

Final Terms no. 05 Amended and Restated 22 October 2020 in relation to replacing Final Terms no.4 dated 24 August 2020

**DEUTSCHE BANK AG, FRANKFURT AM MAIN**

Issue of up to 50,000 *Coupon Certificate with Partial Capital Protection* (which corresponds to product no. 17 of the Securities Note for Certificates) linked to STOXX Global Select Dividend 100 Index

(the "**Securities**")

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

**Issue Price:** 100 percent of the Nominal Amount-per Security

**WKN/ISIN:** DC5PQP/ XS2011155079

**The Prospectus (including any supplements), under which the Securities described in these Final Terms are being issued, will cease to be valid when the Securities Note dated 22 April 2020 ceases to be valid (12 months after approval), and is therefore valid until 24 April 2021. From that date, these Final Terms must be read together with the respective current version of the Securities Note and the respective current version of the Registration Document, as published on the website [www.xmarkets.db.com](http://www.xmarkets.db.com).**

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

**Economic terms of the Securities**

**Terms and Conditions (Specific Terms of the Securities)**

**Further information about the offering of the Securities**

**Issue-specific summary**

**These Final Terms have been prepared for the purposes of Article 8(5) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, comprising the Securities Note dated 22 April 2020 (the "Securities Note") and the Registration Document dated 6 April 2020, as supplemented (the "Registration Document"), in order to obtain all relevant information. Full information on the Issuer and the Securities is only available on the basis of the combination of these Final Terms, the Securities Note and the Registration Document.**

**The Securities Note dated 22 April 2020, the Registration Document dated 6 April 2020, any supplements to the Base Prospectus or the Registration Document, and the Final**

**WKN/ISIN:** DC5PQP/ XS2011155079

**Terms are published, in accordance with Article 21(2)(a) of the Prospectus Regulation, in electronic form on the Issuer's website ([www.xmarkets.db.com](http://www.xmarkets.db.com)).**

**In case of admission to trading of the Securities on the Luxembourg Stock Exchange, the Securities Note dated 22 April 2020, the Registration Document dated 6 April 2020, and any supplements, and the Final Terms are published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).**

**In addition, the Securities Note dated 22 April 2020 and the Registration Document dated 6 April 2020 and any supplements to the Base Prospectus or the Registration Document shall be available free of charge at the registered office of the Issuer, Deutsche Bank AG , Mainzer Landstrasse 11-17, 60329 Frankfurt am Main and its Spanish branch, Paseo De La Castellana, 18, 28046 Madrid, Spain.**

**A summary of the individual issuance is annexed to the Final Terms.**

Terms not otherwise defined herein shall have the meaning given in the General Conditions of the Securities set out in the Terms and Conditions.

## Economic terms of the Securities

The following description of the Security explains the economic terms of the Security and its characteristics.

Product No. 17: Coupon Certificate with Partial Capital Protection

The Coupon Certificate with Partial Capital Protection is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Coupon Certificate with Partial Capital Protection at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The way the Coupon Certificate with Partial Capital Protection works results from two key features:

### 1. Coupon payments

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

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

### 2. Redemption at maturity

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

- a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, investors receive the Maximum Amount on the Settlement Date.
- b) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Strike, but, as specified in the Final Terms, either (i) below or (ii)

equal to or below the Initial Reference Level, investors participate in both the positive and the negative performance of the Underlying at maturity, based on the Initial Reference Level and taking into account the Participation Factor, if specified in the Final Terms, with negative performance being taken into account only down to the level of the Strike.

- c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.

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

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

## Terms and Conditions

The following "**Specific Terms of the Securities**" relating to the Securities shall, for the relevant Series of Securities, complete and put in concrete terms the General Conditions of the Securities for the purposes of such Series of Securities. The Specific Terms of the Securities and the General Conditions of the Securities together constitute the "**Terms and Conditions**" of the relevant Securities.

