

*Final Terms* dated 16 February 2016 for the *Base Prospectus* dated 14 December 2015

## **DEUTSCHE BANK AG LONDON BRANCH**

Issue of up to USD 250,000,000 Five-Year Notes, due April 2021  
(the "**Securities**")

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

**Issue Price:** 88.97 per cent. of the Nominal Amount per *Note*

**WKN / ISIN:** DB1YW0/ XS0461335449

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 purpose of Article 5 (4) of the Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the "**Prospectus Directive**") and must be read in conjunction with the *Base Prospectus* dated 14 December 2015 (including the documents incorporated by reference into the *Base Prospectus*) (the "**Base Prospectus**") and the supplement dated 8 February 2016 which together constitute a base prospectus for the purpose of the *Prospectus Directive*. Terms not otherwise defined herein shall have the meaning given in the *General Conditions* set out in the *Base Prospectus*. 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 issue of *Securities* (which comprises the Summary in the *Base Prospectus* as amended to reflect the provisions in the *Final Terms*) is annexed to the *Final Terms*.

The *Base Prospectus*, any supplement to the *Base Prospectus* and the *Final Terms*, together with any translations thereof, or of the Summary as amended to reflect the provisions in the *Final Terms*, will be available on the Issuer's website ([www.x-markets.db.com](http://www.x-markets.db.com)) and/or ([www.investment-products.db.com](http://www.investment-products.db.com)) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)), as well as, (i) in the case of admission to trading of the *Securities* to the Italian Stock Exchange, on the website of Borsa Italiana ([www.borsaitaliana.it](http://www.borsaitaliana.it)), (ii) in the case of admission to trading of the *Securities* to the Euronext Lisbon regulated market or a public offering of *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)) and (iii) in the case of admission to trading of the *Securities* on any of the Spanish Stock Exchanges 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* shall be available in physical form and free of charge at the registered office of the Issuer, Deutsche Bank AG, CIB, GME X-markets, Grosse Gallusstrasse 10-14, 60311 Frankfurt am Main, its London branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB, its Milan Branch at Via Filippo Turati 27, 20121 Milano, Italy, its Portuguese Branch at Rua Castilho, 20, 1250-069 Lisbon, Portugal and its Spanish Branch at Paseo De La Castellana, 18, 28046 Madrid, Spain.

## Terms and Conditions

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

### General Definitions Applicable to the Securities

Security Type	Note
ISIN	XS0461335449
WKN	DB1YW0
Common Code	046134338
Issuer	Deutsche Bank AG, London Branch
Number of the Securities	Aggregate nominal amount of up to USD 250,000,000
Issue Price	88.97 per cent. of the Nominal Amount
Issue Date	7 April 2016
Nominal Amount	USD 2,000 per Note
Calculation Agent	Deutsche Bank AG, London Branch
Underlying	None
Settlement	Cash Settlement
Settlement Date	7 April 2021, or if such day is not a Business Day the Settlement Date is postponed to the next day that is a Business Day
Coupon Payment	Coupon Payment does not apply
Business Day Convention	Following Business Day Convention

### General Definitions Applicable to Certificates

Not Applicable

### General Definitions Applicable to Warrants

Not Applicable

### General Definitions Applicable to Notes

Cash Amount                      The Nominal Amount

### Specific Definitions Applicable to Notes

Not Applicable

<b>Further Definitions Applicable to the Securities</b>
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Settlement Currency	USD
Business Day	A day on which the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET2) system (or any successor) thereto is open, and on which commercial banks and foreign exchange markets settle payments in the Business Day Location(s)
Business Day Locations	London and New York City
Payment Day Locations	London and New York City
Form of Securities	Global Security in bearer form
Clearing Agent	Euroclear Bank SA/NV, 1 boulevard Albert II, 1210 Brussels, Belgium Clearstream Banking Luxembourg S.A., 42 avenue John F. Kennedy, L-1855 Luxembourg
Governing Law	English law

