

Final Terms dated 20 December 2016

## DEUTSCHE BANK AG LONDON BRANCH

Issue of up to 75,000 Eight Year Notes with Quarterly Coupons (corresponds to product no. 35 in the Base Prospectus) at USD 2,000 each with an aggregate nominal amount of up to USD 150,000,000 relating to the 3 Month USD LIBOR

(the "**Securities**")

under its **x-markets** Programme for the issuance of Notes

**Issue Price:** 100 per cent. of the Nominal Amount per Security

**WKN/ISIN:** DB1Y5B / XS0461353004

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**

**Issue-Specific Summary**

These Final Terms have been prepared for the purposes of Article 5 (4) of the Prospectus Directive and must be read in conjunction with the Base Prospectus, dated 9 September 2016 (including the documents incorporated by reference), as amended by the supplements dated 19 September 2016, 13 October 2016 and 14 November 2016 (the "Base Prospectus"). Terms not otherwise defined herein shall have the meaning given in the General Conditions set out in the Terms of the Securities. Full information on the Issuer and the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issuance is annexed to the Final Terms.

The Base Prospectus dated 9 September 2016, any supplements and the Final Terms, together with their translations or the translations of the Summary in the version completed and put in concrete terms by the relevant Final Terms are published according to Art. 14 (2) (c) of the Prospectus Directive (Directive 2003/71/EC, as amended), as implemented by the relevant provisions of the EU member states, on the Issuer's website ([www.xmarkets.db.com](http://www.xmarkets.db.com)) and/or ([www.investment-products.db.com](http://www.investment-products.db.com)) and (i) in case of admission to trading of the Securities on the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)), (ii) in case of admission to trading of the Securities on the Borsa Italiana, on the website of Borsa Italiana ([www.borsaitaliana.it](http://www.borsaitaliana.it)), (iii) in case of admission to trading of the Securities on the Euronext Lisbon regulated market or in case of a public offering of the Securities in Portugal, on the website of the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*) ([www.cmvm.pt](http://www.cmvm.pt)), (iv) in case of admission to trading of the Securities on a Spanish stock exchange or AIAF, on the website of the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ([www.cnmv.es](http://www.cnmv.es)).

In addition, the Base Prospectus dated 9 September 2016 shall be available free of charge at the registered office of the Issuer, Deutsche Bank AG, Grosse Gallusstrasse 10-14, 60311 Frankfurt am Main and its London Branch, at Winchester House, 1 Great Winchester Street, London EC2N 2DB.

## 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 case of discrepancies between these Product Terms and the General Conditions, these Product Terms shall prevail for the purposes of securities.

### General Information

Security Type	Note /  Eight Year Notes with Quarterly Coupons
ISIN	XS0461353004
WKN	DB1Y5B
Common Code	046135300
Issuer	Deutsche Bank AG, London Branch
Number of the Securities	up to 75,000 Securities at USD 2,000 each with an aggregate nominal amount of up to USD 150,000,000
Issue Price	100 per cent. of the Nominal Amount per Security

### Underlying

Underlying	Type: Interest Rate  Name: 3 Month USD LIBOR  Reference Source: page LIBOR01 of the information provider Thomson Reuters
------------	--

### Product Details

Settlement	Cash Settlement
Settlement Currency	USD
Nominal Amount	USD 2,000 per Security
Coupon Payment	Coupon Payment applies.
Coupon Amount	in relation to the total outstanding Nominal Amount,  Nominal Amount x Coupon x Day Count Fraction
Coupon	6.60 per cent. per annum in respect of each Coupon Period to and including the Coupon Period ending on 15 February 2019 and thereafter the 3 Month USD LIBOR on the relevant Coupon Determination Date subject to a minimum of the Minimum Coupon.