### General definitions applicable to the Securities

Security Type	Certificate / Coupon Certificate with Partial Capital Protection
ISIN	XS2011155079
WKN	DC5PQP
Common Code	201115507
Issuer	Deutsche Bank AG, Frankfurt am Main
Number of the Securities	up to 50,000 <i>Coupon Certificate with Partial Capital Protection</i> at EUR 1,000 each with an aggregate nominal amount of up to EUR 50,000,000
Issue Price	100 percent of the Nominal Amount per Security
Nominal Amount	EUR 1,000 per Security

### Underlying

Underlying	Type: Index Name: STOXX Global Select Dividend 100 Index Index Sponsor: STOXX Limited RIC: .SDGP Bloomberg Code: SDGP <Index> Reference Source: as defined in §5(3)(k) of the General Conditions Multi-Exchange Index: applicable
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Related Exchange: as defined in §5(3)(m) of the General Conditions

Reference Currency: EUR

Currency Exchange: Currency Exchange is not applicable

### Product Details

Settlement	Cash Settlement
Settlement Currency	Euro ("EUR")
Cash Amount	<p>(a) If the Final Reference Level is less than or equal to the Strike, the Partial Capital Protection Amount;</p> <p>(b) if the Final Reference Level is above the Strike but below the Cap, an amount equal to the sum of (i) EUR 1,000 and (ii) the product of EUR 1,000 and the difference of (x) and (y) where</p> <p style="padding-left: 40px;">(x) is the quotient of:</p> <p style="padding-left: 80px;">(A) the Final Reference Level (as numerator) and</p> <p style="padding-left: 80px;">(B) the Initial Reference Level (as denominator)</p> <p style="padding-left: 40px;">multiplied by the Participation Factor; and</p> <p>(y) is 1.</p> <p>c) if the Final Reference Level is equal to or above the Cap, the Maximum Amount.</p> <p>provided that the Cash Amount will not be greater than the Maximum Amount.</p>
Partial Capital Protection Amount	95 per cent of the Nominal Amount
Maximum Amount	The Nominal Amount
Strike	95 per cent. of the Initial Reference Level
Cap	100 per cent. of the Initial Reference Level
Participation Factor	100%
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 relevant 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 information on the Underlying

Relevant Reference Level Value The official closing level of the Underlying on the Reference Source

## Coupon

Coupon Payment Coupon Payment applies.

(a) If on a Coupon Observation Date the Relevant Reference Level Value of the Underlying is above or equal to the Coupon Threshold, the Coupon Payment will be made on the next Coupon Payment Date, or

(b) if on a Coupon Observation Date the Relevant Reference Level Value of the Underlying is below the Coupon Threshold; no Coupon Payment will be made on the next Coupon Payment Date.

Type of Coupon Floating Coupon

Coupon Observation Dates Each of 25 October 2021 (the "**First Coupon Observation Date**"), 24 October 2022 ( the "**Second Coupon Observation Date**"), 23 October 2023 (the "**Third Coupon Observation Date**"), 23 October 2024 (the "**Fourth Coupon Observation Date**"), 23 October 2025 (the "**Fifth Coupon Observation Date**"), 23 October 2026 (the "**Sixth Coupon Observation Date**"), 25 October 2027 (the "**Seventh Coupon Observation Date**"), 23 October 2028 (the "**Eighth Coupon Observation Date**"), 23 October 2029 (the "**Ninth Coupon Observation Date**") and 23 October 2030 (the "**Last Coupon Observation Date**").

Coupon Threshold 95% of the Initial Reference Level

Coupon 2.55 per cent

Business Day Convention Following Business Day Convention

Coupon Payment Dates In respect of each Coupon Observation Date

27 October 2021 (the "**First Coupon Payment Date**"), 26 October 2022 (the "**Second Coupon Payment Date**"), 25 October 2023 (the "**Third Coupon Payment Date**"), 25 October 2024 (the "**Fourth Coupon Payment Date**"), 27 October 2025 (the "**Fifth Coupon Payment Date**"), 27 October 2026 (the "**Sixth Coupon Payment Date**"), 27 October 2027 (the "**Seventh Coupon Payment Date**"), 25 October 2028 (the "**Eighth Coupon Payment Date**"), 25 October 2029 (the "**Ninth Coupon Payment Date**") and 25 October 2030 (the "**Last Coupon Payment Date**")

or, if such day is not a Business Day the Coupon Payment Date is postponed to the next day which is a Business Day.

Coupon Cessation Date      The Settlement Date

### Relevant Dates

Issue Date      23 October 2020

Value Date      23 October 2020

Exercise Date      23 October 2030

Valuation Date      23 October 2030

Initial Valuation Date      23 October 2020

Settlement Date      The second TARGET Settlement Day following the relevant Valuation Date, 25 October 2030.

### Further Information

Type of Exercise      European Style

Automatic Exercise      Automatic Exercise is applicable

Business Day      A day on which the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) system is open and on which commercial banks and foreign exchange markets settle payments in the Business Day Locations specified in the Product Terms and on which each relevant Clearing Agent settles payments. Saturday and Sunday are not considered Business Days.

