1,521,454	1,474,732	1,379,982	Total liabilities (in million Euro)	1,525,727	1,450,844	1,406,633	1,311,194	Total equity (in million Euro)	64,819	70,609	68,099	68,788	Common Equity Tier 1 capital ratio ¹	13.4%	14.6%	14.8%	14.0% ²	Tier 1 capital ratio ¹	15.6%	17.0%	16.8%	16.2% ³
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	No material adverse change in the prospects	There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2017.																																								

	Significant changes in the financial or trading position	Not applicable. There has been no significant change in the financial position or trading position of Deutsche Bank since 30 September 2018												
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 other entities	Please read the following information together with Element B.5. Not applicable. The Issuer is not dependent upon other entities of Deutsche Bank Group.												
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>Deutsche Bank Group's business activities are organized into the following three corporate divisions:</p> <ul style="list-style-type: none"> • Corporate & Investment Banking (CIB); • Deutsche Asset Management (Deutsche AM); and • Private & Commercial Bank (PCB). <p>The three corporate divisions are supported by infrastructure functions. In addition, Deutsche Bank Group has a regional management function that covers regional responsibilities worldwide.</p> <p>The Bank has operations or dealings with existing or potential customers in most countries in the world. These operations and dealings include:</p> <ul style="list-style-type: none"> • subsidiaries and branches in many countries; • representative offices in other countries; and • one or more representatives assigned to serve customers in a large number of additional countries. 												
B.16	Controlling persons	Not applicable. Based on notifications of major shareholdings pursuant to the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG), there are only six 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>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. Moody's Investors Service Ltd. and DBRS Ratings Ltd are established in the European Union and have been registered in accordance with the CRA Regulation.</p> <p>As of the date of the Base Prospectus the following ratings were assigned to Deutsche Bank for its long-term non-preferred senior debt (and, where available, for its long-term preferred senior debt) and its short-term senior debt:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">Moody's</td> <td>Long-term non-preferred senior debt:</td> <td>Baa3</td> </tr> <tr> <td></td> <td>Long-term preferred senior debt:</td> <td>A3 (negative)</td> </tr> <tr> <td></td> <td>Short-term senior debt:</td> <td>P-2</td> </tr> <tr> <td style="text-align: center;">S&P</td> <td>Long-term non-preferred senior debt:</td> <td>BBB-</td> </tr> </table>	Moody's	Long-term non-preferred senior debt:	Baa3		Long-term preferred senior debt:	A3 (negative)		Short-term senior debt:	P-2	S&P	Long-term non-preferred senior debt:	BBB-
Moody's	Long-term non-preferred senior debt:	Baa3												
	Long-term preferred senior debt:	A3 (negative)												
	Short-term senior debt:	P-2												
S&P	Long-term non-preferred senior debt:	BBB-												

				Long-term preferred senior debt:	BBB+
				Short-term senior debt:	A-2
		Fitch		Long-term non-preferred senior debt:	BBB+
				Short-term senior debt:	F2
		DBRS		Long-term non-preferred senior debt:	BBB (high) (negative)
				Short-term senior debt:	R-1 (low) (stable)
		The Securities are not rated.			