Minimum Coupon	2.00 per cent. per annum
Coupon Determination Date	The second London Business Day before the commencement of the relevant Coupon Period.
3 Month USD LIBOR	<p>The rate for deposits in USD for a period of 3 months which appears on the page &lt;LIBOR01&gt; of the information provider Thomson Reuters (or any LIBOR Successor Source) as of 11:00 a.m., London time, on the relevant Coupon Determination Date.</p> <p>If such rate does not appear on the Reuters Screen LIBOR01 Page (or such LIBOR Successor Source as aforesaid), the 3 Months USD LIBOR Rate for that Coupon Determination Date will be determined on the basis of the rates at which deposits in USD are offered by the Reference Banks at approximately 11:00 a.m., London time, on that Coupon Determination Date to prime banks in the London interbank market for a period of 3 months commencing on that Coupon Determination Date and in an amount (a "<b>LIBOR Representative Amount</b>") that is representative of a single transaction in that market at the relevant time assuming calculations are based on the actual number of days in such period divided by 360. The Calculation Agent will request the principal London office of each of the Reference Banks to provide a quotation of its rate. If at least two quotations are provided as requested, the 3 Months USD LIBOR Rate for that Coupon Determination Date will be the arithmetic mean of the quotations, expressed as a percentage and rounded to the nearest six decimal places with 0.0000005 per cent being rounded upwards.</p> <p>If fewer than two quotations are provided as requested, the LIBOR Rate for that Coupon Determination Date will be the arithmetic mean (expressed as a percentage and rounded to the nearest six decimal places with 0.0000005 per cent being rounded upwards) of the rates quoted by major banks in London, selected by the Calculation Agent, at approximately 11:00 a.m., London time, on that Coupon Determination Date for loans in USD to leading European banks for a period of 3 months commencing on that Coupon Determination Date and in a LIBOR Representative Amount.</p>
LIBOR Successor Source	<p>(a) The successor display page, other published source, information vendor or provider that has been officially designated by the sponsor of the page &lt;LIBOR01&gt; of the information provider Thomson Reuters; or</p> <p>(b) if the sponsor has not officially designated a successor display page, other published source, service or provider (as the case may be), the successor display page, other published source, service or provider, if any, designated by the relevant information vendor or provider (if different from the sponsor).</p>
Day Count Fraction	Actual/360
Coupon Period	The period commencing on (and including) the Value Date to (but excluding) the first Coupon Period End Date and each period commencing on (and including) a Coupon Period End Date to (but excluding) the next following Coupon Period End Date.
Adjusted Coupon Period	Not Applicable
Unadjusted Period	Coupon Applicable
Business Day Convention	Following Business Day Convention

Coupon Period End Date 15 May 2017, 15 August 2017, 15 November 2017, 15 February 2018, 15 May 2018, 15 August 2018, 15 November 2018, 15 February 2019, 15 May 2019, 15 August 2019, 15 November 2019, 15 February 2020, 15 May 2020, 15 August 2020, 15 November 2020, 15 February 2021, 15 May 2021, 15 August 2021, 15 November 2021, 15 February 2022, 15 May 2022, 15 August 2022, 15 November 2022, 15 February 2023, 15 May 2023, 15 August 2023, 15 November 2023, 15 February 2024, 15 May 2024, 15 August 2024, 15 November 2024, and the Settlement Date.

Coupon Payment Date Means each Coupon Period End 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

Cash Amount The Nominal Amount

### **Relevant Dates**

Issue Date 15 February 2017

Value Date 15 February 2017

Settlement Date 15 February 2025

### **Further Information**

Business Day a day on which the Trans-European Automated Real-time Gross Settlement Express Transfer (TARGET2) system is open, 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. Saturday and Sunday are not considered Business Days.

Business Day Locations London and New York City

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 English law

## Further Information about the Offering of the Securities

### LISTING AND TRADING

Listing and Trading

Application will be made to admit to trading the Securities on the multilateral trading facility (MTF) EuroTLX of EuroTLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2004/39/EC.

There has no application been made to admit the Securities to the regulated market of any exchange.

Minimum Trade Size

USD 2,000 (one Security)

Estimate of total expenses related to admission to trading

EUR 3,000

### OFFERING OF SECURITIES

Investor minimum subscription amount

USD 2,000 (one Security)

Investor maximum subscription amount

Not applicable

The Subscription Period

Applications to subscribe for the Securities may be made through the Distribution from 20 December 2016 until the "**Primary Market End Date**" which is 10 February 2017 (subject to adjustment) during the hours in which banks are generally open for business in Italy.

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

In the event that during the Subscription Period the requests exceed the amount of the offer destined to prospective investors equal to the maximum aggregate nominal amount, the Issuer may proceed to early terminate the Subscription Period and may immediately suspend the acceptance of further requests.

Any such change or any amendment to the Subscription Period will be communicated to investors by means of a notice published on the website of the Issuer ([www.it.x-markets.db.com](http://www.it.x-markets.db.com)).

Cancellation of the Issuance of the Securities

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

Any such decision will be communicated to investors by means of a notice published on the website of the Issuer ([www.it.x-markets.db.com](http://www.it.x-markets.db.com)).

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer

Early Closing of the Subscription Period of the Securities	exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise purchase any Securities.
Conditions to which the offer is subject:	The Issuer reserves the right for any reason to close the Subscription Period early.  Any such decision will be communicated to investors by means of a notice published on the website of the Issuer ( <a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a> ).
Description of the application process:	Not applicable  Applications for the Securities can be made in Italy at participating branches of a Distributor.  Applications will be in accordance with the relevant Distributor's usual procedures, notified to investors by the relevant Distributor.  Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer relating to the subscription for the Securities.
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 and the Securities will be delivered on the Value Date against payment to the Issuer of the net subscription price.
Manner in and date on which results of the offer are to be made public:	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 75,000 Securities  The precise number of Securities to be issued will be published on the website of the Issuer ( <a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a> ) on or around the Issue Date.  The results of the offer will be 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:	Qualified investors within the meaning of the Prospectus Directive and non-qualified investors  The Offer may be made in Italy 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