Business Day Locations      London

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

Form of Securities      Global Security in bearer form

Governing Law      German Law

Minimum Redemption Amount Payable      Applicable



Minimum  
Redemption  
Amount

95 per cent. of the Nominal Amount

## Further information about the offering of the Securities

### Listing and trading

Listing and trading	Application has been made to list the Securities on the Official List of the Luxembourg Stock Exchange and to trade them on the Regulated Market of the Luxembourg Stock Exchange, which is a regulated market for the purposes of Directive 2014/65/EU (as amended).
Minimum trade size	Euro 1,000 (one Security)
Estimate of total expenses related to admission to trading	EUR 5,775

### Offering of Securities

Investor minimum subscription amount	One Security
Investor maximum subscription amount	Not applicable
The subscription period	<p>Applications to subscribe for the Securities may be made over the distribution agent from 24 August 2020 (inclusively) until 20 October 2020 (15:00 Madrid Time).</p> <p>The Issuer reserves the right for any reason to reduce the number of Securities offered.</p>
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.

Manner in and date on which results of the offer are to be made public:	The Securities will be issued on the Issue Date and the Securities will be delivered on the Value Date against payment to the Issuer of the net subscription price.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	The results of the offer are available free of charge from the third business day after the Issue Date in the branches of the relevant Paying Agent. The results of the offer will be filed with the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) (the " <b>CNMV</b> ") and will be published on the website of the Luxembourg Stock Exchange ( <a href="http://www.bourse.lu">www.bourse.lu</a> ) and the CNMV ( <a href="http://www.cnmv.es">www.cnmv.es</a> ).
Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries	Not applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	The Offer may be made in the Kingdom of Spain to any person which complies with all other requirements for investment as set out in the Securities Note or otherwise determined by the Issuer and/or the relevant Financial Intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Regulation.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	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
Consent to use of Prospectus:	Deutsche Bank S.A.E. of Paseo De La Castellana, 18, 28046 Madrid, Spain (the " <b>Distributor</b> " and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the " <b>Distributors</b> ")
	The Issuer consents to the use of the Prospectus by the following financial intermediaries (individual consent): all local branches of Deutsche Bank S.A.E. domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain
	Individual consent to the later resale and final placement of the Securities by the Financial Intermediary is given in relation to Spain.

The subsequent resale or final placement of Securities by financial intermediaries can be made as long as this Prospectus is valid in accordance with Article 12 of the Prospectus Regulation.

## Fees

Fees paid by the Issuer to the distributor Up to 5.00% of the Issue Price

## Costs/Distribution Fees

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

ex-ante entry costs: EUR 65.30 per Security  
ex-ante exit costs: EUR 10.00 per Security  
ex-ante running costs on yearly basis: Not applicable

Other expenses and taxes: none

Determination of the price by the Issuer Both the Initial Issue Price of the *Coupon Certificate with Partial Capital Protection* and the bid and ask prices quoted by the Issuer during its term are based on the Issuer's internal pricing models. Accordingly, unlike in an on exchange trading, for example for shares, the prices quoted during the term are not based on supply and demand. The prices in particular contain a margin which the Issuer determines at its free discretion and which may cover, in addition to the Issuer's proceeds, the costs of structuring, market making and settlement of the *Coupon Certificate with Partial Capital Protection*, any applicable sales costs (distribution fee) and other costs.

## Distribution fee

The bank (principal bank) will receive from the Issuer as a distribution fee: up to 2.00 per cent of the purchase price.

## Security Ratings

Rating The Securities have not been rated.

## Interests of natural and legal persons involved in the issue

Interests of natural and legal persons involved in the issue

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

### **Publication of notices**

Publication of notices

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

### **Information relating to the Underlying**

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

As at the date of these Final Terms, STOXX Limited appears 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 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 ("**Benchmark Regulation**").

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

Index Sponsor of STOXX Global Select Dividend 100 Index: **STOXX Limited**

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

### **Index Disclaimers:**

#### **STOXX Global Select Dividend 100 Index**

STOXX Limited ("**STOXX**") and its licensors (the "**Licensors**") have no relationship to the Issuer, other than the licensing of the STOXX Global Select Dividend 100 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 100 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 the STOXX Global Select Dividend 100 Index and the data included in the STOXX Global Select Dividend 100 Index;**
- **The accuracy or completeness of the STOXX Global Select Dividend 100 Index and its data;**
- **The merchantability and the fitness for a particular purpose or use of the STOXX Global Select Dividend 100 Index and its data;**
- **STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the STOXX Global Select Dividend 100 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.