Element	Section C – Securities				
C.1	Type and the class of the securities, including any security identification number	<p>Class of Securities</p> <p>The Securities will be represented by a global security (the "Global Security").</p> <p>No definitive Securities will be issued.</p> <p>The Securities will be issued in bearer form.</p> <p>Type of Securities</p> <p>The <i>Securities</i> are Certificates.</p> <p>Security identification number(s) of Securities</p> <p>ISIN: XS1809926428</p> <p>WKN: DS3N3N</p> <p>Common Code: 180992642</p>			
C.2	Currency of the securities issue	Euro ("EUR")			
C.5	Restrictions on the free transferability of the securities	<p>No offers, sales or deliveries of the Securities, or distribution of any offering material relating to the Securities, may be made in or from any jurisdiction except in circumstances that will result in compliance with any applicable laws and regulations.</p> <p>Subject to the above, 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.</p>			
C.8	Rights attached to the securities, including ranking and limitations on those rights	<p>Rights attached to the Securities</p> <p>The Securities provide holders of the Securities, on redemption or upon exercise, subject to a total loss, with a claim for payment of a cash amount. The Securities may also provide holders with an entitlement for the payment of a coupon.</p> <p>Governing law of the Securities</p> <p>The Securities will be governed by, and construed in accordance with, German law. The constituting of the Securities may be governed by the laws of the jurisdiction of the Clearing Agent.</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, subject, however, to statutory priorities conferred to certain unsecured and unsubordinated obligations in the event of resolution measures imposed on the Issuer or in the event of the dissolution, liquidation, insolvency, composition or other proceedings for the avoidance of insolvency of, or against, the Issuer.</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.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 questions	Application has been made to admit the Securities to trading on the Regulated Market of the Luxembourg Stock Exchange, which is a regulated market for the purposes of Directive 2014/65/EU (as amended), such admission to trading to be effective from at the earliest, the Issue Date. No assurances can be given that such application for admission to trading will be granted (or, if granted, will be granted by the Issue Date).																				
C.15	A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000	<p>The Certificate is linked to the performance of the Underlying. The way this Certificate works results from the following key features:</p> <p>1. Coupon payments The Coupon Amount payable on a Coupon Payment Date depends on the Reference Level of the Underlying on the immediately preceding Coupon Observation Date.</p> <p>a) If the Reference Level of the Underlying on such Coupon Observation Date is above or equal to the Coupon Threshold, investors will receive the Coupon Amount equal to:</p> <table border="1" data-bbox="847 607 1342 815"> <tr> <td>First Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Second Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Third Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Fourth Coupon Payment Date</td> <td>EUR 25</td> </tr> <tr> <td>Last Coupon Payment Date</td> <td>EUR 25</td> </tr> </table> <p>b) If the Reference Level of the Underlying on such Coupon Observation Date is below the Coupon Threshold, the Coupon Amount will be zero and no coupon payment will be made on the next Coupon Payment Date.</p> <p>2. Early redemption A check will be performed for this Certificate on the Observation Date, as to whether the Reference Level of the Underlying is equal to or greater than the Redemption Threshold. If it is, the Certificate will be redeemed early at 100 per cent. of the Nominal Amount.</p> <p>3. Redemption at maturity, subject to early redemption, If there is no acceleration of maturity, investors will receive a Cash Amount on the Settlement Date which is determined depending on the Final Reference Level as follows:</p> <p>a) if the Final Reference Level is above or equal to the Barrier, investors will receive on the Settlement Date the specified Cash Amount, which is an amount equal to the greater of (i) EUR 100 plus the Additional Amount of EUR 900 and (ii) the product of the zero and the Final Reference Level of the Underlying; or b) if the Final Reference Level is below the Barrier, investors will receive on the Settlement Date the Cash Amount, which is an amount equal to the Specified Reference Level</p> <table border="1" data-bbox="639 1765 1544 1930"> <tr> <td>Barrier</td> <td colspan="2">90 per cent of the Initial Reference Level</td> </tr> <tr> <td>Coupon Observation Date</td> <td colspan="2">Each of 18 January 2021, 17 January 2022, 17 January 2023, 17 January 2024, and the Valuation Date</td> </tr> <tr> <td>Coupon Payment Date</td> <td>First Coupon Payment Date</td> <td>21 January 2021</td> </tr> </table>		First Coupon Payment Date	EUR 25	Second Coupon Payment Date	EUR 25	Third Coupon Payment Date	EUR 25	Fourth Coupon Payment Date	EUR 25	Last Coupon Payment Date	EUR 25	Barrier	90 per cent of the Initial Reference Level		Coupon Observation Date	Each of 18 January 2021, 17 January 2022, 17 January 2023, 17 January 2024, and the Valuation Date		Coupon Payment Date	First Coupon Payment Date	21 January 2021