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	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.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	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.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	No dealings in the Securities may take place prior to the Issue Date
Consent to use of Prospectus:	Not applicable  Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy, and Finanza e Futuro Banca S.p.A. of Piazza del Calendario 1, 20126 Milan, Italy, (each a "Distributor" and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the "Distributors").  The Issuer reserves the right to appoint other distributors during the Subscription Period, which will be communicated to investors by means of a notice published on the website of the Issuer ( <a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a> ).  Deutsche Bank S.p.A. will act as lead manager of the placement syndicate (Responsabile del Collocamento as defined under article 93-bis of the Financial Services Act) (the "Lead Manager").
	The Issuer consents to the use of the Prospectus by the following financial intermediaries (individual consent): Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy, and Finanza e Futuro Banca S.p.A. of Piazza del Calendario 1, 20126 Milan, Italy.
	Individual consent to the later resale and final placement of the Securities by the financial intermediaries is given in relation to Italy. The subsequent resale or final placement of Securities by financial intermediaries can be made during the period from 20 December 2016 (inclusively) until 10 February 2017 (inclusively) and as long as this Prospectus is valid in accordance with Article 9 of the Prospectus Directive.

**FEES**

Fees paid by the Issuer to the distributor

Trailer Fee<sup>1</sup>

Not applicable

---

<sup>1</sup> THE ISSUER MAY PAY PLACEMENT AND TRAILER FEES AS SALES-RELATED COMMISSIONS TO THE RELEVANT DISTRIBUTOR(S). ALTERNATIVELY, THE ISSUER CAN GRANT THE RELEVANT DISTRIBUTOR(S) AN APPROPRIATE DISCOUNT ON THE ISSUE PRICE

Placement Fee	Up to 3.00 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 Distributors 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.
--	---

---

(WITHOUT SUBSCRIPTION SURCHARGE). TRAILER FEES MAY BE PAID FROM ANY MANAGEMENT FEE REFERRED TO IN THE PRODUCT TERMS ON A RECURRING BASIS BASED ON THE UNDERLYING. IF DEUTSCHE BANK AG IS BOTH THE ISSUER AND THE DISTRIBUTOR WITH RESPECT TO THE SALE OF ITS OWN SECURITIES, DEUTSCHE BANK'S DISTRIBUTING UNIT WILL BE CREDITED WITH THE RELEVANT AMOUNTS INTERNALLY. FURTHER INFORMATION ON PRICES AND PRICE COMPONENTS IS INCLUDED IN PART II (RISK FACTORS) IN THE BASE PROSPECTUS – SECTION E "CONFLICTS OF INTEREST" UNDER ITEMS 5 AND 6.



**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.

**Further Information Published by the Issuer**

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

**COUNTRY SPECIFIC INFORMATION:**

**ITALY**

Agent in Italy

The Agent in Italy is Deutsche Bank S.p.A. acting through its principal office in Milan being as at the Issue Date at the following address: Piazza del Calendario, 3 – 20126, Milan, Italy.

# 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><b>Warning that</b></p> <ul style="list-style-type: none"> <li>the Summary should be read as an introduction to the Prospectus,</li> <li>any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor,</li> <li>where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus, before the legal proceedings are initiated; and</li> <li>in its function as the Issuer responsible for the Summary and any translation thereof as well as the dissemination of the Summary and any translation thereof, Deutsche Bank Aktiengesellschaft may be held liable but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Securities.</li> </ul>
A.2	Consent to use of base prospectus	<ul style="list-style-type: none"> <li>The Issuer consents to the use of the Prospectus for a later resale or final placement of the Securities by the following financial intermediaries (individual consent): Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy, and Finanza e Futuro Banca S.p.A. of Piazza del Calendario 1, 20126 Milan, Italy.</li> <li>The subsequent resale or final placement of Securities by financial intermediaries can be made during the period from 20 December 2016 (inclusively) until 10 February 2017 (inclusively) and as long as this Prospectus is valid in accordance with Article 9 of the Prospectus Directive.</li> <li>This consent is not subject to any conditions.</li> <li><b>In case of an offer being made by a financial intermediary, this financial intermediary will provide information to investors on the terms and conditions of the offer at the time the offer is made.</b></li> </ul>

Element	Section B – Issuer	
B.1	Legal and commercial name of the issuer	The legal and commercial name of the Issuer is Deutsche Bank Aktiengesellschaft (" <b>Deutsche Bank</b> " or " <b>Bank</b> ").
B.2	Domicile, legal form, legislation and country of incorporation of the issuer	<p>Deutsche Bank is a stock corporation (Aktiengesellschaft) under German law. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany (telephone +49-69-910-00).</p> <p>Deutsche Bank AG, acting through its London branch ("<b>Deutsche Bank AG, London Branch</b>") is domiciled at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.</p>
B.4b	Trends	With the exception of the effects of the macroeconomic conditions and market environment, litigation risks associated with the financial markets crisis as well as the effects of legislation and regulations applicable to 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 " <b>Deutsche Bank Group</b> ").

