

Final Terms dated 28 February 2019

**DEUTSCHE BANK AG FRANKFURT AM MAIN**

Issue of up to 500,000 Coupon Certificates with Coupon Observation Dates and with European Barrier Observation (Cash Settlement) relating to ordinary shares of The Swatch Group AG corresponds to product no. 75 in the Base Prospectus (the "**Securities**")

under its **X-markets** - Programme for the issuance of Certificates

**Issue Price:** EUR 100 per Security

**WKN / ISIN** DC19EP / DE000DC19EP5

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 06 June 2018 (including the information incorporated by reference) as amended by the supplement dated 12 July 2018, 28 August 2018 and 21 November 2018 (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 06 June 2018, 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 (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 MOT regulated market, 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 06 June 2018 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 London Branch, at Winchester House, 1 Great Winchester Street, London EC2N 2DB and its Milan branch, Via Filippo Turati 27, 20121 Milan, Italy.

## Terms and Conditions

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

In the event of any inconsistency between these Product Terms and the General Conditions, these Product Terms shall prevail for the purposes of the Securities.

## General Information

|                          |  |
|--------------------------|--|
| Security Type            | Certificate /<br>Coupon Certificates with Coupon Observation Dates and with European Barrier Observation |
| ISIN                     | DE000DC19EP5   |
| WKN                      | DC19EP   |
| Common Code              | 191972732  |
| Issuer                   | Deutsche Bank AG, Frankfurt am Main  |
| Number of the Securities | Up to 500,000 Securities   |
| Issue Price              | EUR 100 per Security   |

## Underlying

|            |  |
|------------|--|
| Underlying | Type: Share<br>Name: ordinary shares of The Swatch Group AG<br>issuer of Underlying: Swatch Group AG<br>Reference Source: SIX Swiss Exchange<br>Related Exchange: as defined in §5(5)(j) of the General Conditions<br>RIC: UHR.S<br>ISIN: CH0012255151 |
|------------|--|

## Product Details

|                     |   |
|---------------------|---|
| Settlement          | Cash Settlement   |
| Settlement Currency | Euro ("EUR")  |
| Cash Amount         | (a) If on an Observation Date the Redemption Determination Amount |

is equal to or above the Redemption Threshold (a Redemption Event), the Specified Reference Level or

- (b) if a Redemption Event has not occurred:
  - (i) if on the Valuation Date the Barrier Determination Amount is below the Barrier, an amount equal to:
    - the quotient of:
      - (A) the product of (x) EUR 100 and (y) the Final Reference Level (as numerator) and
      - (B) the Initial Reference Level (as denominator),
  - (ii) if the provisions of (i) have not been satisfied, the Specified Reference Level.

|                                 |   |
|---------------------------------|---|
| Specified Reference Level       | EUR 100   |
| Redemption Determination Amount | The official closing price of the Underlying on the Reference Source on an Observation Date   |
| Redemption Threshold            | 100 per cent. of the Initial Reference Level  |
| Barrier Determination Amount    | The official closing price of the Underlying published on the Reference Source  |
| Observation Date                | 30 March 2020 (the “ <b>First Observation Date</b> ”), 29 March 2021 (the “ <b>Second Observation Date</b> ”), 28 March 2022 (the “ <b>Third Observation Date</b> ”), 28 March 2023 (the “ <b>Fourth Observation Date</b> ”)  |
| Barrier                         | 70 per cent. of the Initial Reference Level   |
| 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:<br><br>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 price of the Underlying on the Reference Source  |

**Coupon**

|                |  |
|----------------|--|
| Coupon Payment | Coupon Payment applies. <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> |
|----------------|--|

In this case the Coupon Payment will be made at a later date if the Underlying closes at or above the Coupon Threshold on a later Coupon Observation Date.

If a Coupon Amount will be payable on any Coupon Payment Date falling on a Settlement Date, the Coupon Amount will be payable together with, if applicable, any Cash Amount payable on that Settlement Date.

|                                    |   |
|------------------------------------|---|
| Coupon Observation Date            | Each of<br>30 March 2020 (the “ <b>First Coupon Observation Date</b> ”), 29 March 2021 (the “ <b>Second Coupon Observation Date</b> ”), 28 March 2022 (the “ <b>Third Coupon Observation Date</b> ”), 28 March 2023 (the “ <b>Fourth Coupon Observation Date</b> ”) and the Valuation Date.   |
| Reference Amount                   | EUR 100   |
| Coupon Value                       | 4.75 per cent.  |
| Aggregate Preceding Coupon Amounts | in respect of a Coupon Payment Date, an amount equal to the aggregate amount of all Coupon Amounts (if any) paid in respect of all Coupon Payment Dates (if any) preceding such Coupon Payment Date, provided that if there are no preceding Coupon Payment Dates and/or no Coupon Amount has been paid prior to such Coupon Payment Date, then the Aggregate Preceding Coupon Amounts for such Coupon Payment Date shall be zero |
| Coupon Threshold                   | 70 per cent. of the Initial Reference Level   |
| Coupon Amount                      | the difference between:<br><br>(a) the Reference Amount multiplied by the Coupon Value multiplied by the number of Coupon Observation Dates preceding the relevant Coupon Payment Date, minus<br><br>(b) the Aggregate Preceding Coupon Amounts.  |
| Coupon Payment Date                | The fifth Business Day following each Coupon Observation 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.   |
| <b>Relevant Dates</b>              |   |
| Issue Date                         | 29 March 2019   |
| Value Date                         | 29 March 2019   |
| Termination Date                   | If a Redemption Event occurs, the relevant Observation Date on which such Redemption Event occurs.  |
| Valuation Date                     | 28 March 2024   |
| Initial Valuation Date             | 28 March 2019   |
| Settlement Date                    | The fifth Business Day following<br><br>(a) if a Redemption Event has occurred, the relevant Termination Date or  |

