

DEUTSCHE BANK AKTIENGESELLSCHAFT  
Form 424B2  
March 28, 2016

Pricing Supplement No. 2666B

To product supplement B dated July 31, 2015,

**Registration Statement No. 333-206013**

prospectus supplement dated July 31, 2015,

**Rule 424(b)(2)**

prospectus addendum dated January 1, 2016 and

prospectus dated July 31, 2015

## Deutsche Bank AG

### **\$715,000 Phoenix Autocallable Securities Linked to the Least Performing of the Ordinary Shares of Mylan N.V., the Common Stock of Pfizer Inc. and the Ordinary Shares of Perrigo Company plc due March 29, 2018**

#### General

The Phoenix Autocallable Securities (the “**securities**”) are linked to the *least performing* of the ordinary shares of Mylan N.V., the common stock of Pfizer Inc. and the ordinary shares of Perrigo Company plc (each, an “**Underlying**”) and may pay a Contingent Coupon on a quarterly basis at a rate of 19.70% per annum. The Contingent Coupon will be payable on a Coupon Payment Date **only if** the Closing Prices of **all** the Underlyings on the applicable Observation Date are greater than or equal to their respective Coupon Barriers, which will be equal to 70.00% of their respective Initial Prices. Otherwise, no Contingent Coupon will be payable with respect to that Observation Date.

If the Closing Prices of **all** the Underlyings on any Observation Date are greater than or equal to their respective Initial Prices, the securities will be automatically called, and investors will receive a cash payment per \$1,000 Face Amount of securities on the applicable Call Settlement Date equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date. The securities will cease to be outstanding following an Automatic Call and no Contingent Coupon will accrue or be payable following the Call Settlement Date.

If the securities are not automatically called and the Final Price of the *least performing* Underlying, which we refer to as the “**Laggard Underlying**,” is greater than or equal to its Trigger Price (70.00% of its Initial Price), investors will receive a cash payment per \$1,000 Face Amount of securities on the Maturity Date equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date. However, if the securities are not automatically called and the Final Price of the Laggard Underlying is less than its Trigger Price, Deutsche Bank AG will deliver to investors at maturity a number of shares of the Laggard Underlying per \$1,000 Face Amount of securities equal to the Face Amount *divided by* its Initial Price (the Share Delivery Amount of the Laggard Underlying), which will likely have a value that is significantly less than the Face Amount and may have no value at all. Investors should be willing to accept the risk of losing a significant portion or all of their initial investment as well as the risk of owning shares of

the Laggard Underlying if the securities are not automatically called and the Final Price of the Laggard Underlying is less than its Trigger Price. The securities may not pay Contingent Coupons on some or all of the Coupon Payment Dates and, therefore, should **not** be viewed as conventional debt securities with periodic coupon payments. **Any payment on the securities is subject to the credit of the Issuer.**

Senior unsecured obligations of Deutsche Bank AG due March 29, 2018

Minimum purchase of \$1,000. Minimum denominations of \$1,000 (the “**Face Amount**”) and integral multiples thereof.

The securities priced on March 24, 2016 (the “**Trade Date**”) and are expected to settle on March 30, 2016 (the “**Settlement Date**”).

### Key Terms

Issuer: Deutsche Bank AG, London Branch

Issue Price: 100% of the Face Amount

Underlyings: <u>Underlying</u>	<u>Ticker Symbol</u>	<u>Initial Price</u>	<u>Coupon Barrier / Trigger Price</u>	<u>Share Delivery Amount</u>
Ordinary shares of Mylan N.V.	MYL	\$45.88	\$32.12	21.7960
Common stock of Pfizer Inc.	PFE	\$30.08	\$21.06	33.2447
Ordinary shares of Perrigo Company plc	PRGO	\$130.31	\$91.22	7.6740

*(Key Terms continued on next page)*

Investing in the securities involves a number of risks. See “**Risk Factors**” beginning on page 7 of the accompanying product supplement, page PS-5 of the accompanying prospectus supplement, page 2 of the accompanying prospectus addendum and page 12 of the accompanying prospectus and “**Selected Risk Considerations**” beginning on page PS-11 of this pricing supplement.