<b>B.9</b>	Profit forecast or estimate	Not applicable. No profit forecast or estimate is made.																																								
<b>B.10</b>	Qualifications in the audit report on the historical financial information	Not applicable; there are no qualifications in the audit report on the historical financial information.																																								
<b>B.12</b>	Selected historical key financial information	<p>The following table shows an overview from the balance sheet of Deutsche Bank AG which has been extracted from the respective audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2014 and 31 December 2015 as well as from the unaudited consolidated interim financial statements as of 30 September 2015 and 30 September 2016.</p> <table border="1" data-bbox="539 566 1433 1563"> <thead> <tr> <th></th> <th><b>31 December 2014</b> (IFRS, audited)</th> <th><b>30 September 2015</b> (IFRS, unaudited)</th> <th><b>31 December 2015</b> (IFRS, audited)</th> <th><b>30 September 2016</b> (IFRS, unaudited)</th> </tr> </thead> <tbody> <tr> <td>Share capital (in EUR)</td> <td>3,530,939,215.36</td> <td>3,530,939,215.36</td> <td>3,530,939,215.36</td> <td>3,530,939,215.36*</td> </tr> <tr> <td>Number of ordinary shares</td> <td>1,379,273,131</td> <td>1,379,273,131</td> <td>1,379,273,131</td> <td>1,379,273,131*</td> </tr> <tr> <td>Total assets (in million Euro)</td> <td>1,708,703</td> <td>1,719,374</td> <td>1,629,130</td> <td>1,688,951</td> </tr> <tr> <td>Total liabilities (in million Euro)</td> <td>1,635,481</td> <td>1,650,495</td> <td>1,561,506</td> <td>1,622,224</td> </tr> <tr> <td>Total equity (in million Euro)</td> <td>73,223</td> <td>68,879</td> <td>67,624</td> <td>66,727</td> </tr> <tr> <td>Common Equity Tier 1 capital ratio<sup>1</sup></td> <td>15.2%</td> <td>13.4%</td> <td>13.2%</td> <td>12.6%<sup>2</sup></td> </tr> <tr> <td>Tier 1 capital ratio<sup>1</sup></td> <td>16.1%</td> <td>15.0%</td> <td>14.7%</td> <td>14.5%<sup>3</sup></td> </tr> </tbody> </table> <p>* Source: Issuer's website under <a href="https://www.db.com/ir/en/share-information.htm">https://www.db.com/ir/en/share-information.htm</a>; date: 14 November 2016.</p> <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 2016 on the basis of CRR/CRD 4 fully loaded was 11.1% (in line with the Management Board's decision not to propose any dividend on common stock for the fiscal year 2016).</p> <p>3 The Tier 1 capital ratio as of 30 September 2016 on the basis of CRR/CRD 4 fully loaded was 12.3%.</p>		<b>31 December 2014</b> (IFRS, audited)	<b>30 September 2015</b> (IFRS, unaudited)	<b>31 December 2015</b> (IFRS, audited)	<b>30 September 2016</b> (IFRS, unaudited)	Share capital (in EUR)	3,530,939,215.36	3,530,939,215.36	3,530,939,215.36	3,530,939,215.36*	Number of ordinary shares	1,379,273,131	1,379,273,131	1,379,273,131	1,379,273,131*	Total assets (in million Euro)	1,708,703	1,719,374	1,629,130	1,688,951	Total liabilities (in million Euro)	1,635,481	1,650,495	1,561,506	1,622,224	Total equity (in million Euro)	73,223	68,879	67,624	66,727	Common Equity Tier 1 capital ratio <sup>1</sup>	15.2%	13.4%	13.2%	12.6% <sup>2</sup>	Tier 1 capital ratio <sup>1</sup>	16.1%	15.0%	14.7%	14.5% <sup>3</sup>
	<b>31 December 2014</b> (IFRS, audited)	<b>30 September 2015</b> (IFRS, unaudited)	<b>31 December 2015</b> (IFRS, audited)	<b>30 September 2016</b> (IFRS, unaudited)																																						
Share capital (in EUR)	3,530,939,215.36	3,530,939,215.36	3,530,939,215.36	3,530,939,215.36*																																						
Number of ordinary shares	1,379,273,131	1,379,273,131	1,379,273,131	1,379,273,131*																																						
Total assets (in million Euro)	1,708,703	1,719,374	1,629,130	1,688,951																																						
Total liabilities (in million Euro)	1,635,481	1,650,495	1,561,506	1,622,224																																						
Total equity (in million Euro)	73,223	68,879	67,624	66,727																																						
Common Equity Tier 1 capital ratio <sup>1</sup>	15.2%	13.4%	13.2%	12.6% <sup>2</sup>																																						
Tier 1 capital ratio <sup>1</sup>	16.1%	15.0%	14.7%	14.5% <sup>3</sup>																																						
	A statement that there has been no material adverse change in the prospects of the issuer	There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2015.																																								