## Further Information about the Offering of the Securities

### LISTING AND ADMISSION TO TRADING

Listing and admission to Trading	Application will be made to list and admit the Securities to trading 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, with effect from at the earliest, 7 April 2016. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by 7 April 2016)
Minimum Trade Size	USD 2,000
Estimate of total expenses related to admission to trading	EUR 3,000

### OFFERING OF SECURITIES

Investor minimum subscription amount	USD 2,000
Investor maximum subscription amount	Not applicable. The maximum allocation of Securities will be subject only to availability at the time of application.  There are no pre-identified allotment criteria. The Distributors (as defined below) will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Securities requested through the Distributors during the Subscription Period will be assigned up to the maximum amount of the offer.
The Subscription Period	Applications to subscribe for the Securities may be made from, and including, 16 February 2016 until, and including, 4 April 2016
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 ( <a href="http://www.it.x-markets.db.com">www.it.x-markets.db.com</a> ).  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.
Early Closing of the Subscription Period of the Securities	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> )
Conditions to which the offer is subject	The Offer of the Securities is conditional on their issue
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
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 relevant Distributor of their allocations of Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer by the relevant Distributor of the net subscription price
Manner in and date on which results of the offer are to be made public	<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 USD 250,000,000 principal amount of 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>) in accordance with Article 10 of the Luxembourg Law on the Prospectuses for Securities on or around the Issue Date</p> <p>The results of the offer will be available from the Distributors 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; a procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights is not planned.
Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries	<p>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 and this Final Terms 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>
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made	<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 Securities may take place prior to the Issue Date</p>
Amount of any expenses and taxes specifically charged to the subscriber or purchaser	Not applicable. Save for the Issue Price, which includes the commissions payable to the Distributors, details of which are set out in the section below entitled "Fees", the Issuer is not

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place

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

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 ([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 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 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

Not applicable

Placement Fee

Up to 3.00 per cent. of the Nominal Amount

Fees charged by the Issuer to the Securityholders post issuance

Not applicable

#### **SECURITY RATINGS**

Rating

The Securities have not been rated

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

Interests of Natural and Legal Persons involved in the Issue

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

#### **PUBLICATION OF NOTICES**

Publication of notices

Notices will be published in accordance with §16(1)(a) or §16(1)(b)

**INFORMATION RELATING TO THE UNDERLYING**

Not Applicable.

**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

## 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 EU member states, have to bear the costs of translating the Prospectus, before the legal proceedings are initiated; and</li> <li>• civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such the Securities.</li> </ul>
A.2	Consent to use of the Prospectus	<ul style="list-style-type: none"> <li>• The Issuer consents to the use of the Prospectus for subsequent 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 as long as this Base Prospectus is valid in accordance with Article 9 of the Prospectus Directive.</li> <li>• Such consent is not subject to and given under any condition.</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 the " <b>Bank</b> ").
B.2	Domicile, Legal Form, Legislation, Country of Incorporation	<p>Deutsche Bank is a stock corporation (Aktiengesellschaft) under German law. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany.</p> <p>Deutsche Bank AG, acting through its London branch ("<b>Deutsche Bank AG, London Branch</b>") is domiciled at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.</p>
B.4b	Known trends affecting the Issuer and the industries in which it operates	With the exception of the effects of the macroeconomic conditions and market environment, litigation risks associated with the financial markets crisis as well as the effects of legislation and regulations applicable to financial institutions in Germany and the European Union, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects in its current financial year.