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Coupon Payment Date	First Coupon Payment Date	21 January 2021																				

			Second Coupon Payment Date	20 January 2022
			Third Coupon Payment Date	20 January 2023
			Fourth Coupon Payment Date	22 January 2024
			Last Coupon Payment Date	Settlement Date
		Final Reference Level	The Relevant Reference Level on the Valuation Date	
		Initial Reference Level	The Reference Level on the Initial Valuation Date	
		Nominal Amount	EUR 1,000 per security	
		Observation Date	17 January 2025 (" the Observation Date")	
		Redemption Threshold	100 per cent of the Initial Reference Level	
		Reference Level	In respect of any day an amount (which shall be deemed to be a monetary value in the Settlement Currency) equal to: the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified in the specification of the Underlying	
		Reference Source	STOXX Limited	
		Relevant Reference Level Value	The official closing level of the Underlying on the Reference Source	
		Settlement Currency	Euro (EUR)	
		Additional Amount	EUR 900	
		Specified Reference Level	EUR 900	
C.16	The expiration or maturity date of the derivative securities – the exercise date or final reference date	Settlement Date: the third Business Day following (a) in the event of a Redemption Event the relevant Observation Date or (b) otherwise Valuation Date or, if such day is not a Business Day, the Settlement Date is postponed to the next day which is a Business Day. Valuation Date: 17 January 2025		
C.17	Settlement procedure of the derivative securities	Any cash amounts payable by the Issuer shall be transferred to the relevant Clearing Agent for distribution to the Securityholders. The Issuer will be discharged of its payment obligations by payment of the Cash Amount to, or to the order of, the relevant Clearing Agent in respect of the amount so paid or delivered.		
C.18	A description of how the return on derivative securities takes place	Payment of the Cash Amount to each relevant Securityholder on the Settlement Date. The Securities may pay a Coupon Amount to each relevant Securityholder on applicable Coupon Payment Date.		
C.19	The exercise price or the final reference price of the underlying	The Final Reference Level.		
C.20	Type of the underlying and where the information on the underlying can be found	Type: Index Name: STOXX Global Select Dividends 100 Index EUR Information on the historical and ongoing performance of the Underlying and its volatility can be obtained on the Bloomberg or Reuters page as provided for each security or item composing the Underlying.		
Element	Section D – Risks			
D.2	Key information on the key risks that are specific and individual to the issuer	Investors will be exposed to the risk of the Issuer becoming insolvent as result of being overindebted or unable to pay debts, i.e. to the risk of a temporary or permanent inability to meet interest and/or principal payments on time. The Issuer's credit ratings reflect the assessment of these risks. Factors that may have a negative impact on Deutsche Bank's profitability are described in the following: <ul style="list-style-type: none"> While the global economy was strong in 2017 as monetary policy remained generally accommodative, political risks, especially in Europe, did not materialize and election outcomes were broadly market-friendly, significant macroeconomic risks remain that could negatively affect the results of operations and financial condition in some of its 		

		<p>businesses as well as Deutsche Bank's strategic plans. These include the possibility of an early recession in the United States, inflation risks, global imbalances, Brexit, the rise of Euroscepticism, and geopolitical risks, as well as the continuing low interest rate environment and competition in the financial services industry, which have compressed margins in many of Deutsche Bank's businesses. If these conditions persist or worsen, Deutsche Bank's business, results of operations or strategic plans could continue to be adversely affected.</p> <ul style="list-style-type: none"> • Deutsche Bank's results of operation and financial condition, in particular those of Deutsche Bank's Corporate & Investment Bank corporate division, continue to be negatively impacted by the challenging market environment, uncertain macro-economic and geopolitical conditions, lower levels of client activity, increased competition and regulation, and the immediate impacts resulting from Deutsche Bank's strategic decisions as Deutsche Bank continues to work on the implementation of its strategy. If Deutsche Bank is unable to improve its profitability as it continues to face these headwinds as well as persistently high litigation costs, Deutsche Bank may be unable to meet many of its strategic aspirations, and may have difficulty maintaining capital, liquidity and leverage at levels expected by market participants and Deutsche Bank's regulators. • Continued elevated levels of political uncertainty could have unpredictable consequences for the financial system and the greater economy, and could contribute to an unwinding of aspects of European integration, potentially leading to declines in business levels, write-downs of assets and losses across Deutsche Bank's businesses. Deutsche Bank's ability to protect itself against these risks is