	<p>since the date of its last published audited financial statements or a description of any material adverse change</p> <p>A description of significant changes in the financial or trading position of the Issuer subsequent to the period covered by the historical financial information</p>	<p>Not applicable. There has been no significant change in the financial position or trading position of Deutsche Bank since 30 September 2016.</p>
<b>B.13</b>	Recent events	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>B.14</b>	Dependence upon other entities within the group	Not applicable; the Issuer is not dependent upon other entities of Deutsche Bank Group.
<b>B.15</b>	Issuer's principal activities	<p>The objects of Deutsche Bank, as laid down in its Articles of Association, include the transaction of all kinds of banking business, the provision of financial and other services and the promotion of international economic relations. The Bank may realise these objectives itself or through subsidiaries and affiliated companies. To the extent permitted by law, the Bank is entitled to transact all business and to take all steps which appear likely to promote the objectives of the Bank, in particular: to acquire and dispose of real estate, to establish branches at home and abroad, to acquire, administer and dispose of participations in other enterprises, and to conclude enterprise agreements.</p> <p>Deutsche Bank Group's business activities are organized into the following five corporate divisions:</p> <ul style="list-style-type: none"> <li>• Corporate &amp; Investment Banking (CIB);</li> <li>• Global Markets (GM);</li> <li>• Deutsche Asset Management (DeAM);</li> <li>• Private, Wealth &amp; Commercial Clients (PWCC); and</li> <li>• Non-Core Operations Unit (NCOU).</li> </ul> <p>The five corporate divisions are supported by infrastructure functions. In addition, Deutsche Bank has a regional management function that covers regional responsibilities worldwide. The Bank has operations or dealings with existing or potential customers in most countries in the world. These operations and dealings include:</p> <ul style="list-style-type: none"> <li>• subsidiaries and branches in many countries;</li> <li>• representative offices in other countries; and</li> <li>• one or more representatives assigned to serve customers in a large number of additional countries.</li> </ul>
<b>B.16</b>	Controlling persons	Not applicable. Based on notifications of major shareholdings pursuant to sections 21 et seq. of the German Securities Trading Act ( <i>Wertpapierhandelsgesetz - WpHG</i> ), there are only three shareholders holding more than 3 but less than 10 per cent. of the Issuer's shares. To the Issuer's knowledge there is no other shareholder holding more than 3 per cent. of the shares. The Issuer is thus not directly or indirectly owned or controlled.

Element	Section C – Securities	
<b>C.1</b>	Type and the class of the securities, including any security identification number	<p><b>Class of Securities</b></p> <p>The Securities will be represented by a global security (the "<b>Global Security</b>").</p> <p>No definitive Securities will be issued.</p> <p>The Securities will be issued in bearer form.</p> <p><b>Type of Securities</b></p> <p>The Securities are Notes.</p> <p><b>Security identification number(s) of Securities</b></p> <p>ISIN: XS0461353004</p> <p>WKN: DB1Y5B</p>

<b>C.2</b>	Currency	United States dollar ("USD")
<b>C.5</b>	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.
<b>C.8</b>	Rights attached to the securities, including ranking and limitations to those rights	<p><b>Governing law of the Securities</b></p> <p>The Securities will be governed by, and construed in accordance with, English law. The constituting of the Securities may be governed by the laws of the jurisdiction of the Clearing Agent.</p> <p><b>Rights attached to the Securities</b></p> <p>The Securities provide holders of the Securities, on redemption or upon exercise, with a claim for payment of a cash amount and/or delivery of a physical delivery amount. The Securities also provide holders with an entitlement for the payment of a coupon.</p> <p><b>Limitations to the rights</b></p> <p>Under the conditions set out in the Terms and Conditions, the Issuer is entitled to terminate and cancel the Securities and to amend the Terms and Conditions.</p> <p><b>Status of the Securities</b></p> <p>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>
<b>C.11</b>	Application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with indication of the markets in questions	<p>Not applicable; there has no application been made to admit the Securities to the regulated market of any exchange.</p> <p>Application will be made to admit to trading the Securities on the multilateral trading facility (MTF) EuroTLX of EuroTLX SIM S.p.A., which is not a regulated market for the purposes of Directive 2004/39/EC.</p>
<b>C.15</b>	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 Eight Year Note with Quarterly Coupons is 100% capital protected at maturity. Capital protection means that redemption of the Eight Year Note with Quarterly Coupons at maturity is promised at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.</p> <p>Throughout the term investors receive Coupon Payments on the relevant Coupon Payment Date. The Eight Year Note with Quarterly Coupons has a fixed Coupon for the first nine Coupon Periods. In the subsequent Coupon Periods, the Coupon is dependent on the performance of the Underlying. The Coupon is however a minimum of the Minimum Coupon.</p> <p>Coupon Periods: the period commencing on (and including) 15 February 2017 (the <b>Issue Date</b>) to (but excluding) the first Coupon Period End Date and each period commencing on (and including) a Coupon Period End Date to (but excluding) the next following Coupon Period End Date.</p> <p>Minimum Coupon: 2.00 per cent. per annum</p> <p>Minimum Redemption Amount: USD 2,000 per Security</p> <p>Coupon Period End Date: 15 May 2017, 15 August 2017, 15 November 2017, 15 February 2018, 15 May 2018, 15 August 2018, 15 November 2018, 15 February 2019, 15 May 2019, 15 August 2019, 15 November 2019, 15 February 2020, 15 May 2020, 15 August 2020, 15 November 2020, 15 February 2021, 15 May 2021, 15 August 2021, 15 November 2021, 15 February 2022, 15 May 2022, 15 August 2022, 15</p>