Agent in Spain

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

## Annex to the Final Terms

### Issue-specific summary

Section A – Introduction containing warnings
<b>Warnings</b>
<p>a) The summary should be read as an introduction to the Prospectus.</p> <p>b) Investors should base any decision to invest in the securities on a consideration of the Prospectus as a whole.</p> <p>c) Investors could lose all (total loss) or part of their invested capital.</p> <p>d) Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investors might, under national law, have to bear the costs of translating the Prospectus, including any supplements, as well as the corresponding Final Terms before the legal proceedings are initiated.</p> <p>e) Civil liability attaches only to those persons who have tabled and submitted the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p> <p>f) You are about to purchase a product that is not simple and may be difficult to understand</p>
<b>Introductory information</b>
<b>Name and international securities identification number</b> <p>The Certificates (the "<b>Securities</b>") offered under this Prospectus have the following securities identification numbers: ISIN XS2011155079</p>
<b>Contact details of the issuer</b> <p>The Issuer (with Legal Entity Identifier (LEI) 7LTFWZYICNSX8D621K86) has its registered office at Taunusanlage 12, 60325 Frankfurt am Main, Federal Republic of Germany (telephone: +49-69-910-00).</p>
<b>Approval of the prospectus; competent authority</b> <p>The Prospectus consists of a Securities Notes and a Registration Document.</p> <p>The Securities Note has been approved by the German Federal Financial Supervisory Authority (<i>Bundesanstalt für Finanzdienstleistungsaufsicht</i>) ("<b>BaFin</b>") on 22 April 2020. The business address of BaFin (Securities Supervision) is: Marie-Curie-Str. 24-28, 60439 Frankfurt, Federal Republic of Germany (telephone: +49 (0)228 41080).</p> <p>The Registration Document has been approved by the Commission de Surveillance du Secteur Financier ("<b>CSSF</b>") on 6 April 2020. The business address of the CSSF is: 283, route d'Arlon, L-1150 Luxembourg, Luxembourg (telephone: +352 (0)26 251-1).</p>

Section B – Key information on the Issuer
<b>Who is the issuer of the securities?</b>
<b>Domicile and legal form of the issuer</b> <p>Deutsche Bank Aktiengesellschaft (commercial name: Deutsche Bank) is a banking institution and a stock corporation incorporated in Germany and accordingly operates in accordance with Germany law. The Legal Entity Identifier (LEI) of Deutsche Bank is 7LTFWZYICNSX8D621K86. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany</p>
<b>Principal activities of the issuer</b> <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 is organized into the following segments:</p> <ul style="list-style-type: none"><li>— Corporate Bank (CB);</li><li>— Investment Bank (IB);</li><li>— Private Bank (PB);</li><li>— Asset Management (AM);</li></ul>



- Capital Release Unit (CRU); and
- Corporate & Other (C&O).

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

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

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

#### Major shareholders of the issuer

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

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

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

The German Securities Trading Act (*Wertpapierhandelsgesetz*) requires investors in publicly-traded corporations whose investments reach certain thresholds to notify both the corporation and the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) of such change within four trading days. The minimum disclosure threshold is 3 per cent. of the corporation's issued voting share capital. To the Bank's knowledge, there are only six shareholders holding more than 3 per cent. of Deutsche Bank shares or to whom more than 3 per cent. of voting rights are attributed, and none of these shareholders holds more than 10 per cent. of Deutsche Bank shares or voting rights.

#### Identity of the key managing directors of the issuer

The key managing directors of the issuer are members of the issuer's Executive Board. These are: Christian Sewing, Karl von Rohr, Fabrizio Campelli, Frank Kuhnke, Bernd Leukert, Stuart Wilson Lewis, James von Moltke, Christiana Riley and Werner Steinmüller.

#### Identity of the Issuer's statutory auditors

Until 31 December 2019, the independent auditor for the period covered by the historical financial information of Deutsche Bank is KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft ("KPMG"). KPMG is a member of the chamber of public accountants (Wirtschaftsprüferkammer). With effect as of 1 January 2020, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft ("EY") has been appointed as independent auditor. EY is a member of the chamber of public accountants (*Wirtschaftsprüferkammer*).