<b>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 "Deutsche Bank Group").																																								
<b>B.9</b>	Profit forecasts or estimate	The consolidated loss before income taxes (IBIT) estimate of the Issuer as of and for the year ended on 31 December 2015 amounts to EUR 6.1 billion.																																								
<b>B.10</b>	Qualifications in the audit report	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 2013 and 31 December 2014 as well as from the unaudited consolidated interim financial statements as of 30 September 2014 and of 30 September 2015.</p> <table border="1" data-bbox="676 645 1401 1335"> <thead> <tr> <th></th> <th>31 December 2013 (IFRS, audited)</th> <th>30 September 2014 (IFRS, unaudited)</th> <th>31 December 2014 (IFRS, audited)</th> <th>30 September 2015 (IFRS, unaudited)</th> </tr> </thead> <tbody> <tr> <td>Share capital (in EUR)</td> <td>2,609,919,078.40</td> <td>3,530,939,215.36*</td> <td>3,530,939,215.36</td> <td>3,530,939,215.36*</td> </tr> <tr> <td>Number of ordinary shares</td> <td>1,019,499,640</td> <td>1,379,273,131*</td> <td>1,379,273,131</td> <td>1,379,273,131*</td> </tr> <tr> <td>Total assets (in million Euro)</td> <td>1,611,400</td> <td>1,709,189</td> <td>1,708,703</td> <td>1,719,374</td> </tr> <tr> <td>Total liabilities (in million Euro)</td> <td>1,556,434</td> <td>1,639,083</td> <td>1,635,481</td> <td>1,650,495</td> </tr> <tr> <td>Total equity (in million Euro)</td> <td>54,966</td> <td>70,106</td> <td>73,223</td> <td>68,879</td> </tr> <tr> <td>Core Tier 1 capital ratio / Common Equity Tier 1 capital ratio<sup>1,2</sup></td> <td>12.8%</td> <td>14.7%</td> <td>15.2%</td> <td>13.4%<sup>3</sup></td> </tr> <tr> <td>Tier 1 capital ratio<sup>2</sup></td> <td>16.9%</td> <td>15.5%</td> <td>16.1%</td> <td>15.0%<sup>4</sup></td> </tr> </tbody> </table> <p>*Source: Issuer's website under <a href="https://www.deutsche-bank.de/ir/en/content/ordinary_share.htm">https://www.deutsche-bank.de/ir/en/content/ordinary_share.htm</a>; date: 14 December 2015 (and the information appearing on such website does not form part of this Prospectus).</p> <p>1 The CRR/CRD 4 framework replaced the term Core Tier 1 by Common Equity Tier 1.</p> <p>2 Capital ratios for 2014 and 2015 are based upon transitional rules of the CRR/CRD 4 capital framework; prior periods are based upon Basel 2.5 rules excluding transitional items pursuant to the former section 64h (3) of the German Banking Act.</p> <p>3 The Common Equity Tier 1 capital ratio as of 30 September 2015 on the basis of CRR/CRD 4 fully loaded was 11.5%.</p> <p>4 The Tier 1 capital ratio as of 30 September 2015 on the basis of CRR/CRD 4 fully loaded was 12.6%.</p>		31 December 2013 (IFRS, audited)	30 September 2014 (IFRS, unaudited)	31 December 2014 (IFRS, audited)	30 September 2015 (IFRS, unaudited)	Share capital (in EUR)	2,609,919,078.40	3,530,939,215.36*	3,530,939,215.36	3,530,939,215.36*	Number of ordinary shares	1,019,499,640	1,379,273,131*	1,379,273,131	1,379,273,131*	Total assets (in million Euro)	1,611,400	1,709,189	1,708,703	1,719,374	Total liabilities (in million Euro)	1,556,434	1,639,083	1,635,481	1,650,495	Total equity (in million Euro)	54,966	70,106	73,223	68,879	Core Tier 1 capital ratio / Common Equity Tier 1 capital ratio <sup>1,2</sup>	12.8%	14.7%	15.2%	13.4% <sup>3</sup>	Tier 1 capital ratio <sup>2</sup>	16.9%	15.5%	16.1%	15.0% <sup>4</sup>
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	No material adverse change in the prospects	There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2014, except as disclosed in Element B.13 below.																																								
	Significant changes in the financial or trading position	There has been no significant change in the financial position or trading position of Deutsche Bank since 30 September 2015, except as disclosed in Element B.13 below.																																								
<b>B.13</b>	Recent events material to the Issuer's solvency	On 28 January 2016, the Issuer reported a preliminary consolidated loss before income taxes (IBIT) of EUR 6.1 billion as of and for the year ended on 31 December 2015. Otherwise, there are no recent events (since 30 September 2015) particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.																																								