		<p>November 2022, 15 February 2023, 15 May 2023, 15 August 2023, 15 November 2023, 15 February 2024, 15 May 2024, 15 August 2024, 15 November 2024, and the Settlement Date.</p> <p>Coupon: 6.60 per cent. per annum in respect of each Coupon Period to and including the Coupon Period ending on 15 February 2019 and thereafter the 3 Month USD LIBOR on the relevant Coupon Determination Date subject to a minimum of the Minimum Coupon.</p> <p>Coupon Payment Date: Means each Coupon Period End 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.</p> <p>Description of floating Coupon: As of the Coupon Period commencing on 15 February 2019, the Coupon is dependent on the performance of the Underlying and equals the 3 Month USD LIBOR published on page LIBOR01 of the information provider Thomson Reuters (the "<b>Underlying</b>") on the relevant Coupon Determination Date with a minimum of the Minimum Coupon.</p> <p>Coupon Determination Date: The second London Business Day before the commencement of the relevant Coupon Period.</p> <p>Settlement Date and Redemption: 15 February 2025</p> <p>Redemption is made at the Nominal Amount. Any cash amounts payable by the Issuer shall be transferred to the relevant Clearing Agent for distribution to the Securityholders.</p> <p>The Issuer will be discharged of its payment obligations by payment to, or to the order of, the relevant Clearing Agent in respect of the amount so paid.</p> <p>Name of representative of a debt security holder: Not applicable; there is no representative of debt security holders.</p>
<b>C.16</b>	The expiration or maturity date of the derivative securities – the exercise date or final reference date	Settlement Date: 15 February 2025
<b>C.17</b>	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 to, or to the order of, the relevant Clearing Agent in respect of the amount so paid.
<b>C.18</b>	A description of how the return on derivative securities takes place	Payment of the Cash Amount to the respective Securityholders on the Settlement Date
<b>C.19</b>	The exercise price or the final reference price of the underlying	Not applicable; the Securities are not derivative Securities.
<b>C.20</b>	Type of the underlying and where the information on the underlying can be found	Not applicable; the Securities are not derivative Securities.

Element	Section D – Risks	
D.2	Key information on the key risks that are specific and individual to the issuer	<p>Investors will be exposed to the risk of the Issuer becoming insolvent as result of being over in debted or unable to pay debts, i.e. to the risk of a temporary or permanent inability to meet interest and/or principal payments on time. The Issuer's credit ratings reflect the assessment of these risks.</p> <p>Factors that may have a negative impact on Deutsche Bank's profitability are described in the following:</p> <ul style="list-style-type: none"> <li>• Recent tepid economic growth, and uncertainties about prospects for growth going forward, have affected and continue to negatively affect Deutsche Bank's results of operations and financial condition in some of its businesses, while a continuing low interest environment and competition in the financial services industry have compressed margins in many of its businesses. If these conditions persist or worsen, Deutsche Bank's business, results of operations or strategic plans could be adversely affected.</li> <li>• The increasing attractiveness of anti-European Union political movements to voters in a number of countries in the European Union could lead to a partial unwinding of European integration. In particular, on 23 June 2016, the UK voted in a national referendum to withdraw from the European Union. The referendum is not legally binding and the point in time when the UK ceases to be a member state of the European Union depends on the outcome of the negotiations about the withdrawal which will commence when the UK formally serves notice to the European Council. Given these and other uncertainties in connection with the UK's withdrawal, it is difficult to determine the exact impact on Deutsche Bank. However, the developments in the UK or an escalation of political risks in other member states of the European Union could undermine the confidence in the European Union and its internal market as well as the eurozone and could, separately or in combination with each other, potentially lead to declines in business levels, write-downs of assets and losses across Deutsche Bank's businesses. Deutsche Bank's ability to protect itself against these risks is limited.</li> <li>• Deutsche Bank may be required to take impairments on its exposures to the sovereign debt of European or other countries 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.</li> <li>• Deutsche Bank has a continuous demand for liquidity to fund its business activities. It may suffer during periods of market-wide or firm-specific liquidity constraints, and liquidity may not be available to it even if its underlying business remains strong.</li> <li>• Regulatory reforms enacted and proposed in response to weaknesses in the financial sector, together with increased regulatory scrutiny more generally, have created significant uncertainty for Deutsche Bank and may adversely affect its business and ability to execute its strategic plans.</li> <li>• Legislation regarding the recovery and resolution of banks and investment firms could, if competent authorities impose resolution measures upon Deutsche Bank, significantly affect Deutsche Bank's business operations, and lead to losses for its shareholders and creditors.</li> <li>• Regulatory and legislative changes require Deutsche Bank to maintain increased capital and may significantly affect its 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 requirements with an adequate buffer, or that Deutsche Bank should maintain capital in excess of these requirements, could intensify the effect of these factors on its business and results.</li> <li>• Legislation in the United States and in Germany as well as proposals in the European Union regarding the prohibition of proprietary</li> </ul>