The Issuer’s estimated value of the securities on the Trade Date is \$941.50 per \$1,000 Face Amount of securities, which is less than the Issue Price. Please see “**Issuer’s Estimated Value of the Securities**” on page PS-4 of this pricing supplement for additional information.

By acquiring the securities, you will be bound by, and deemed irrevocably to consent to, the imposition of any Resolution Measure (as defined below) by the competent resolution authority, which may include the write down of all, or a portion, of any payment on the securities or the conversion of the securities into ordinary shares or other instruments of ownership. If any Resolution Measure becomes applicable to us, you may lose some or all of your investment in the securities. Please see “**Resolution Measures and Deemed Agreement**” on page PS-5 of this pricing supplement for more information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or the adequacy of this pricing supplement or the accompanying product supplement, prospectus supplement, prospectus addendum or prospectus. Any representation to the contrary is a criminal offense.

	<b>Price to Public Discounts and Commissions<sup>(1)</sup></b>		<b>Proceeds to Us</b>
<b>Per Security</b>	\$1,000.00	\$20.00	\$980.00
<b>Total</b>	\$715,000.00	\$14,300.00	\$700,700.00

<sup>(1)</sup> For more detailed information about discounts and commissions, please see “Supplemental Plan of Distribution (Conflicts of Interest)” in this pricing supplement. The securities will be sold with underwriting discounts and commissions in an amount equal to \$20.00 per \$1,000 Face Amount of securities.

The agent for this offering is our affiliate. For more information see “Supplemental Plan of Distribution (Conflicts of Interest)” in this pricing supplement.

*The securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other U.S. or foreign governmental agency or instrumentality.*

**Deutsche Bank Securities**

March 24, 2016

(Key Terms continued from previous page)

Contingent Coupon Feature: **If the Closing Prices of all the Underlyings on any Observation Date are greater than or equal to their respective Coupon Barriers**, Deutsche Bank AG will pay you the Contingent Coupon per \$1,000 Face Amount of securities applicable to such Observation Date on the related Coupon Payment Date.

Contingent Coupon Barrier: **If the Closing Price of any Underlying on any Observation Date is less than its Coupon Barrier**, the Contingent Coupon per \$1,000 Face Amount of securities applicable to such Observation Date will not be payable and Deutsche Bank AG will not make any payment to you on the related Coupon Payment Date.

Coupon Barrier: For each Underlying, 70.00% of the Initial Price of such Underlying, as set forth in the table above.

Observation Dates<sup>1</sup>: Quarterly on the dates set forth in the table under “Contingent Coupon” below.

Coupon Payment Dates<sup>1</sup>: As set forth in the table under “Contingent Coupon” below. For the final Observation Date, the Coupon Payment Date will be the Maturity Date.

Contingent Coupon: The Contingent Coupon for each Observation Date will be a fixed amount set forth in the table below based upon equal quarterly installments accrued at a rate of 19.70% per annum. The table below sets forth each Observation Date, Coupon Payment Date (if any Contingent Coupon is payable), Call Settlement Date (if the securities are automatically called) and the Contingent Coupon applicable to each Observation Date. If the securities are automatically called, any Contingent Coupon that may be due will be paid on the Call Settlement Date and no Contingent Coupon will accrue or be payable following the Call Settlement Date.

Observation Date	Coupon Payment Date / Call Settlement Date	Contingent Coupon (per \$1,000 Face Amount of Securities)
June 24, 2016	June 29, 2016	\$49.25
September 26, 2016	September 29, 2016	\$49.25
December 27, 2016	December 30, 2016	\$49.25
March 24, 2017	March 29, 2017	\$49.25
June 26, 2017	June 29, 2017	\$49.25
September 25, 2017	September 28, 2017	\$49.25
December 26, 2017	December 29, 2017	\$49.25
March 26, 2018 (Final Valuation Date)	March 29, 2018 (Maturity Date)	\$49.25

Automatic Call: The securities will be automatically called if the Closing Prices of **all** the Underlyings on any Observation Date are greater than or equal to their respective Initial Prices. If the securities are automatically called, you will receive a cash payment per \$1,000 Face Amount of securities on the related Call Settlement Date equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date. No Contingent Coupon will accrue or be payable following the Call Settlement Date.