(b) if a Redemption Event has not occurred, the relevant Valuation Date, probably 04 April 2024.

|                            |  |
|----------------------------|--|
| First Exchange Trading Day | Within 90 business days from the Issue Date  |
| Final Exchange Trading Day | 28 March 2024 or, if a Redemption Event occurs, the Termination Date                     |
| Exercise Date              | (a) If a Redemption Event occurs, the Termination Date or<br>(b) otherwise 28 March 2024 |

**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 Location(s) | Zurich and Frankfurt am Main   |
| Clearing Agent           | Clearstream Banking AG, Mergenthalerallee 61, 65760 Eschborn, Germany  |
| 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 2014/65/EU (as amended).

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

#### Minimum Trade Size

One Security

#### Estimate of total expenses related to admission to trading

EUR 3,000

### 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 through the Distributor(s) from 28 February 2019 until the “<b>Primary Market End Date</b>” which is 27 March 2019 (subject to adjustment) during the hours in which banks are generally open for business in Italy, except for the “door-to-door” offer for which the Subscription Period will be from, and including, 28 February 2019 to, and including, 20 March 2019.</p> <p>The Issuer reserves the right for any reason to reduce the number of Securities offered.</p> <p>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.</p> <p>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 (<a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a>).</p> |
| Cancellation of the Issuance of the Securities             | <p>The Issuer reserves the right for any reason to cancel the issuance of the Securities.</p> <p>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>).</p> <p>For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise purchase any Securities.</p>  |
| Early Closing of the Subscription Period of the Securities | <p>The Issuer reserves the right for any reason to close the Subscription Period early.</p> <p>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>).</p>   |



|  |  |
|--|--|
| Conditions to which the offer is subject:  | Offers of the Securities are conditional on and subject to admission to listing being obtained by the Issue Date otherwise the offer will be deemed withdrawn and the issuance cancelled.  |
| Description of the application process:  | <p>Applications for the Securities can be made in Italy at participating branches of a Distributor.</p> <p>Applications will be in accordance with the relevant Distributor's usual procedures, notified to investors by the relevant Distributor</p> <p>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer relating to the subscription for the Securities</p>  |
| 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:  | <p>The Issuer will in its sole discretion determine the final amount of Securities to be issued (which will be dependent on the outcome of the offer), up to a limit of 500,000 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> |
| 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:       | <p>Qualified investors within the meaning of the Prospectus Directive and non-qualified investors</p> <p>The Offer may be made in Italy to any person which complies with all other requirements for</p>   |

investment as set out in the Base Prospectus or otherwise determined by the Issuer and/or the relevant financial intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Each investor will be notified by the relevant Distributor of its allocation of Securities after the end of the Subscription Period and before the Issue Date

No dealings in the Security may take place prior to the Issue Date

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.

Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy (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 ([www.it.x-markets.db.com](http://www.it.x-markets.db.com)).

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**").

Consent to use of Prospectus:

The Issuer consents to the use of the Prospectus by the following financial intermediary (individual consent): Deutsche Bank S.p.A. of Piazza del Calendario 3, 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 28 February 2019 (inclusively) until 27 March 2019 (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                         |
| Placement Fee   | up to 4.00 per cent of the Issue Price |
| Fees charged by the Issuer on the Securityholders post issuance | Not applicable                         |

## SECURITY RATINGS

|        |                                     |
|--------|-------------------------------------|
| Rating | The Securities have not been rated. |
|--------|-------------------------------------|

## INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

## RANKING OF THE SECURITIES

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

## INFORMATION RELATING TO THE UNDERLYING

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<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 (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 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.

| <b>Name of issuer of Underlying</b> | <b>Website</b>   | <b>Underlying</b>                      |
|-------------------------------------|--|--|
| Swatch Group AG                     | <a href="http://www.swatchgroup.com">www.swatchgroup.com</a> | ordinary shares of The Swatch Group AG |

**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     | <b>Warning</b>  | <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 key information, when read together with the other parts of the Prospectus.</li> </ul> |
| A.2     | <b>Consent to use of base prospectus</b>                                      | <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 intermediary (individual consent): Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy.</li> <li>• The subsequent resale or final placement of Securities by financial intermediaries can be made during the period from 28 February 2019 (inclusively) until 27 March 2019 (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> ", " <b>Deutsche Bank AG</b> " or " <b>Bank</b> ").  |
| B.2     | Domicile, legal form, legislation and country of incorporation of the issuer. | 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).   |