		<p>trading or its separation from the deposit-taking business may materially affect Deutsche Bank's business model.</p> <ul style="list-style-type: none"> <li>• Other regulatory reforms adopted or proposed in the wake of the financial crisis – for example, extensive new regulations governing Deutsche Bank's derivatives activities, bank levies, deposit protection or a possible financial transaction tax – may materially increase its operating costs and negatively impact its business model.</li> <li>• Adverse market conditions, historically low prices, volatility and cautious investor sentiment have affected and may in the future materially and adversely affect Deutsche Bank's revenues and profits, particularly in its investment banking, brokerage and other commission- and fee-based businesses. As a result, Deutsche Bank has in the past incurred and may in the future incur significant losses from its trading and investment activities.</li> <li>• Deutsche Bank announced the next phase of its strategy, Strategy 2020, in April 2015 and gave further details on it in October 2015. If Deutsche Bank is unable to implement its strategic plans successfully, it may be unable to achieve its financial objectives, or it may incur losses or low profitability or erosions of its capital base, and its financial condition, results of operations and share price may be materially and adversely affected.</li> <li>• As part of Strategy 2020, Deutsche Bank announced its intention to dispose of Deutsche Postbank AG (together with its subsidiaries, "Postbank"). Deutsche Bank may have difficulties disposing of Postbank at a favourable price or on favourable terms, or at all, and may experience material losses from its holding or disposition of Postbank. Deutsche Bank may remain subject to the risks of or other obligations associated with Postbank following a disposal.</li> <li>• Deutsche Bank may have difficulties selling non-core assets at favourable prices or at all and may experience material losses from these assets and other investments irrespective of market developments.</li> <li>• Deutsche Bank operates in a highly and increasingly regulated and litigious environment, potentially exposing it to liability and other costs, the amounts of which may be substantial and difficult to estimate, as well as to legal and regulatory sanctions and reputational harm.</li> <li>• Deutsche Bank is currently subject to a number of investigations by regulatory and law enforcement agencies globally as well as associated civil actions relating to potential misconduct. The eventual outcomes of these matters are unpredictable, and may materially and adversely affect Deutsche Bank's results of operations, financial condition and reputation.</li> <li>• Deutsche Bank's non-traditional credit businesses materially add to its traditional banking credit risks.</li> <li>• Deutsche Bank has incurred losses, and may incur further losses, as a result of changes in the fair value of its financial instruments.</li> <li>• Deutsche Bank's risk management policies, procedures and methods leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</li> <li>• Operational risks (i.e., risk of loss resulting from inadequate or failed internal process (including work, organizational and monitoring processes), people and systems or from external events (e.g. criminal acts or natural disasters), including legal risks) may disrupt Deutsche Bank's businesses and lead to material losses.</li> <li>• Deutsche Bank's operational systems are subject to an increasing risk of cyber attacks and other internet crime, which could result in material losses of client or customer information, damage Deutsche Bank's reputation and lead to regulatory penalties and financial losses.</li> <li>• The size of Deutsche Bank's clearing operations exposes it to a heightened risk of material losses should these operations fail to function properly.</li> <li>• Deutsche Bank may have difficulty in identifying and executing</li> </ul>
--	--	---