B.14	Dependence upon group entities	Please read the following information together with Element B.5. Not applicable. The Issuer is not dependent upon other entities.												
B.15	Issuer's principal activities	<p>The objects of Deutsche Bank, as laid down in its Articles of Association, include the transaction of all kinds of banking business, the provision of financial and other services and the promotion of international economic relations. The Bank may realise these objectives itself or through subsidiaries and affiliated companies. To the extent permitted by law, the Bank is entitled to transact all business and to take all steps which appear likely to promote the objectives of the Bank, in particular: to acquire and dispose of real estate, to establish branches at home and abroad, to acquire, administer and dispose of participations in other enterprises, and to conclude enterprise agreements.</p> <p>Deutsche Bank Group's business activities are organized into the following 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.</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.16	Controlling persons	Not applicable. Based on notifications of major shareholdings pursuant to sections 21 et seq. of the German Securities Trading Act ( <i>Wertpapierhandelsgesetz</i> - WpHG), there are only two shareholders holding more than 5 but less than 10 per cent. of the Issuer's shares. To the Issuer's knowledge there is no other shareholder holding more than 3 per cent. of the shares. The Issuer is thus not directly or indirectly owned or controlled.												
B.17	Credit ratings to the Issuer and the Securities	<p>Deutsche Bank is rated by Moody's Investors Service, Inc. ("<b>Moody's</b>"), Standard &amp; Poor's Credit Market Services Europe Limited ("<b>S&amp;P</b>"), Fitch Deutschland GmbH ("<b>Fitch</b>") and DBRS, Inc. ("<b>DBRS</b>", together with Fitch, S&amp;P and Moody's, the "<b>Rating Agencies</b>").</p> <p>S&amp;P and Fitch are established in the European Union and have been registered in accordance with Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009, as amended, on credit rating agencies ("<b>CRA Regulation</b>"). With respect to Moody's, the credit ratings are endorsed by Moody's office in the UK (Moody's Investors Service Ltd.) in accordance with Article 4(3) of the CRA Regulation. With respect to DBRS, the credit ratings are endorsed by DBRS Ratings Ltd. in the UK in accordance with Article 4(3) of the CRA Regulation.</p> <p>As of 8 February 2016, the following ratings were assigned to Deutsche Bank:</p> <table border="1" data-bbox="676 1850 1402 2022"> <thead> <tr> <th>Rating Agency</th> <th>Long term</th> <th>Short term</th> <th>Outlook</th> </tr> </thead> <tbody> <tr> <td>Moody's</td> <td>Baa1</td> <td>P-1</td> <td>negative</td> </tr> <tr> <td>S&amp;P</td> <td>BBB+</td> <td>A-2</td> <td>stable</td> </tr> </tbody> </table>	Rating Agency	Long term	Short term	Outlook	Moody's	Baa1	P-1	negative	S&P	BBB+	A-2	stable
Rating Agency	Long term	Short term	Outlook											
Moody's	Baa1	P-1	negative											
S&P	BBB+	A-2	stable											