limited. • Deutsche Bank may be required to take impairments on its exposures to the sovereign debt of European or other countries if the European sovereign debt crisis reignites. The credit default swaps into which Deutsche Bank has entered to manage sovereign credit risk may not be available to offset these losses. • Deutsche Bank's liquidity, business activities and profitability may be adversely affected by an inability to access the debt capital markets or to sell assets during periods of market-wide or firm-specific liquidity constraints. Credit rating downgrades have contributed to an increase in Deutsche Bank's funding costs, and any future downgrade could materially adversely affect its funding costs, the willingness of counterparties to continue to do business with it and significant aspects of its business model. • Regulatory reforms enacted and proposed in response to weaknesses in the financial sector, together with increased regulatory scrutiny more generally, have created significant uncertainty for Deutsche Bank and may adversely affect its business and ability to execute its strategic plans, and competent regulators may prohibit Deutsche Bank from making dividend payments or payments on its regulatory capital instruments or take other actions if Deutsche Bank fails to comply with regulatory requirements. • European and German legislation regarding the recovery and resolution of banks and investment firms could, if steps were taken to ensure Deutsche Bank's resolvability or resolution measures were imposed on Deutsche Bank, significantly affect Deutsche Bank's business operations, and lead to losses for its shareholders and creditors. • Regulatory and legislative changes require Deutsche Bank to maintain increased capital, in some cases (including in the United States) applying liquidity, risk management, capital adequacy and resolution planning rules to its local operations on a standalone basis. These requirements may significantly affect Deutsche Bank's business model, financial condition and results of operations as well as the competitive environment generally. Any perceptions in the market that Deutsche Bank may be unable to meet its capital or liquidity requirements with an adequate buffer, or that Deutsche Bank should maintain capital or liquidity in excess of these requirements or another failure to meet these requirements could intensify the effect of these factors on Deutsche Bank's business and results. • Deutsche Bank's regulatory capital and liquidity ratios and its funds available for distributions on its shares or regulatory capital instruments will be affected by Deutsche Bank's business decisions and, in making such decisions, Deutsche Bank's interests and those of the holders of such instruments may not be aligned, and Deutsche Bank may take decisions in accordance with applicable law and the terms of the relevant instruments that result in no or lower payments being made on Deutsche Bank's shares or regulatory capital instruments. • Legislation in the United States and in Germany regarding the prohibition of proprietary trading or its separation from the deposit-taking business has required Deutsche Bank to modify its business activities to comply with applicable restrictions. This could adversely affect Deutsche Bank's business, financial condition and results of operations. • Other regulatory reforms adopted or proposed in the wake of the financial crisis – for example, extensive new regulations governing Deutsche Bank's derivatives activities, compensation, bank levies, deposit protection or a possible financial transaction tax – may materially increase Deutsche Bank's operating costs and negatively impact its
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		<p>business model.</p> <ul style="list-style-type: none"> • Adverse market conditions, asset price deteriorations, volatility and cautious investor sentiment have affected and may in the future materially and adversely affect Deutsche Bank's revenues and profits, particularly in its investment banking, brokerage and other commission- and fee-based businesses. As a result, Deutsche Bank has in the past incurred and may in the future incur significant losses from its trading and investment activities. • Deutsche Bank announced the next phase of its strategy in April 2015, gave further details on it in October 2015 and announced an update in March 2017. If Deutsche Bank is unable to implement its strategic plans successfully, it may be unable to achieve its financial objectives, or Deutsche Bank may incur losses or low profitability or erosions of its capital base, and Deutsche Bank's financial condition, results of operations and share price may be materially and adversely affected. • As part of its strategic initiatives announced in March 2017, Deutsche Bank reconfigured its Global Markets, Corporate Finance and Transaction Banking businesses into a single Corporate & Investment Bank division to position itself for growth through increased cross-selling opportunities for its higher return corporate clients. Clients may choose not to expand their businesses or portfolios with Deutsche Bank, thereby negatively influencing its ability to capitalize on these opportunities. • As part of its March 2017 updates to its strategy, Deutsche Bank announced its intention to retain and combine Deutsche Postbank AG (together with its subsidiaries, Postbank) with its existing