		<p>acquisitions, and both making acquisitions and avoiding them could materially harm Deutsche Bank's results of operations and its share price.</p> <ul style="list-style-type: none"> <li>• Intense competition, in Deutsche Bank's home market of Germany as well as in international markets, could materially adversely impact Deutsche Bank's revenues and profitability.</li> <li>• Transactions with counterparties in countries designated by the U.S. State Department as state sponsors of terrorism or persons targeted by U.S. economic sanctions may lead potential customers and investors to avoid doing business with Deutsche Bank or investing in its securities, harm its reputation or result in regulatory action which could materially and adversely affect its business.</li> </ul>
<p><b>D.6</b></p>	<p>Key information on the risks that are specific and individual to the securities and risk warning to the effect that investors may lose the value of their entire investment or part of it</p>	<p><b>Securities are linked to the Underlying</b></p> <p>Amounts payable or assets deliverable periodically or on exercise or redemption of the Securities, as the case may be, are linked to the Underlying which may comprise one or more Reference Item(s). The purchase of, or investment in, Securities linked to the Underlying involves substantial risks.</p> <p>The Securities are not conventional securities and carry various unique investment risks which prospective investors should understand clearly before investing in the Securities. Each prospective investor in the Securities should be familiar with securities having characteristics similar to the Securities and should fully review all documentation for and understand the Terms and Conditions of the Securities and the nature and extent of its exposure to risk of loss.</p> <p>Potential investors should ensure that they understand the relevant formula in accordance with which the amounts payable and/or assets deliverable are calculated, and if necessary seek advice from their own adviser(s).</p> <p><b>Risks associated with the Underlying</b></p> <p>Because of the Underlying's influence on the entitlement from the Security, investors are exposed to risks both during the term and also at maturity, which are also generally associated with the respective interest rate and interest rates in general.</p> <p><b>Currency risks</b></p> <p>Investors face an exchange rate risk if the Settlement Currency is not the currency of the investor's home jurisdiction.</p> <p><b>Early Termination</b></p> <p>The Terms and Conditions of the Securities include a provision pursuant to which, where certain conditions are satisfied, the Issuer is entitled to redeem the Securities early. As a result, the Securities may have a lower market value than similar securities which do not contain any such Issuer's right for redemption. During any period where the Securities may be redeemed in this way, the market value of the Securities generally will not rise substantially above the price at which they may be redeemed or cancelled. The same applies where the Terms and Conditions of the Securities include a provision for an automatic redemption or cancellation of the Securities (e.g. "knock-out" or "auto call" provision).</p> <p><b>Regulatory bail-in and other resolution measures</b></p> <p>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 any other resolution measure 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>

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: up to 75,000 Securities at USD 2,000 each with an aggregate nominal amount of up to USD 150,000,000</p> <p>The Subscription Period: Applications to subscribe for the Securities may be made from 20 December 2016 (inclusively) until 10 February 2017 (inclusively). The Issuer reserves the right for any reason to reduce the number of Securities offered.</p> <p>Cancellation of the Issuance of the Securities: The Issuer reserves the right for any reason to cancel the issuance of the Securities.</p> <p>Early Closing of the Subscription Period of the Securities: The Issuer reserves the right for any reason to close the Subscription Period early.</p> <p>Investor minimum subscription amount: USD 2,000 (one Security)</p> <p>Investor maximum subscription amount: Not applicable; there is no investor maximum subscription amount.</p> <p>Description of the application process: Applications for the Securities can be made in Italy at participating branches of a Distributor.  Applications will be in accordance with the relevant Distributor's usual procedures, notified to investors by the relevant Distributor.  Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer relating to the subscription for the Securities.</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 and the Securities will be delivered on the Value Date against payment to the Issuer of the net subscription price.</p> <p>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</p>

		<p>Securities to be issued (which will be dependent on the outcome of the offer), up to a limit of 75,000 Securities</p> <p>The precise number of Securities to be issued will be published on the website of the Issuer (<a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a>) on or around the Issue Date.</p> <p>The results of the offer will be available from the Distributor following the Subscription Period and prior to the Issue Date.</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: Qualified investors within the meaning of the Prospectus Directive and non-qualified investors</p> <p>Offers may be made in Italy to any person which complies with all other requirements for investment as set out in the Base Prospectus or otherwise determined by the Issuer and/or the relevant financial intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.</p> <p>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</p> <p>No dealings in the Securities may take place prior to the Issue Date</p> <p>Issue Price: 100 per cent. of the Nominal Amount per Security</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not applicable; no expenses or taxes are specifically charged to the subscriber or purchaser.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placement agents in the various countries where the offer takes place: Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy, and Finanza e Futuro Banca S.p.A. of Piazza del Calendario 1, 20126 Milan, Italy, (each a "Distributor" and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the "Distributors").</p> <p>The Issuer reserves the right to appoint other distributors during the Subscription Period, which will be communicated to investors by means of a notice published on the website of the Issuer (<a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a>).</p>
--	--	--

		<p>Deutsche Bank S.p.A. will act as lead manager of the placement syndicate (Responsabile del Collocamento as defined under article 93-bis of the Financial Services Act) (the "Lead Manager").</p> <p>Name and address of the Paying Agent: Deutsche Bank AG, acting through its London branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom</p> <p>Name and address of the Calculation Agent: Deutsche Bank AG, acting through its London branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom</p>
<b>E.4</b>	Interest that is material to the issue/offer including conflicts of interests	Save for the Distributors 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.
<b>E.7</b>	Estimated expenses charged to the investor by the issuer or offeror	Not applicable; no expenses are charged to the investor by the Issuer or offeror.