| <b>B.4b</b>                                     | 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>B.5</b>                                      | 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 2016 and 31 December 2017, as well as from the unaudited consolidated interim financial statements as of 30 September 2017 and 30 September 2018. The information on share capital (in EUR) and number of ordinary shares is based on the internal accounting of Deutsche Bank and is unaudited.</p> <table border="1"> <thead> <tr> <th></th> <th><b>31 December 2016</b></th> <th><b>30 September 2017</b></th> <th><b>31 December 2017</b></th> <th><b>30 September 2018</b></th> </tr> </thead> <tbody> <tr> <td>Share capital (in EUR)</td> <td>3,530,939,215.36</td> <td>5,290,939,215.36</td> <td>5,290,939,215.36</td> <td>5,290,939,215.36</td> </tr> <tr> <td>Number of ordinary shares</td> <td>1,379,273,131</td> <td>2,066,773,131</td> <td>2,066,773,131</td> <td>2,066,773,131</td> </tr> <tr> <td>Total assets (in million Euro)</td> <td>1,590,546</td> <td>1,521,454</td> <td>1,474,732</td> <td>1,379,982</td> </tr> <tr> <td>Total liabilities (in million Euro)</td> <td>1,525,727</td> <td>1,450,844</td> <td>1,406,633</td> <td>1,311,194</td> </tr> <tr> <td>Total equity (in million Euro)</td> <td>64,819</td> <td>70,609</td> <td>68,099</td> <td>68,788</td> </tr> <tr> <td>Common Equity Tier 1 capital ratio<sup>1</sup></td> <td>13.4%</td> <td>14.6%</td> <td>14.8%</td> <td>14.0%<sup>2</sup></td> </tr> <tr> <td>Tier 1 capital ratio<sup>1</sup></td> <td>15.6%</td> <td>17.0%</td> <td>16.8%</td> <td>16.2%<sup>3</sup></td> </tr> </tbody> </table> <p><sup>1</sup> Capital ratios are based upon transitional rules of the CRR/CRD 4 capital framework.</p> |                         | <b>31 December 2016</b>  | <b>30 September 2017</b> | <b>31 December 2017</b> | <b>30 September 2018</b> | Share capital (in EUR) | 3,530,939,215.36 | 5,290,939,215.36 | 5,290,939,215.36 | 5,290,939,215.36 | Number of ordinary shares | 1,379,273,131 | 2,066,773,131 | 2,066,773,131 | 2,066,773,131 | Total assets (in million Euro) | 1,590,546 | 1,521,454 | 1,474,732 | 1,379,982 | Total liabilities (in million Euro) | 1,525,727 | 1,450,844 | 1,406,633 | 1,311,194 | Total equity (in million Euro) | 64,819 | 70,609 | 68,099 | 68,788 | Common Equity Tier 1 capital ratio <sup>1</sup> | 13.4% | 14.6% | 14.8% | 14.0% <sup>2</sup> | Tier 1 capital ratio <sup>1</sup> | 15.6% | 17.0% | 16.8% | 16.2% <sup>3</sup> |
|   | <b>31 December 2016</b>   | <b>30 September 2017</b>  | <b>31 December 2017</b> | <b>30 September 2018</b> |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Share capital (in EUR)                          | 3,530,939,215.36  | 5,290,939,215.36  | 5,290,939,215.36        | 5,290,939,215.36         |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Number of ordinary shares                       | 1,379,273,131   | 2,066,773,131   | 2,066,773,131           | 2,066,773,131            |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Total assets (in million Euro)                  | 1,590,546   | 1,521,454   | 1,474,732               | 1,379,982                |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Total liabilities (in million Euro)             | 1,525,727   | 1,450,844   | 1,406,633               | 1,311,194                |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Total equity (in million Euro)                  | 64,819  | 70,609  | 68,099                  | 68,788                   |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Common Equity Tier 1 capital ratio <sup>1</sup> | 13.4%   | 14.6%   | 14.8%                   | 14.0% <sup>2</sup>       |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |
| Tier 1 capital ratio <sup>1</sup>               | 15.6%   | 17.0%   | 16.8%                   | 16.2% <sup>3</sup>       |                          |                         |                          |                        |                  |                  |                  |                  |                           |               |               |               |               |                                |           |           |           |           |                                     |           |           |           |           |                                |        |        |        |        |   |       |       |       |                    |                                   |       |       |       |                    |

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|             |  | <p><sup>2</sup> The Common Equity Tier 1 capital ratio as of 30 September 2018 on the basis of CRR/CRD 4 fully loaded was 14.0%.</p> <p><sup>3</sup> The Tier 1 capital ratio as of 30 September 2018 on the basis of CRR/CRD 4 fully loaded was 15.3%.</p>   |
|             | A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change. | There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2017.   |
|             | A description of significant changes in the financial or trading position of the Issuer subsequent to the period covered by the historical financial information.  | Not applicable. There has been no significant change in the financial position or trading position of Deutsche Bank Group or Deutsche Bank since 30 September 2018.   |
| <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 three corporate divisions:</p> |

|                |   |   |
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|                |   | <ul style="list-style-type: none"> <li>• Corporate &amp; Investment Bank (CIB);</li> <li>• Asset Management (AM); and</li> <li>• Private &amp; Commercial Bank (PCB).</li> </ul> <p>The three corporate divisions are supported by infrastructure functions. In addition, Deutsche Bank Group has a regional management function that covers regional responsibilities worldwide.</p> <p>The Bank has operations or dealings with existing or potential customers in most countries in the world. These operations and dealings include:</p> <ul style="list-style-type: none"> <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 the German Securities Trading Act ( <i>Wertpapierhandelsgesetz</i> , WpHG), there are only six shareholders holding more than 3 but less than 10 per cent. of the Issuer's shares or to whom more than 3 but less than 10 per cent. of voting rights are attributed. To the Issuer's knowledge there is no other shareholder holding more than 3 per cent. of the shares or voting rights. The Issuer is thus not directly or indirectly majority-owned or controlled.  |
| <b>Element</b> | <b>Section C – Securities</b>   |   |
| <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 <i>Securities</i> are Certificates.</p> <p><b>Security identification number(s) of Securities</b></p> <p>ISIN: DE000DC19EP5</p> <p>WKN: DC19EP</p> <p>Common Code: 191972732</p>  |
| <b>C.2</b>     | Currency  | Euro ("EUR")  |
| <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       | <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, subject to a total loss, with a claim for payment of a cash amount. The Securities may also provide holders with an</p>  |