#### What is the key financial information regarding the issuer?

The key financial information included in the tables below as of and for the financial years ended 31 December 2018 and 31 December 2019 has been extracted from the audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2019. The key financial information included in the tables below as of 31 March 2020 and for the three months ended 31 March 2020 and 31 March 2019 has been extracted from the unaudited consolidated interim financial information as of 31 March 2020.

Statement of income (in million Euro)	Three months ending 31 March 2020 (unaudited)	Year ending 31 December 2019	Three months ending 31 March 2019 (unaudited)	Year ending 31 December 2018
Net interest income	3,251	13,749	3,355	13,316 <sup>1</sup>
Commissions and fee income	2,439	9,520	2,382	10,039
Provision for credit losses	506	723	140	525
Net gains (losses) on financial assets/liabilities at fair value through profit or loss	395	193	717	1,209 <sup>2</sup>
Profit (loss) before income taxes	206	(2,634)	292	1.330
Profit (loss)	66	(5,265)	201	341

<sup>1</sup> As adjusted as of 31 March 2020.

<sup>2</sup> As adjusted as of 31 March 2020.

Balance sheet (amounts in million Euro)	31 March 2020 (unaudited)	31 December 2019	31 December 2018
Total assets	1,491,203	1,297,674	1,348,137

Senior debt	100,674	101,187	108,389
Subordinated debt	7,203	6,934	6,717
Loans at amortized cost	454,518	429,841	400,297
Deposits	566,910	572,208	564,405
Total equity	63,360	62,160	68,737
Common Equity Tier 1 capital ratio	12.8 %	13.6 %	13.6 %
Total capital ratio	16.6%	17.4 %	17.5 %
Leverage ratio (fully loaded)	4.0 %	4.2 %	4.1 %

**What are the key risks that are specific to the issuer?**

The Issuer is subject to the following key risks:

**Macroeconomic, Geopolitical and Market Environment:** As a global investment bank with a large private client franchise, our businesses are materially affected by global macroeconomic and financial market conditions. Significant risks exist that could negatively affect the results of operations and financial condition in some of our businesses as well as our strategic plans, including deterioration of the economic outlook for the Euro area and slowing in emerging markets, trade tensions between the United States and China as well between the United States and Europe, inflation risks, Brexit and geopolitical risks. Also, as a result of the risks posed by the COVID 19 pandemic, we may be materially adversely affected by a protracted downturn in local, regional or global economic conditions.

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

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

**Increased Capital Requirements:** Regulatory and legislative changes require us to maintain increased capital and bail-inable debt (debt that can be bailed in in resolution) and abide by tightened liquidity requirements. These requirements may significantly affect our business model, financial condition and results of operations as well as the competitive environment generally. Any perceptions in the market that we may be unable to meet our capital or liquidity requirements with an adequate buffer, or that we 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 our business and results.

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

**Litigation, Regulatory Enforcement Matters and Investigations:** We operate in a highly and increasingly regulated and litigious environment, potentially exposing us to liability and other costs, the amounts of which may be substantial and difficult to estimate, as well as to legal and regulatory sanctions and reputational harm. We and our subsidiaries are involved in various litigation proceedings, including civil class action lawsuits, arbitration proceedings and other disputes with third parties, as well as regulatory proceedings and investigations by both civil and criminal authorities in jurisdictions around the world.

**Section C – Key information on the securities**

**What are the main features of the securities?**

**Type of securities**

The Securities are *Certificates*.

**Class of securities**

The Securities will be represented by a global security (the "**Global Security**"). No definitive Securities will be issued. The Securities will be issued in bearer form.

**Securities identification number(s) of the securities**

ISIN: XS2011155079/ WKN: DC5PQP

**Applicable law of the securities**

The Securities will be governed by German law. The constituting of the Securities may be governed by the laws of the jurisdiction of

the Clearing Agent.

#### **Restrictions on the free transferability of the securities**

Each Security is transferable in accordance with applicable law and any rules and procedures for the time being of any Clearing Agent through whose books such Security is transferred.

#### **Status of the securities**

The Securities constitute unsecured and unsubordinated preferred liabilities of the Issuer ranking *pari passu* among themselves and *pari passu* with all other unsecured and unsubordinated preferred liabilities of the Issuer, subject, however, to statutory priorities conferred to certain unsecured and unsubordinated preferred liabilities in the event of Resolution Measures imposed on the Issuer or in the event of the dissolution, liquidation, Insolvency, composition or other proceedings for the avoidance of Insolvency of, or against, the Issuer.