		Fitch	A-	F1	stable
		DBRS	A	R-1 (low)	stable

Element	Section C – Securities	
<b>C.1</b>	Type and the class of the securities, including any security identification number.	<p><b>Type of Securities</b></p> <p>The <i>Securities</i> are Notes (the "<b>Securities</b>"). For a further description see Element C.9 and C.10.</p> <p><b>Security identification number(s) of Securities</b></p> <p>ISIN: XS0461335449</p> <p>WKN: DB1YW0</p> <p>Common Code: 046134338</p>
<b>C.2</b>	Currency of the securities issue.	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>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.</p> <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>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 except for any obligations preferred by law.</p> <p><b>Limitations to the rights attached to the Securities</b></p> <p>Under the terms and conditions of the Securities, the Issuer is entitled to terminate and cancel the Securities and to amend the terms and conditions of the Securities.</p>
<b>C.9</b>	The nominal interest rate, the date from which interest becomes payable and the due dates for interest, where the rate is not fixed, description of the underlying on which it is based, maturity date and arrangements for the amortization of the loan, including the repayment procedures, an indication of yield, name of representative of	<p><i>Please also see Element C.8 above.</i></p> <p>Coupon: Not applicable</p> <p>Coupon Determination Date: Not applicable</p> <p>Coupon Payment Date: Not applicable</p> <p>Coupon Periods: Not applicable</p> <p>Coupon Period End Dates: Not applicable</p> <p>Yield: Not Applicable; the Securities do not pay a fixed coupon.</p> <p>Name of representative of debt security holders: Not applicable; there is no representative of debt security holders.</p>

	debt security holders	
<b>C.10</b>	Derivative component in the interest payment.	Not Applicable; the Securities do not entitle the investor to any interest payments.
<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.	Not applicable; the Securities will not be admitted to the regulated market of any exchange.

<b>Element</b>	<b>Section D – Risks</b>	
<b>D.2</b>	Key information on the key risks that are specific to the issuer.	<p>Investors will be exposed to the risk of the Issuer becoming insolvent as 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>• Even as the U.S. economy has gradually improved, Europe continues to experience tepid economic growth, high levels of structural debt, persistent long-term unemployment and very low inflation. These persistently challenging market conditions have contributed to political uncertainty in many member countries of the eurozone and continue to negatively affect Deutsche Bank's results of operations and financial condition in some of Deutsche Bank's businesses, while a continuing low interest environment and competition in the financial services industry have compressed margins in many Deutsche Bank's businesses. If these conditions persist or worsen, Deutsche Bank could determine that it needs to make changes to its business model.</li> <li>• Regulatory and political actions by European governments in response to the European sovereign debt crisis may not be sufficient to prevent the crisis from spreading or to prevent departure of one or more member countries from the common currency. In particular, anti-austerity populism in Greece and other member countries of the eurozone could undermine confidence in the continued viability of those countries' participation in the euro. The default or departure from the euro of any one or more countries could have unpredictable political consequences as well as consequences for the financial system and the greater economy, potentially leading to declines in business levels, write-downs of assets and losses across Deutsche Bank's businesses. Deutsche Bank's ability to protect itself against these risks is limited.</li> <li>• Deutsche Bank may be required to take impairments on its exposures to the sovereign debt of European or other countries as the European sovereign debt crisis continues. The credit default swaps into which Deutsche Bank has entered to manage sovereign credit risk may not be available to offset these losses.</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> </ul>