|             |   |  |
|-------------|---|--|
|             | rights  | <p>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 pari passu among themselves and pari passu 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; no application has 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 2014/65/EU (as amended).</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 Coupon Certificate is linked to the performance of the Underlying. The way the product works results from three key features:</p> <p>1. Coupon payments</p> <p>Coupon Payment is conditional. If the coupon condition does not occur on a Coupon Observation Date, a missed Coupon Payment will be made at a later Coupon Payment Date, provided that the coupon condition does occur on the respective Coupon Observation Date.</p> <p>a) If the Underlying closes equal to or above the Coupon Threshold on one of the Coupon Observation Dates, investors will receive the Coupon Amount (Coupon Payment) at the next Coupon Payment Date;</p> <p>b) if the Underlying closes below the Coupon Threshold on a Coupon Observation Date, no Coupon Payment will be made at the next Coupon Payment Date. The Coupon Payment will be made at a later Coupon Payment Date if the Underlying closes equal to or above the Coupon Threshold on one of the subsequent Coupon Observation Dates. If the Underlying does not close equal to or above the Coupon Threshold on any of the subsequent Coupon Observation Dates, no Coupon Payments will be made under the Coupon Certificate.</p> <p>2. Early redemption</p> <p>If the Underlying closes equal to or above the relevant Redemption Threshold on one of the Observation Dates (a Redemption Event), the Coupon Certificate will be redeemed early at the Specified Reference Level. Any Coupon Payments will be made additionally should the coupon conditions occur.</p> |

|                                    |   |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |
|------------------------------------|---|---|------------------------------------|---|---------|---|---------------|--|-------------------------|---|---------------------|---|------------------|---|--------------|----------------|
|                                    |   | <p>3. Redemption at maturity</p> <p>If there is no early redemption, investors will receive a Cash Amount on the Settlement Date which is determined depending on the performance of the Underlying as follows:</p> <p>a) If the Final Reference Level is equal to or above the Barrier, investors will receive a Cash Amount in the amount of the Specified Reference Level on the Settlement Date.</p> <p>b) If the Final Reference Level is below the Barrier, the Coupon Certificate will participate 1:1 in the negative performance of the Underlying based on the Initial Reference Level.</p> <p>Any Coupon Payments will be made additionally should the coupon conditions occur.</p> <p>Investors limit their return to the Specified Reference Level and Coupon Payments in return for the possibility of early redemption.</p> <table border="1" data-bbox="440 636 1374 1921"> <tr> <td data-bbox="440 636 924 987">Aggregate Preceding Coupon Amounts</td> <td data-bbox="924 636 1374 987">in respect of a Coupon Payment Date, an amount equal to the aggregate amount of all Coupon Amounts (if any) paid in respect of all Coupon Payment Dates (if any) preceding such Coupon Payment Date, provided that if there are no preceding Coupon Payment Dates and/or no Coupon Amount has been paid prior to such Coupon Payment Date, then the Aggregate Preceding Coupon Amounts for such Coupon Payment Date shall be zero</td> </tr> <tr> <td data-bbox="440 987 924 1050">Barrier</td> <td data-bbox="924 987 1374 1050">70 per cent. of the Initial Reference Level</td> </tr> <tr> <td data-bbox="440 1050 924 1314">Coupon Amount</td> <td data-bbox="924 1050 1374 1314">the difference between:<br/> (a) the Reference Amount multiplied by the Coupon Value multiplied by the number of Coupon Observation Dates preceding the relevant Coupon Payment Date, minus<br/> (b) the Aggregate Preceding Coupon Amounts.</td> </tr> <tr> <td data-bbox="440 1314 924 1599">Coupon Observation Date</td> <td data-bbox="924 1314 1374 1599">Each of<br/> 30 March 2020 (the "<b>First Coupon Observation Date</b>"), 29 March 2021 (the "<b>Second Coupon Observation Date</b>"), 28 March 2022 (the "<b>Third Coupon Observation Date</b>"), 28 March 2023 (the "<b>Fourth Coupon Observation Date</b>") and the Valuation Date.</td> </tr> <tr> <td data-bbox="440 1599 924 1783">Coupon Payment Date</td> <td data-bbox="924 1599 1374 1783">The fifth Business Day following each Coupon Observation 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.</td> </tr> <tr> <td data-bbox="440 1783 924 1854">Coupon Threshold</td> <td data-bbox="924 1783 1374 1854">70 per cent. of the Initial Reference Level</td> </tr> <tr> <td data-bbox="440 1854 924 1921">Coupon Value</td> <td data-bbox="924 1854 1374 1921">4.75 per cent.</td> </tr> </table> | Aggregate Preceding Coupon Amounts | in respect of a Coupon Payment Date, an amount equal to the aggregate amount of all Coupon Amounts (if any) paid in respect of all Coupon Payment Dates (if any) preceding such Coupon Payment Date, provided that if there are no preceding Coupon Payment Dates and/or no Coupon Amount has been paid prior to such Coupon Payment Date, then the Aggregate Preceding Coupon Amounts for such Coupon Payment Date shall be zero | Barrier | 70 per cent. of the Initial Reference Level | Coupon Amount | the difference between:<br>(a) the Reference Amount multiplied by the Coupon Value multiplied by the number of Coupon Observation Dates preceding the relevant Coupon Payment Date, minus<br>(b) the Aggregate Preceding Coupon Amounts. | Coupon Observation Date | Each of<br>30 March 2020 (the " <b>First Coupon Observation Date</b> "), 29 March 2021 (the " <b>Second Coupon Observation Date</b> "), 28 March 2022 (the " <b>Third Coupon Observation Date</b> "), 28 March 2023 (the " <b>Fourth Coupon Observation Date</b> ") and the Valuation Date. | Coupon Payment Date | The fifth Business Day following each Coupon Observation 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 Threshold | 70 per cent. of the Initial Reference Level | Coupon Value | 4.75 per cent. |
| Aggregate Preceding Coupon Amounts | in respect of a Coupon Payment Date, an amount equal to the aggregate amount of all Coupon Amounts (if any) paid in respect of all Coupon Payment Dates (if any) preceding such Coupon Payment Date, provided that if there are no preceding Coupon Payment Dates and/or no Coupon Amount has been paid prior to such Coupon Payment Date, then the Aggregate Preceding Coupon Amounts for such Coupon Payment Date shall be zero |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |
| Barrier                            | 70 per cent. of the Initial Reference Level   |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |
| Coupon Amount                      | the difference between:<br>(a) the Reference Amount multiplied by the Coupon Value multiplied by the number of Coupon Observation Dates preceding the relevant Coupon Payment Date, minus<br>(b) the Aggregate Preceding Coupon Amounts.  |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |
| Coupon Observation Date            | Each of<br>30 March 2020 (the " <b>First Coupon Observation Date</b> "), 29 March 2021 (the " <b>Second Coupon Observation Date</b> "), 28 March 2022 (the " <b>Third Coupon Observation Date</b> "), 28 March 2023 (the " <b>Fourth Coupon Observation Date</b> ") and the Valuation Date.   |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |
| Coupon Payment Date                | The fifth Business Day following each Coupon Observation 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 Threshold                   | 70 per cent. of the Initial Reference Level   |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |
| Coupon Value                       | 4.75 per cent.  |   |                                    |   |         |   |               |  |                         |   |                     |   |                  |   |              |                |