#### **Ranking of the securities**

The ranking of the Issuer's liabilities in insolvency or in the event of the imposition of Resolution Measures, such as a bail-in, is determined by German law. The Securities are unsecured unsubordinated preferred liabilities that would rank higher than the Issuer's regulatory capital, its subordinated liabilities and its unsecured unsubordinated non-preferred liabilities. The liabilities under the Securities rank *pari passu* with other unsecured unsubordinated preferred liabilities of the Issuer, including but not limited to derivatives, structured products and deposits not subject to protection. The liabilities under the Securities rank below liabilities protected in Insolvency or excluded from Resolution Measures, such as certain protected deposits.

#### **Rights attached to the securities**

The Securities provide holders of the Securities, on redemption or upon exercise, subject to a total loss, with a claim for payment of a cash amount. The Securities also provide holders with an entitlement for the payment of a coupon.

The Coupon Certificate with Partial Capital Protection is capital protected at maturity at a percentage or an amount specified in the Final Terms and linked to the performance of the Underlying. This partial capital protection means that redemption of the Coupon Certificate with Partial Capital Protection at maturity is promised at the percentage of the Initial Issue Price or an amount specified in the Final Terms. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The way the Coupon Certificate with Partial Capital Protection works results from two key features:

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

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

a) If the Underlying closes, as specified in the Final Terms, either (i) above or (ii) equal to or above the relevant Coupon Threshold on a Coupon Observation Date, investors will receive a Coupon Amount (Coupon Payment) at the next Coupon Payment Date. If specified in the Final Terms, the Coupon is, however, limited to the Maximum Coupon. If specified in the Final Terms, the Coupon is, however, a minimum of the Minimum Coupon.

b) If the Underlying closes, as specified in the Final Terms, either (i) below or (ii) equal to or below the relevant Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date.

##### **2. Redemption at maturity**

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

a) If the Final Reference Level is, as specified in the Final Terms, either (i) above or (ii) equal to or above the Initial Reference Level, investors receive the Maximum Amount on the Settlement Date.

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

c) If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Strike, investors receive the Partial Capital Protection Amount on the Settlement Date.

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

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

Issue Price	100 percent of the Nominal Amount per Security
Nominal Amount	EUR 1,000 per Security
Settlement	Cash Settlement
Settlement Currency	Euro ("EUR")
Cash Amount	<p>(a) If the Final Reference Level is less than or equal to the Strike, the Partial Capital Protection Amount;</p> <p>(b) if the Final Reference Level is above the Strike but below the Cap, an amount equal to the sum of (i) EUR 1,000 and (ii) the product of EUR 1,000 and the difference of (x) and (y) where</p> <p style="padding-left: 40px;">(x) is the quotient of:</p> <p style="padding-left: 80px;">(A) the Final Reference Level (as numerator) and</p> <p style="padding-left: 80px;">(B) the Initial Reference Level (as denominator)</p> <p style="padding-left: 40px;">multiplied by the Participation Factor; and</p> <p style="padding-left: 40px;">(y) is 1.</p> <p>(c) if the Final Reference Level is equal to or above the Cap, the Maximum Amount.</p> <p>provided that the Cash Amount will not be greater than the Maximum Amount.</p>
Partial Capital Protection Amount	95 per cent of the Nominal Amount
Maximum Amount	The Nominal Amount
Strike	95 per cent. of the Initial Reference Level
Cap	100 per cent. of the Initial Reference Level
Participation Factor	100%
Initial Reference Level	The Reference Level on the Initial Valuation Date
Final Reference Level	The Reference Level on the Valuation Date
Reference Level	<p>In respect of any relevant day an amount (which shall be deemed to be a monetary value in the Settlement Currency) equal to:</p> <p>the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified in the information on the Underlying</p>
Relevant Reference Level Value	The official closing level of the Underlying on the Reference Source
Coupon Payment	<p>Coupon Payment applies.</p> <p>(a) If on a Coupon Observation Date the Relevant Reference Level Value of the Underlying is above or equal the Coupon Threshold, the Coupon Payment will be made on the next Coupon Payment Date, or</p> <p>(b) if on a Coupon Observation Date the Relevant Reference Level Value of the Underlying is below to the Coupon Threshold; no Coupon Payment will be made on the next Coupon Payment Date.</p>
Type of Coupon	Floating Coupon