retail and commercial operations, after earlier having announced its intention to dispose of Postbank. Deutsche Bank may face difficulties integrating Postbank into the Group following the completion of operational separability from the Group. Consequently, the cost savings and other benefits Deutsche Bank expects to realize may only come at a higher cost than anticipated, or may not be realized at all. • As part of its March 2017 updates to its strategy, Deutsche Bank announced its intention to create an operationally segregated Asset Management division through a partial initial public offering (IPO). If economic or market conditions, or the financial position, results of operations and business prospects of Deutsche AM, are unfavorable, Deutsche Bank may not be able to sell a stake in Deutsche AM at a favorable price or timing, or at all. Additionally, Deutsche Bank may not be able to capitalize on the expected benefits that it believes an operationally segregated Deutsche AM can offer. • Deutsche Bank may have difficulties selling companies, businesses or assets at favorable prices or at all and may experience material losses from these assets and other investments irrespective of market developments. • A robust and effective internal control environment and adequate infrastructure (comprising people, policies and procedures, controls testing and IT systems) are necessary to ensure that Deutsche Bank conducts its business in compliance with the laws, regulations and associated supervisory expectations applicable to it. Deutsche Bank has identified the need to strengthen its internal control environment and infrastructure and has embarked on initiatives to accomplish this. If these initiatives are not successful or are delayed, Deutsche Bank's reputation, regulatory position and financial condition may be materially adversely affected, and Deutsche Bank's ability to achieve its strategic ambitions may be impaired. • Deutsche Bank operates in a highly and increasingly regulated and litigious environment, potentially exposing Deutsche Bank to liability and other costs, the amounts of which may be substantial and difficult to estimate, as well as to legal and regulatory sanctions and reputational harm. • Deutsche Bank is currently subject to a number of investigations by regulatory and law enforcement agencies globally as well as civil actions relating to potential misconduct. The eventual outcomes of these matters are unpredictable, and may materially and adversely affect Deutsche Bank's results of operations, financial condition and reputation. • In addition to its traditional banking businesses of deposit-taking and lending, Deutsche Bank also engages in nontraditional credit businesses in which credit is extended in transactions that include, for example, its holding of securities of third parties or its engaging in complex derivative transactions. These nontraditional credit businesses materially increase Deutsche Bank's exposure to credit risk. • A substantial proportion of the assets and liabilities on Deutsche Bank's balance sheet comprise financial instruments that it carries at fair value, with changes in fair value recognized in its income statement. As a result of such changes, Deutsche Bank has incurred losses in the past, and may incur further losses in the future. • Deutsche Bank's risk management policies, procedures and methods leave it exposed to unidentified or unanticipated risks, which could lead to material losses. • Operational risks, which may arise from errors in the performance of Deutsche Bank's
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D.6	Risk warning to the effect that investors may lose the value of their entire investment or part of it	<p>Where no minimum amount(s) of cash or assets to be payable or deliverable is specified, investors may experience a total or partial loss of their investment in the Security.</p> <p>Securities are linked to the Underlying</p> <p>Amounts payable or assets deliverable periodically or on exercise or redemption of the Securities, as the case may be, are linked to the Underlying which may comprise one or more Reference Items. The purchase of, or investment in, Securities linked to the Underlying involves substantial risks.</p> <p>The Securities are not conventional securities and carry various unique investment risks which prospective investors should understand clearly before investing in the Securities. Each prospective investor in the Securities should be familiar with securities having characteristics similar to the Securities and should fully review all documentation for and understand the terms and conditions of the Securities and the nature and extent of its exposure to risk of loss.</p> <p>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, as with a direct investment in the Underlying, investors are exposed to risks both during the term and also at maturity, which are also generally associated with an investment in the respective index 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. 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 associated with an Adjustment Event or an Adjustment/Termination Event</p> <p>The Issuer is entitled to make adjustments to the Terms and Conditions following the occurrence of an Adjustment Event. An Adjustment Event may include any event which materially affects the theoretical economic value of an Underlying or any event which materially disrupts the economic link between the value of an Underlying and the Securities subsisting immediately prior to the occurrence of such event, and other specified events. However, the Calculation Agent may decide to make no adjustments to the Terms and Conditions following the occurrence of an Adjustment Event.