|             |   |   |  |
|-------------|---|---|--|
|             |   | Final Reference Level   | The Reference Level on the Valuation Date  |
|             |   | Initial Reference Level   | The Reference Level on the Initial Valuation Date  |
|             |   | Initial Valuation Date  | 28 March 2019  |
|             |   | Issue Date  | 29 March 2019  |
|             |   | Observation Date  | 30 March 2020 (the " <b>First Observation Date</b> "), 29 March 2021 (the " <b>Second Observation Date</b> "), 28 March 2022 (the " <b>Third Observation Date</b> ") and 28 March 2023 (the " <b>Fourth Observation Date</b> ")                          |
|             |   | Redemption Threshold  | 100 per cent. of the Initial Reference Level   |
|             |   | Reference Amount  | EUR 100  |
|             |   | Reference Level   | In respect of any day an amount (which shall be deemed to be a monetary value in the Settlement Currency) equal to:<br><br>the official closing price of the Underlying on such day quoted by or published on the Reference Source (SIX Swiss Exchange). |
|             |   | Settlement Currency   | Euro (EUR)   |
|             |   | Specified Reference Level   | EUR 100  |
|             |   | Termination Date  | In the event of early termination, the relevant Observation Date on which such Redemption Event occurs.  |
|             |   | Value Date  | 29 March 2019  |
| <b>C.16</b> | The expiration or maturity date of the derivative securities – the exercise date or final reference date. | Settlement Date: The fifth Business Day following:<br>(a) if a Redemption Event has occurred, the relevant Termination Date or<br>(b) if a Redemption Event has not occurred, the relevant Valuation Date, probably 04 April 2024.<br><br>Exercise Date: (a) If a Redemption Event occurs, the Termination Date or (b) otherwise 28 March 2024<br><br>Valuation Date: 28 March 2024 |  |
| <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.<br><br>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.  |  |