Coupon Observation Dates	Each of 25 October 2021 (the " <b>First Coupon Observation Date</b> "), 24 October 2022 ( the " <b>Second Coupon Observation Date</b> "), 23 October 2023 (the " <b>Third Coupon Observation Date</b> "), 23 October 2024 (the " <b>Fourth Coupon Observation Date</b> "), 23 October 2025 (the " <b>Fifth Coupon Observation Date</b> "), 23 October 2026 (the " <b>Sixth Coupon Observation Date</b> "), 25 October 2027 (the " <b>Seventh Coupon Observation Date</b> "), 23 October 2028 (the " <b>Eight Coupon Observation Date</b> "), 23 October 2029 (the " <b>Ninth Coupon Observation Date</b> "), and 23 October 2030 (the " <b>Last Coupon Observation Date</b> ").
Coupon Threshold	95% of the Initial Reference Level
Coupon	2.55 per cent
Business Day Convention	Following Business Day Convention
Coupon Payment Dates	In respect of each Coupon Observation Date  27 October 2021 (the " <b>First Coupon Payment Date</b> "), 26 October 2022 (the " <b>Second Coupon Payment Date</b> "), 25 October 2023 (the " <b>Third Coupon Payment Date</b> "), 25 October 2024 (the " <b>Fourth Coupon Payment Date</b> "), 27 October 2025 (the " <b>Fifth Coupon Payment Date</b> "), 27 October 2026 (the " <b>Sixth Coupon Payment Date</b> "), 27 October 2027 (the " <b>Seventh Coupon Payment Date</b> "), 25 October 2028 (the " <b>Eighth Coupon Payment Date</b> "), 25 October 2029 (the " <b>Ninth Coupon Payment Date</b> ") and 25 October 2030 (the " <b>Last Coupon Payment Date</b> ") or, if such day is not a Business Day the Coupon Payment Date is postponed to the next day which is a Business Day.
Coupon Cessation Date	The Settlement Date
Issue Date	23 October 2020
Value Date	23 October 2020
Exercise Date	23 October 2030
Valuation Date	23 October 2030
Initial Valuation Date	23 October 2020
Settlement Date	The second TARGET Settlement Day following the relevant Valuation Date, 25 October 2030.
Type of Exercise	European Style
Automatic Exercise	Automatic Exercise is applicable
Business Day	A day on which the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) system is open and on which commercial banks and foreign exchange markets settle payments in the Business Day Locations specified in the Product Terms and on which each relevant Clearing Agent settles payments. Saturday and Sunday are not considered Business Days.
Business Day Locations	London
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
Form of Securities	Global Security in bearer form
Governing Law	German Law
Minimum Redemption Amount Payable	Applicable
Minimum Redemption Amount	95 per cent. of the Nominal Amount

Number of Securities:	up to 50,000 <i>Coupon Certificate with Partial Capital Protection</i> at EUR 1,000 each with an aggregate nominal amount of up to EUR 50,000,000
Currency:	Euro ("EUR")
Name and address of the Paying Agent:	Deutsche Bank AG Taunusanlage 12 60325 Frankfurt am Main Germany
Name and address of the Calculation Agent:	Deutsche Bank AG Taunusanlage 12 60325 Frankfurt am Main Germany
Underlying	<i>Type: Index</i> <i>Name: STOXX Global Select Dividend 100 Index</i> <i>Index Sponsor: STOXX Limited</i> <i>Reference Currency: EUR</i>

Information on the historical and ongoing performance of the Underlying and its volatility can be obtained on the public website under <http://www.stoxx.com/index.html> and on the Bloomberg page: SDGP Equity.

#### **Limitations to the rights attached to the Securities**

Under the conditions set out in the Terms and Conditions, the Issuer is entitled to terminate the Securities and to amend the Terms and Conditions.

#### **Where will the securities be traded?**

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

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

##### **Risks at maturity**

If the Final Reference Level is, as specified in the Final Terms, either (i) below or (ii) equal to or below the Initial Reference Level, the Coupon Certificate with Partial Capital Protection involves a risk of loss if the redemption amount equal to the percentage of the Initial Issue Price or Amount specified in the Final Terms is lower than the purchase price of this product. In such a case, investors will suffer a loss, the amount of which will be greater, the lower the price or level of the Underlying at maturity.