Call Settlement Dates<sup>1</sup>: As set forth in the table above under “Contingent Coupon.” For the final Observation Date, the Call Settlement Date will be the Maturity Date.

Payment at Maturity: If the securities are not automatically called, the payment you will receive at maturity will depend on the Final Price of the Laggard Underlying on the Final Valuation Date:

- If the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price**, you will receive a cash payment per \$1,000 Face Amount of securities on the Maturity Date equal to the

Face Amount *plus* the Contingent Coupon otherwise due on such date.

· **If the Final Price of the Laggard Underlying is less than its Trigger Price**, Deutsche Bank AG will deliver to you at maturity a number of shares of the Laggard Underlying per \$1,000 Face Amount of securities equal to the Share Delivery Amount of the Laggard Underlying.

*In this circumstance, the shares of the Laggard Underlying delivered at maturity are expected to be worth significantly less than your initial investment and may have no value at all. If you receive the Share Delivery Amount of the Laggard Underlying at maturity, we will pay cash in lieu of delivering any fractional shares in an amount equal to that fraction multiplied by the closing price of the Laggard Underlying on the Final Valuation Date.*

**Any payment at maturity is subject to the credit of the Issuer.**

Share Delivery Amount: For each Underlying, the Share Delivery Amount is the number of shares of such Underlying equal to (1) the Face Amount *divided by* (2) its Initial Price, as set forth in the table above, subject to adjustments in the case of certain corporate events as described in the accompanying product supplement.

*If the Final Price of the Laggard Underlying is less than its Trigger Price, Deutsche Bank AG will only deliver to you at maturity the Share Delivery Amount of the Laggard Underlying.*

Trigger Price: For each Underlying, 70.00% of the Initial Price of such Underlying, as set forth in the table above.

Laggard Underlying: The Underlying with the lowest Underlying Return on the Final Valuation Date. If the calculation agent determines that any two or all three of the Underlyings have equal lowest Underlying Returns, then the calculation agent will, in its sole discretion, designate one of such Underlyings as the Laggard Underlying.

Underlying Return: For each Underlying, the Underlying Return will be calculated as follows:

Final Price – Initial Price

Initial Price

*The Underlying Return for each Underlying may be positive, zero or negative.*

Initial Price: For each Underlying, the Closing Price of such Underlying on the Trade Date, as set forth in the table above.

Final Price: For each Underlying, the Closing Price of such Underlying on the Final Valuation Date

Closing Price: For each Underlying on any trading day, the last reported sale price of one share of the Underlying on the relevant exchange *multiplied by* the then-current Stock Adjustment Factor, as determined by the calculation agent.

*(Key Terms continued on next page)*

*(Key Terms continued from previous page)*

Stock Adjustment Factor: For each Underlying, initially 1.0, subject to adjustment upon the occurrence of certain corporate events affecting the Underlying. See “Description of Securities — Anti-Dilution Adjustments for Reference Stock” in the accompanying product supplement.

Trade Date: March 24, 2016

Settlement Date: March 30, 2016

Final Valuation Date<sup>1</sup>: March 26, 2018

Maturity Date<sup>1</sup>: March 29, 2018

Listing: The securities will not be listed on any securities exchange.

CUSIP / ISIN: 2515A1NB3 / US2515A1NB35

<sup>1</sup> Subject to adjustment as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement. If an Observation Date is postponed, the corresponding Coupon Payment Date and Call Settlement Date, as applicable, will be postponed accordingly as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement.

### **Issuer's Estimated Value of the Securities**

The Issuer's estimated value of the securities is equal to the sum of our valuations of the following two components of the securities: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the securities is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of securities, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the securities. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the securities, reduces the economic terms of the securities to you and is expected to adversely affect the price at which you may be able to sell the securities in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest and dividend rates and mid-market levels of price and volatility of the assets underlying the securities or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer's estimated value of the securities on the Trade Date (as disclosed on the cover of this pricing supplement) is less than the Issue Price of the securities. The difference between the Issue Price and the Issuer's estimated value of the securities on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the securities through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer's estimated value of the securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the securities on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately three months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