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| <b>C.18</b>    | A description of how the return on derivative securities takes place.            | Payment of the Cash Amount to the respective Securityholder on the Settlement Date.  |
| <b>C.19</b>    | The exercise price or the final reference level of the underlying.               | The Final Reference Level.   |
| <b>C.20</b>    | Type of the underlying and where the information on the underlying can be found. | <p>Type: Share</p> <p>Name: ordinary shares of The Swatch Group AG</p> <p>Information on the historical and ongoing performance of the Underlying and its volatility can be obtained on the public website <a href="http://www.swatchgroup.com">www.swatchgroup.com</a> and on the Reuters page as provided for each security or item composing the Underlying.</p>  |
| <b>Element</b> | <b>Section D – Risks</b>   |  |
| <b>D.2</b>     | Key information on the key risks that are specific and individual to the issuer  | <p>Investors will be exposed to the risk of the Issuer becoming insolvent as result of being overindebted or unable to pay debts, i.e. to the risk of a temporary or permanent inability to meet interest and/or principal payments on time. The Issuer's credit ratings reflect the assessment of these risks.</p> <p>Factors that may have a negative impact on Deutsche Bank's profitability are described in the following:</p> <ul style="list-style-type: none"> <li>• While the global economy was strong in 2017 as monetary policy remained generally accommodative, political risks, especially in Europe, did not materialize and election outcomes were broadly market-friendly, significant macroeconomic risks remain that could negatively affect the results of operations and financial condition in some of its businesses as well as Deutsche Bank's strategic plans. These include the possibility of an early recession in the United States, inflation risks, global imbalances, Brexit, the rise of Euroscepticism, and geopolitical risks, as well as the continuing low interest rate environment and competition in the financial services industry, which have compressed margins in many of Deutsche Bank's businesses. If these conditions persist or worsen, Deutsche Bank's business, results of operations or strategic plans could continue to be adversely affected.</li> <li>• Deutsche Bank's results of operation and financial condition, in particular those of Deutsche Bank's Corporate &amp; Investment Bank corporate division, continue to be negatively impacted by the challenging market environment, uncertain macro-economic and geopolitical conditions, lower levels of client activity, increased competition and regulation, and the immediate impacts resulting from Deutsche Bank's strategic decisions as Deutsche Bank continues to work on the implementation of its strategy. If Deutsche Bank is unable to improve its profitability as it continues to face these headwinds as well as persistently high litigation costs, Deutsche Bank may be unable to meet many of its strategic aspirations, and may have difficulty maintaining capital, liquidity and leverage at levels expected by market participants and Deutsche Bank's regulators.</li> <li>• Continued elevated levels of political uncertainty could have unpredictable consequences for the financial system and the greater economy, and could contribute to an unwinding of aspects of European integration, potentially leading to declines in business levels, write-downs of assets and losses across Deutsche Bank's businesses. Deutsche Bank's ability to protect itself against these risks is limited.</li> <li>• Deutsche Bank may be required to take impairments on its exposures to the sovereign debt</li> </ul> |