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

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

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

Subject to certain conditions being met, the Issuer may replace Underlyings, adjust the Final Terms or terminate the Securities. In case of a termination, the Issuer will pay, usually prior to the scheduled settlement date of the Securities, an amount determined by the Calculation Agent. Such amount may be significantly less than an investor's initial investment in Securities and in certain circumstances may be zero.

Any adjustment or termination of the Securities or replacement of an Underlying may lead to a loss in value of the Securities or may at maturity lead to the realisation of losses or even to the total loss of the invested amount. It is also not excluded that an adjustment measure will later prove to be incorrect or to be disadvantageous for Securityholders. A Securityholder could also be put in an economically worse position by the adjustment measure than before such adjustment measure.

##### **Risks associated with Underlying**

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

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

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

#### **Exchange rate / currency risks**

An investment in the Securities involves exchange rate and/or currency risks, if the Settlement Currency of the Securities is different from the currency of a Securityholder's home jurisdiction. In addition to the risk of an adverse development of the Underlying there is the risk of a loss in value of the relevant rate of exchange which can, respectively, offset any favourable development of the Underlying.

#### **The Securities may be Illiquid**

It is not possible to predict if and to what extent a secondary market may develop in the Securities or at what price the Securities will trade in the secondary market or whether such market will be liquid. Insofar and as long as the Securities are listed or quoted or admitted to trading on a stock exchange, no assurance is given that any such listing or quotation or admission to trading will be maintained. Higher liquidity does not necessarily result from a listing, quotation or admission to trading.

If the Securities are not listed or quoted or admitted to trading on any stock exchange or quotation system, pricing information for the Securities may be more difficult to obtain and the liquidity of the Securities may be adversely affected. The liquidity of the Securities may also be affected by restrictions on offers and sales of the Securities in some jurisdictions.

Even where an investor is able to realise its investment in the Securities by selling this may be at a substantially lower value than its original investment in the Securities. Depending on the structure of the Securities, the realisation value at any time may be zero (0), which means a total loss of the capital invested. In addition, a transaction fee may be payable in respect of a sale of the Securities.

#### **Regulatory Bail-in and other Resolution Measures**

Laws enable the competent resolution authority to also take measures in respect of the Securities. These measures may have an adverse effect on the Securityholders.

If the legal requirements are met in respect of the Issuer, BaFin, as the resolution authority, may, in addition to other measures, write down Securityholders' claims from the Securities in part or in full or convert them into equity (shares) of the Issuer ("**Resolution Measures**"). Other Resolution Measures available include (but are not limited to) transferring the Securities to another entity, varying the terms and conditions of the Securities (including, but without limitation to, varying the maturity of the Securities) or cancelling the Securities. The competent resolution authority may apply Resolution Measures individually or in any combination.

If the resolution authority takes Resolution Measures, Securityholders bear the risk of losing their claims from the Securities. In particular, this includes their claims for payment of the cash amount or redemption amount or for delivery of the delivery item.

### **Section D – Key information on the offer of securities to the public and/or the admission to trading on a regulated market**

#### **Under which conditions and timetable can I invest in this security?**

##### **General terms, conditions and expected timetable of the offer**

###### **Offering Period**

The offer of the Securities starts on 24 August 2020 and ends with the close of 20 October 2020 (15:00 Madrid Time) (end of primary market). In any case the offer ends with expiry of the validity of the Prospectus, unless another prospectus provides for a continued offer.

The Issuer reserves the right for any reason to reduce the number of Securities offered.

###### **Cancellation of the issuance of the Securities**

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

###### **Early closing of the offering period of the Securities**

The Issuer reserves the right for any reason to close the Offering Period early.

###### **Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries**

Qualified investors within the meaning of the Prospectus Regulation and non-qualified investors.

The offer may be made in Spain to any person which complies with all other requirements for investment as set out in the Securities Note or otherwise determined by the Issuer and/or the relevant Financial Intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Regulation.

###### **Issue price**

100 percent of the Nominal Amount per Security

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

Expenses included in the price (per Security):	ex-ante entry costs:	EUR 65.30 per Security
	ex-ante exit costs:	EUR 10.00 per Security
	ex-ante running costs on yearly basis:	0

Other expenses and taxes: none

###### **Details of the admission to trading on a regulated market**

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

**Why is this prospectus being produced?**

**Reasons for the offer**

The reasons for the offer are making profit and hedging certain risks.

**Material conflicts of interest pertaining to the offer or the admission to trading**

Save for the distributor regarding the fees, as far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.