	<ul style="list-style-type: none"> <li>• Regulatory and legislative changes require Deutsche Bank to maintain increased capital and may significantly affect its business model and the competitive environment. Any perceptions in the market that Deutsche Bank may be unable to meet its capital requirements with an adequate buffer, or that it should maintain capital in excess of the requirements, could intensify the effect of these factors on Deutsche Bank's business and results.</li> <li>• The increasingly stringent regulatory environment to which Deutsche Bank is subject, coupled with substantial outflows in connection with litigation and enforcement matters, may make it difficult for Deutsche Bank to maintain its capital ratios at levels above those required by regulators or expected in the market.</li> <li>• Legislation in the United States and in Germany as well as proposals in the European Union regarding the prohibition of proprietary trading or its separation from the deposit-taking business may materially affect Deutsche Bank's business model.</li> <li>• European and German legislation regarding the recovery and resolution of banks and investment firms as well as proposals published by the Financial Stability Board proposing a new minimum capital requirement for "total loss absorbing capacity" (TLAC) could result in higher refinancing costs and, if resolution measures were imposed on Deutsche Bank, significantly affect its business operations and lead to losses for its creditors.</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, bank levies 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, 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>• Since Deutsche Bank published its Strategy 2015+ targets in 2012, macroeconomic and market conditions as well as the regulatory environment have been much more challenging than originally anticipated, and as a result, Deutsche Bank has updated its aspirations to reflect these challenging conditions and developed the next phase of its strategy in the form of its Strategy 2020, which was announced in April 2015 and updated and further specified on 29 October 2015. If Deutsche Bank is unable to implement its updated strategy successfully, it may be unable to achieve its financial objectives, or incur losses or low profitability or erosions of its capital base, and its share price may be materially and adversely affected.</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</li> </ul>
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		<p>to unidentified or unanticipated risks, which could lead to material losses.</p> <ul style="list-style-type: none"> <li>Operational risks may disrupt Deutsche Bank's businesses.</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 acquisitions, and both making acquisitions and avoiding them could materially harm Deutsche Bank's results of operations and its share price.</li> <li>Deutsche Bank may have difficulties selling non-core assets at favorable prices or at all and may experience material losses from these assets and other investments irrespective of market developments.</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> <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>
<b>D.3</b>	Key information on the risks that are specific and individual to the securities.	<p><b>Currency risk</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, either at the option of the Issuer or otherwise where certain conditions are satisfied, the Issuer is entitled to redeem or cancel the Securities early. As a result, the Securities may have a lower market value than similar securities which do not contain any such Issuer's right for redemption or cancellation. During any period where the Securities may be redeemed or cancelled in this way the market value of the Securities generally will not rise substantially above the price at which they may be redeemed or cancelled. The same applies where the terms and conditions of the Securities include a provision for an automatic redemption or cancellation of the Securities (e.g. "knock-out" or "auto call" provision).</p> <p><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, interest or any other amount in respect of the Securities, to convert the Securities into ordinary shares or other instruments qualifying as common equity tier 1 capital (the write-down and conversion powers commonly being referred to as the bail-in tool), or to apply other resolution measures including (but not limited to) a transfer of the Securities to another entity, a variation of the terms and conditions of the Securities or a cancellation of the Securities.</p>
<b>D.6</b>	Risk warning to the effect that investors may lose the value of their entire investment or part of it	Not applicable, investors will receive the nominal amount at maturity.

Element		Section E – Offer
<b>E.2b</b>	Reasons for the offer, use of proceeds, estimated net	Not applicable, making profit and/or hedging certain risks are the reasons for the offer.

	proceeds		
<b>E.3</b>	Terms and conditions of the offer.	<p>Conditions to which the offer is subject: The Offer of the Securities is conditional on their issue</p> <p>Number of the Securities: An aggregate nominal amount of up to USD 250,000,000</p> <p>The Subscription Period Applications to subscribe for the Securities may be made from, and including, 16 February 2016 until, and including, 4 April 2016.</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.</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.</p> <p>Details of the method and time limits for paying up and delivering the Securities: Investors will be notified by the relevant Distributor of their allocations of Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer by the relevant Distributor of the net subscription price.</p> <p>Manner in and date on which results of the offer are to be made public: The 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 up to USD 250,000,000 principal amount of 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>) in accordance with Article 10 of the Luxembourg Law on the Prospectuses for Securities on or around the Issue Date. The results of the offer will be available from the Distributors 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: Non-qualified investors 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 Each investor will be notified by the relevant Distributor of its allocation of Securities after the end of the Subscription</p>	

		<p>allotted and the indication whether dealing may begin before notification is made:</p> <p>Issue Price: 88.97 per cent. of the Nominal Amount</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Placement fee of up to 3.00 per cent. of the Nominal Amount.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Deutsche Bank 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 "<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 (www.it.x-markets.db.com).</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 "<b>Lead Manager</b>").</p> <p>Name and address of the Paying Agent: Deutsche Bank AG, London Branch.</p> <p>Name and address of the Calculation Agent: Deutsche Bank AG, London Branch.</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 the issuer or offeror.	Not applicable; no expenses are charged to the investor by the Issuer or offeror.