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|  |  | <p>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.</p> <ul style="list-style-type: none"> <li>• Deutsche Bank's liquidity, business activities and profitability may be adversely affected by an inability to access the debt capital markets or to sell assets during periods of market-wide or firm-specific liquidity constraints. Credit rating downgrades have contributed to an increase in Deutsche Bank's funding costs, and any future downgrade could materially adversely affect its funding costs, the willingness of counterparties to continue to do business with it and significant aspects of its business model.</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, and competent regulators may prohibit Deutsche Bank from making dividend payments or payments on its regulatory capital instruments or take other actions if Deutsche Bank fails to comply with regulatory requirements.</li> <li>• European and German legislation regarding the recovery and resolution of banks and investment firms could, if steps were taken to ensure Deutsche Bank's resolvability or resolution measures were imposed on Deutsche Bank, significantly affect Deutsche Bank's business operations, and lead to losses for its shareholders and creditors.</li> <li>• Regulatory and legislative changes require Deutsche Bank to maintain increased capital, in some cases (including in the United States) applying liquidity, risk management, capital adequacy and resolution planning rules to its local operations on a standalone basis. These requirements may significantly affect Deutsche Bank's business model, financial condition and results of operations as well as the competitive environment generally. Any perceptions in the market that Deutsche Bank may be unable to meet its capital or liquidity requirements with an adequate buffer, or that Deutsche Bank should maintain capital or liquidity in excess of these requirements or another failure to meet these requirements could intensify the effect of these factors on Deutsche Bank's business and results.</li> <li>• Deutsche Bank's regulatory capital and liquidity ratios and its funds available for distributions on its shares or regulatory capital instruments will be affected by Deutsche Bank's business decisions and, in making such decisions, Deutsche Bank's interests and those of the holders of such instruments may not be aligned, and Deutsche Bank may take decisions in accordance with applicable law and the terms of the relevant instruments that result in no or lower payments being made on Deutsche Bank's shares or regulatory capital instruments.</li> <li>• Legislation in the United States and in Germany regarding the prohibition of proprietary trading or its separation from the deposit-taking business has required Deutsche Bank to modify its business activities to comply with applicable restrictions. This could adversely affect Deutsche Bank's business, financial condition and results of operations.</li> <li>• Other regulatory reforms adopted or proposed in the wake of the financial crisis – for example, extensive new regulations governing Deutsche Bank's derivatives activities, compensation, bank levies, deposit protection or a possible financial transaction tax – may materially increase Deutsche Bank's operating costs and negatively impact its business model.</li> <li>• Adverse market conditions, asset price deteriorations, volatility and cautious investor sentiment have affected and may in the future materially and adversely affect Deutsche Bank's revenues and profits, particularly in its investment banking, brokerage and other commission- and fee-based businesses. As a result, Deutsche Bank has in the past incurred and may in the future incur significant losses from its trading and investment activities.</li> <li>• Deutsche Bank announced the next phase of its strategy in April 2015, gave further details on it in October 2015 and announced updates in March 2017 and April 2018. If Deutsche Bank is unable to implement its strategic plans successfully, it may be unable to achieve its financial objectives, or Deutsche Bank may incur losses or low profitability or erosions of its capital base, and Deutsche Bank's financial condition, results of operations and share price may be materially and adversely affected.</li> <li>• As part of its strategic initiatives announced in March 2017, Deutsche Bank reconfigured its Global Markets, Corporate Finance and Transaction Banking businesses into a single Corporate &amp; Investment Bank division to position itself for growth through increased cross-selling opportunities for its higher return corporate clients. Clients may choose not to expand their businesses or portfolios with Deutsche Bank, thereby negatively influencing its ability to capitalize on these opportunities.</li> <li>• As part of its March 2017 updates to its strategy, Deutsche Bank announced its intention to retain and combine Deutsche Postbank AG (together with its subsidiaries, Postbank) with its existing retail and commercial operations, after earlier having announced its intention to</li> </ul> |
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|  |  | <p>dispose of Postbank. Deutsche Bank may face difficulties integrating Postbank into the Group following the completion of operational separability from the Group. Consequently, the cost savings and other benefits Deutsche Bank expects to realize may only come at a higher cost than anticipated, or may not be realized at all.</p> <ul style="list-style-type: none"> <li>• As part of its March 2017 updates to its strategy, Deutsche Bank announced its intention to create an operationally segregated Asset Management division through a partial initial public offering (IPO). Such IPO was consummated in March 2018. Deutsche Bank may not be able to capitalize on the expected benefits that it believes an operationally segregated Deutsche AM can offer.</li> <li>• Deutsche Bank may have difficulties selling companies, businesses or assets at favorable prices or at all and may experience material losses from these assets and other investments irrespective of market developments.</li> <li>• A robust and effective internal control environment and adequate infrastructure (comprising people, policies and procedures, controls testing and IT systems) are necessary to ensure that Deutsche Bank conducts its business in compliance with the laws, regulations and associated supervisory expectations applicable to it. Deutsche Bank has identified the need to strengthen its internal control environment and infrastructure and has embarked on initiatives to accomplish this. If these initiatives are not successful or are delayed, Deutsche Bank's reputation, regulatory position and financial condition may be materially adversely affected, and Deutsche Bank's ability to achieve its strategic ambitions may be impaired.</li> <li>• Deutsche Bank operates in a highly and increasingly regulated and litigious environment, potentially exposing Deutsche Bank to liability and other costs, the amounts of which may be substantial and difficult to estimate, as well as to legal and regulatory sanctions and reputational harm.</li> <li>• Deutsche Bank is currently subject to a number of investigations by regulatory and law enforcement agencies globally as well as civil actions relating to potential misconduct. The eventual outcomes of these matters are unpredictable, and may materially and adversely affect Deutsche Bank's results of operations, financial condition and reputation.</li> <li>• In addition to its traditional banking businesses of deposit-taking and lending, Deutsche Bank also engages in nontraditional credit businesses in which credit is extended in transactions that include, for example, its holding of securities of third parties or its engaging in complex derivative transactions. These nontraditional credit businesses materially increase Deutsche Bank's exposure to credit risk.</li> <li>• A substantial proportion of the assets and liabilities on Deutsche Bank's balance sheet comprise financial instruments that it carries at fair value, with changes in fair value recognized in its income statement. As a result of such changes, Deutsche Bank has incurred losses in the past, and may incur further losses in the future.</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, which may arise from errors in the performance of Deutsche Bank's processes, the conduct of Deutsche Bank's employees, instability, malfunction or outage of Deutsche Bank's IT system and infrastructure, or loss of business continuity, or comparable issues with respect to Deutsche Bank's vendors, may disrupt Deutsche Bank's businesses and lead to material losses.</li> <li>• Deutsche Bank utilizes a variety of vendors in support of its business and operations. Services provided by vendors pose risks to Deutsche Bank comparable to those Deutsche Bank bears when it performs the services itself, and Deutsche Bank remains ultimately responsible for the services its vendors provide. Furthermore, if a vendor does not conduct business in accordance with applicable standards or Deutsche Bank's expectations, Deutsche Bank could be exposed to material losses or regulatory action or litigation or fail to achieve the benefits it sought from the relationship.</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 Deutsche Bank to a heightened risk of material losses should these operations fail to function properly.</li> <li>• Deutsche Bank may have difficulty in identifying and executing acquisitions, and both making acquisitions and avoiding them could materially harm Deutsche Bank's results of operations and its share price.</li> <li>• 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> </ul> |
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|     |   | <ul style="list-style-type: none"> <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 Deutsche Bank's securities, harm Deutsche Bank's reputation or result in regulatory or enforcement action which could materially and adversely affect Deutsche Bank's business.</li> </ul>   |
| D.6 | 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><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 an investment in the respective share.</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>Adjustment / 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>The Issuer is entitled to make adjustments to the Terms and Conditions following the occurrence of an adjustment event. These may include any event which materially affects the theoretical economic value of a Reference Item or any event which materially disrupts the economic link between the value of the Reference Item and the Securities subsisting immediately prior to the occurrence of such event. Such adjustments may take into account and pass on to Securityholders any increased direct or indirect cost to the Issuer as a result of or in connection with the relevant adjustment event.</p> <p>On the occurrence of an adjustment/termination event, the Issuer is also entitled to adjust the Terms and Conditions or in certain cases, substitute the relevant Reference Item affected by such adjustment/termination event. If such adjustment or substitution is not possible, the Issuer is also entitled to terminate and cancel the Securities by giving notice to the Securityholders, providing brief details of the Adjustment/Termination Event and of the payout amount ("Adjustment / Termination Notice").</p> <p>In case of a termination or cancellation the Issuer will pay, usually prior to the scheduled settlement date of the Securities, an amount which the Calculation Agent determines to be their fair market value, taking into account the relevant adjustment/termination event and, less the direct and indirect cost to</p> |