## Resolution Measures and Deemed Agreement

On May 15, 2014, the European Parliament and the Council of the European Union adopted a directive establishing a framework for the recovery and resolution of credit institutions and investment firms (commonly referred to as the “**Bank Recovery and Resolution Directive**”). The Bank Recovery and Resolution Directive required each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. Germany adopted the Recovery and Resolution Act (*Sanierungs- und Abwicklungsgesetz*, or the “**Resolution Act**”), which became effective on January 1, 2015. The Bank Recovery and Resolution Directive and the Resolution Act provided national resolution authorities with a set of resolution powers to intervene in the event that a bank is failing or likely to fail and certain other conditions are met. From January 1, 2016, the power to initiate resolution measures applicable to significant banking groups (such as Deutsche Bank Group) in the European Banking Union has been transferred to a single European resolution authority which works in close cooperation with the European Central Bank, the European Commission and the national resolution authorities under a European Union regulation establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund (the “**SRM Regulation**”). Pursuant to the SRM Regulation, the Resolution Act and other applicable rules and regulations, the securities may be subject to any Resolution Measure (as defined below) by the competent resolution authority if we become, or are deemed by the competent supervisory authority to have become, “non-viable” (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. By acquiring the securities, you will be bound by and deemed irrevocably to consent to the provisions set forth in the accompanying prospectus addendum, which we have summarized below.

By acquiring the securities, you will be bound by and will be deemed irrevocably to consent to the imposition of any Resolution Measure by the competent resolution authority. Under the relevant resolution laws and regulations as applicable to us from time to time, the securities may be subject to the powers exercised by the competent resolution authority to: (i) write down, including to zero, any payment (or delivery obligations) on the securities; (ii) convert the securities into ordinary shares of (a) the Issuer, (b) any group entity or (c) any bridge bank or other instruments of ownership of such entities qualifying as common equity tier 1 capital; and/or (iii) apply any other resolution measure including, but not limited to, any transfer of the securities to another entity, the amendment, modification or variation of the terms and conditions of the securities or the cancellation of the securities. We refer to each of these measures as a “**Resolution Measure**.” A “group entity” refers to an entity that is included in the corporate group subject to a Resolution Measure. A “bridge bank” refers to a newly chartered German bank that would receive some or all of our assets, liabilities and material contracts, including those attributable to our branches and subsidiaries, in a resolution proceeding.

Furthermore, by acquiring the securities, you:

- are deemed irrevocably to have agreed, and you will agree: (i) to be bound by, to acknowledge and to accept any Resolution Measure and any amendment, modification or variation of the terms and conditions of the securities to give effect to any Resolution Measure; (ii) that you will have no claim or other right against us arising out of any Resolution Measure; and (iii) that the imposition of any Resolution Measure will not constitute a default or an event



of default under the securities, under the senior indenture dated November 22, 2006 among us, Law Debenture Trust Company of New York, as trustee, and Deutsche Bank Trust Company Americas, as issuing agent, paying agent, authenticating agent and registrar, as amended and supplemented from time to time (the “**Indenture**”), or for the purpose of, but only to the fullest extent permitted by, the Trust Indenture Act of 1939, as amended (the “**Trust Indenture Act**”);

waive, to the fullest extent permitted by the Trust Indenture Act and applicable law, any and all claims against the trustee and the paying agent, the issuing agent and the registrar (each, an “**agent**”) for, agree not to initiate a suit against the trustee and the relevant agent in respect of, and agree that neither the trustee nor the relevant agent will be liable for, any action that the trustee or the relevant agent takes, or abstains from taking, in either case in accordance with the imposition of a Resolution Measure by the competent resolution authority with respect to the securities; and

will be deemed irrevocably to have: (i) consented to the imposition of any Resolution Measure as it may be imposed without any prior notice by the competent resolution authority of its decision to exercise such power with respect to the securities; (ii) authorized, directed and requested The Depository Trust Company (“**DTC**”) and any participant in DTC or other intermediary through which you hold such securities to take any and all necessary action, if required, to implement the imposition of any Resolution Measure with respect to the securities as it may be imposed, without any further action or direction on your part or on the part of the trustee or the relevant agent; and (iii) acknowledged and accepted that the Resolution Measure provisions described herein and in the “Resolution Measures” section of the accompanying prospectus addendum are exhaustive on the matters described herein and therein to the exclusion of any other agreements, arrangements or understandings between you and the Issuer relating to the terms and conditions of the securities.