</p> <p>Any such adjustment may take into account 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.</p> <p>The terms and conditions of the Securities include a provision pursuant to which, at the option of the Issuer 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 the nominal amount of the Securities or 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.</p> <p>Regulation and reform of "benchmarks" Indices which are deemed "benchmarks" are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past and may have other consequences which cannot be predicted.</p> <p>Regulatory bail-in and other resolution measures If the competent authority determines that the Issuer is failing or likely to fail and certain other conditions are met, the competent resolution authority has the power to write down, including to write down to zero, claims for payment of the principal and any other claims under the Securities respectively, interest or any other amount in respect of the Securities, to convert the Securities into ordinary shares or other instruments qualifying as common equity tier 1 capital (the write-down and conversion powers commonly being referred to as the bail-in tool), or to apply other resolution measures including (but not limited to) a transfer of the Securities to another entity, a variation of the terms and conditions of the Securities or a cancellation of the Securities.</p> <p>Risks at maturity Certificate involves a risk of loss depending on the value, price or level of the Underlying on the valuation date; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level or the Specified Reference Level (as applicable) is zero.]</p>
Element	Section E – Offer	
E.2b	Reasons for the offer, use of proceeds, estimated net proceeds	Not applicable, making profit and/or hedging certain risks are the reasons for the offer.
E.3	Terms and conditions of the offer	<p>Conditions to which the offer is subject: Not Applicable; there are no conditions to which the offer is subject.</p> <p>Number of the Securities: An aggregate nominal amount of up to EUR 100,000,000.</p> <p>The Subscription Period: Applications to subscribe for the Securities may be made through the Distributor(s) from 8 November (inclusively) until 15:00 Madrid Time 15 January 2020 (inclusively).</p> <p>Cancellation of the Issuance of the Securities: The Issuer reserves the right for any reason to cancel the issuance of the Securities.</p> <p>Early Closing of the Subscription Period of the The Issuer reserves the right for any reason to close the Subscription Period</p>

		<p>Securities: early.</p> <p>Investor minimum subscription amount: EUR 1,000</p> <p>Investor maximum subscription amount: Not applicable; there is no investor maximum subscription amount.</p> <p>Description of the application process: Applications to purchase Securities will be made through the local branches of Deutsche Bank S.A.E., domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain.</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable; there is no possibility to reduce subscriptions and therefore no manner for refunding excess amount paid by applicants.</p> <p>Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the Issuer or the relevant financial intermediary of their allocations of Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer by the relevant Distributor of the net subscription price.</p> <p>Manner in and date on which results of the offer are to be made public: The results of the offer are available free of charge from the third business day after the Issue Date in the branches of the relevant Paying Agent. The results of the offer will be filed with the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) (the "CNMV") and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and the CNMV (www.cnmv.es)</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not applicable; a procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights is not planned.</p> <p>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 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.</p> <p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not applicable.</p> <p>Issue Price: EUR 1,000 per Security.</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 by the Issuer to the Distributors of up to 4,5 per cent. of the Nominal Amount 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 placement agents in the various countries where the offer takes place: Deutsche Bank S.A.E. of Paseo De La Castellana, 18, 28046 Madrid, Spain</p> <p>Name and address of the Paying Agent: Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany</p> <p>Name and address of the Calculation Agent: Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany</p>
E.4	Interest that is material to the	Save for the Distributor regarding the fees, as far as the Issuer is aware, no person involved in

	issue/offer including conflicts of interests	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	Fees paid by the Issuer to the distributor Trailer Fee Not applicable Distributor Fee Up to 4.50 per cent. of the Issue Price