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|                |  | <p>the Issuer of unwinding or adjusting any underlying related hedging arrangements, and less any tax or withholding required by law. Such amount may be significantly less than an investor's initial investment in Securities and in certain circumstances may be zero.</p> <p>An adjustment/termination event may include an event which materially affects the method by which the Calculation Agent determines the level or price of any Reference Item or the ability of the Calculation Agent to determine the level or price of any Reference Item. In addition, an adjustment/termination event may occur where it is illegal or no longer feasible for the Issuer to maintain its hedging arrangements for the Securities or where materially increased costs or expenses would be incurred by the Issuer in maintaining those arrangements. An adjustment/termination event may also occur in a situation where certain market disruptions exist or a force majeure occurs (being an event or circumstance which prevents or materially affects the performance of the Issuer's obligation). An adjustment event or adjustment/termination event may materially affect the cost to the Issuer of maintaining the Securities or its hedging arrangements in a way which has not been factored into the issue price of the Securities. This may therefore require adjustments or a termination of the Securities.</p> <p>Any adjustment made due to an adjustment event or any adjustment or termination of the Securities or replacement of a Reference Item following an adjustment/termination event may have an adverse effect on the Securities and Securityholders. In particular, the value of the Securities may fall and amounts payable or assets deliverable under the Securities may be less and may be made at different times than anticipated. <b>This is part of the economic risk Securityholders bear when investing in the Securities and the basis on which the Securities are priced.</b></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> <p><b>Risks at maturity</b></p> <p>If the Final Reference Level is below the Barrier, the Coupon Certificate involves a risk of loss depending on the price or level of the Underlying; in the worst-case scenario, this may result in the total loss of the capital invested. This will occur if the Final Reference Level is zero.</p> <p><b>Possible total loss</b></p> <p>Where no minimum cash amount or asset amount is specified investors may experience a total loss of their investment in the Security</p> |
| <b>Element</b> | <b>Section E – Offer</b>                                       |  |
| <b>E.2b</b>    | 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.  |
| <b>E.3</b>     | Terms and conditions of the offer.                             | <p>Conditions to which the offer is subject:      Offers of the Securities are conditional on and subject to admission to listing being obtained by the Issue Date otherwise the offer will be deemed withdrawn and the issuance cancelled</p> <p>Number of the Securities:                                      Up to 500,000 Securities</p>  |



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|  |  | <p>The Subscription Period:</p> <p>Cancellation of the Issuance of the <i>Securities</i>:</p> <p>Early Closing of the <i>Subscription Period</i> of the <i>Securities</i>:</p> <p>Investor minimum subscription amount:</p> <p>Investor maximum subscription amount:</p> <p>Description of the application process:</p> <p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</p> <p>Details of the method and time limits for paying up and delivering the <i>Securities</i>:</p> <p>Manner in and date on which results of the offer are to be made public:</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p> | <p>Applications to subscribe for the <i>Securities</i> may be made via the distribution agent from 28 February 2019 (inclusively) until 27 March 2019 (inclusively) except for the "door-to-door" offer for which the Subscription Period will be from, and including, 28 February 2019 to, and including 20 March 2019.</p> <p>The Issuer reserves the right for any reason to reduce the number of <i>Securities</i> offered.</p> <p>The Issuer reserves the right for any reason to cancel the issuance of the <i>Securities</i>.</p> <p>The Issuer reserves the right for any reason to close the Subscription Period early.</p> <p>One <i>Security</i></p> <p>Not applicable; there is no investor maximum subscription amount.</p> <p>Applications for the <i>Securities</i> can be made in Italy at participating branches of a Distributor.</p> <p>Applications will be in accordance with the relevant Distributor's usual procedures, notified to investors by the relevant Distributor</p> <p>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer relating to the subscription for the <i>Securities</i>.</p> <p>Not applicable; there is no possibility to reduce subscriptions and therefore no manner for refunding excess amount paid by applicants.</p> <p>Investors will be notified by the Issuer or the relevant financial intermediary of their allocations of <i>Securities</i> and the settlement arrangements in respect thereof. The <i>Securities</i> will be issued on the Issue Date and the <i>Securities</i> will be delivered on the Value Date against payment to the Issuer of the net subscription price.</p> <p>The Issuer will in its discretion determine the final amount of <i>Securities</i> to be issued (which will be dependent on the outcome of the offer), up to a limit of 500,000 <i>Securities</i>.</p> <p>The precise number of <i>Securities</i> 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>) in accordance with Article 10 of the Luxembourg Law on the Prospectuses for <i>Securities</i> 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>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> |
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|            |   | <p>Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries:</p> <p>Qualified investors within the meaning of the Prospectus Directive and non-qualified investors.</p> <p>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 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:</p> <p>Not applicable; there is no process for notification to applicants of the amount allotted.</p> <p>Each investor will be notified by the relevant Distributor of its allocation of Securities after the end of the Subscription Period and before the Issue Date</p> <p>No dealings in the Security may take place prior to the Issue Date</p> <p>Issue Price:</p> <p>EUR 100</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</p> <p>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 placers in the various countries where the offer takes place:</p> <p>Deutsche Bank S.p.A. of Piazza del Calendario 3, 20126, Milan, Italy (a "<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>").</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 (<i>Responsabile del Collocamento</i> as defined under article 93-bis of the Financial Services Act) (the "<b>Lead Manager</b>").</p> <p>Name and address of the Paying Agent:</p> <p>Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany</p> <p>Name and address of the Calculation Agent:</p> <p>Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany</p> |
| <b>E.4</b> | Interest that is material to the issue/offer including confliction interests. | 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.  |
| <b>E.7</b> | Estimated expenses charged to the investor by                                 | Not applicable; no expenses are charged to the investor by the Issuer or offeror.   |

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