*This is only a summary, for more information please see the accompanying prospectus addendum dated January 1, 2016.*

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### **Additional Terms Specific to the Securities**

You should read this pricing supplement together with product supplement B dated July 31, 2015, the prospectus supplement dated July 31, 2015 relating to our Series A global notes of which these securities are a part, the prospectus addendum dated January 1, 2016 and the prospectus dated July 31, 2015. You may access these documents on the website of the Securities and Exchange Commission (the “SEC”) at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

Product supplement B dated July 31, 2015:

[http://www.sec.gov/Archives/edgar/data/1159508/000095010315006059/crt\\_dp58181-424b2.pdf](http://www.sec.gov/Archives/edgar/data/1159508/000095010315006059/crt_dp58181-424b2.pdf)

Prospectus supplement dated July 31, 2015:

[http://www.sec.gov/Archives/edgar/data/1159508/000095010315006048/crt-dp58161\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/1159508/000095010315006048/crt-dp58161_424b2.pdf)

Prospectus addendum dated January 1, 2016:

[http://www.sec.gov/Archives/edgar/data/1159508/000095010316009887/crt-dp62226\\_424b3.pdf](http://www.sec.gov/Archives/edgar/data/1159508/000095010316009887/crt-dp62226_424b3.pdf)

Prospectus dated July 31, 2015:

<http://www.sec.gov/Archives/edgar/data/1159508/000119312515273165/d40464d424b2.htm>

Our Central Index Key, or CIK, on the SEC website is 0001159508. As used in this pricing supplement, “we,” “us” or “our” refers to Deutsche Bank AG, including, as the context requires, acting through one of its branches.

This pricing supplement, together with the documents listed above, contains the terms of the securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in this pricing supplement and in “Risk Factors” in the accompanying product supplement, prospectus supplement, prospectus addendum and prospectus, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the securities.

**You may revoke your offer to purchase the securities at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the securities prior to their issuance. We will notify you in the event of any changes to the terms of the securities and you will be asked to accept such changes in connection with your purchase of any securities. You may also choose to reject such changes, in which case we may reject your offer to purchase the securities.**

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## Hypothetical Examples

The tables and hypothetical examples set forth below are for illustrative purposes only. The actual returns applicable to a purchaser of the securities will be based on the Closing Prices of the Underlyings on each Observation Date (including the Final Valuation Date). The following results are based solely on the hypothetical examples cited below. You should consider carefully whether the securities are suitable to your investment goals. The numbers appearing in the tables and examples below may have been rounded for ease of analysis and it has been assumed that no event affecting any of the Underlyings has occurred during the term of the securities that would cause the calculation agent to adjust its Stock Adjustment Factor and/or the Share Delivery Amount.

### If the securities are called:

The following table illustrates the hypothetical payments on the securities (excluding any Contingent Coupon) upon an Automatic Call on each Observation Date.

<b>Observation Date</b>	<b>Coupon Payment Date / Call Settlement Date</b>	<b>Payment upon an Automatic Call (per \$1,000 Face Amount of Securities) (\$)</b>
June 24, 2016	June 29, 2016	\$1,000.00
September 26, 2016	September 29, 2016	\$1,000.00
December 27, 2016	December 30, 2016	\$1,000.00
March 24, 2017	March 29, 2017	\$1,000.00
June 26, 2017	June 29, 2017	\$1,000.00
September 25, 2017	September 28, 2017	\$1,000.00
December 26, 2017	December 29, 2017	\$1,000.00
March 26, 2018 (Final Valuation Date)	March 29, 2018 (Maturity Date)	\$1,000.00

If the securities are called on an Observation Date, you will receive a cash payment per \$1,000 Face Amount of securities on the related Call Settlement Date equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date. No Contingent Coupon will accrue or be payable following the Call Settlement Date.

### If the securities are not called:

The table below illustrates the hypothetical Payments at Maturity per \$1,000 Face Amount of securities for a hypothetical range of performances if the securities are not automatically called. Because the securities are not

automatically called on the Final Valuation Date, the Final Price of at least one of the Underlyings will be less than its Initial Price.

We make no representation or warranty as to which of the Underlyings will be the Laggard Underlying for the purposes of calculating the Payment at Maturity. The hypothetical Payments at Maturity set forth below reflect the Trigger Price and the Coupon Barrier for each Underlying of 70.00% of its respective Initial Price. The actual Initial Price, Trigger Price and Coupon Barrier for each Underlying are set forth on the cover of this pricing supplement.

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<b>Underlying Return of the Laggard Underlying (%)</b>	<b>Payment at Maturity (excluding any Contingent Coupons) if the hypothetical Final Price of the Laggard Underlying is not less than its Trigger Price (\$)</b>	<b>Value of the Share Delivery Amount of the Laggard Underlying on the Maturity Date if its hypothetical Final Price is less than its Trigger Price* (\$)</b>	<b>Return on the Securities at Maturity (excluding any Contingent Coupon) (%)</b>
100.00%	N/A	N/A	N/A
90.00%	N/A	N/A	N/A
80.00%	N/A	N/A	N/A
70.00%	N/A	N/A	N/A
60.00%	N/A	N/A	N/A
50.00%	N/A	N/A	N/A
40.00%	N/A	N/A	N/A
30.00%	N/A	N/A	N/A
20.00%	N/A	N/A	N/A
10.00%	N/A	N/A	N/A
0.00%	N/A	N/A	N/A
-10.00%	\$1,000.00	N/A	0.00%
-20.00%	\$1,000.00	N/A	0.00%
-30.00%	\$1,000.00	N/A	0.00%
-40.00%	N/A	\$600.00	-40.00%
-50.00%	N/A	\$500.00	-50.00%
-60.00%	N/A	\$400.00	-60.00%
-70.00%	N/A	\$300.00	-70.00%
-80.00%	N/A	\$200.00	-80.00%
-90.00%	N/A	\$100.00	-90.00%
-100.00%	N/A	\$0.00	-100.00%

\* The value of the Share Delivery Amount of the Laggard Underlying on the Maturity Date is equal to the *product of* the number of shares of the Laggard Underlying equal to its Share Delivery Amount *multiplied by* the closing price of the Laggard Underlying on the Maturity Date. For purposes of this table and the below hypothetical examples, the closing price of one share of the Laggard Underlying on the Maturity Date is deemed to be the same as its hypothetical Final Price on the Final Valuation Date. If you receive the Share Delivery Amount of the Laggard Underlying at maturity, we will pay cash in lieu of delivering any fractional shares in an amount equal to that fraction *multiplied by* the closing price of the Laggard Underlying on the Final Valuation Date.

### **Hypothetical Examples of Amounts Payable on the Securities**

The following hypothetical examples illustrate how the payments on the securities set forth in the table above are calculated as well as how the payment of any Contingent Coupons will be determined. The examples below reflect the Contingent Coupon of \$49.25.

**Example 1: The Closing Prices of all the Underlyings are greater than their respective Initial Prices on the first Observation Date.** Because the Closing Prices of **all** the Underlyings on the first Observation Date are greater than

their respective Initial Prices, the securities are automatically called on the first Observation Date, and the investor will receive on the related Call Settlement Date a cash payment of \$1,000.00 per \$1,000 Face Amount of securities (excluding any Contingent Coupon).

Because the Closing Prices of **all** the Underlyings on the first Observation Date are greater than their respective Coupon Barriers (70.00% of their respective Initial Prices), the investor will receive the Contingent Coupon on the Call Settlement Date. As a result, the investor will receive a total of \$1,049.25 per \$1,000 Face Amount of securities.

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**Example 2: The Closing Prices of all the Underlyings are less than their respective Initial Prices but greater than their respective Coupon Barriers on the first and second Observation Dates and greater than their respective Initial Prices on the third Observation Date.** Because the Closing Prices of all the Underlyings on the third Observation Date are greater than their respective Initial Prices, the securities are automatically called on the third Observation Date, and the investor will receive on the related Call Settlement Date a cash payment of \$1,000.00 per \$1,000 Face Amount of securities (excluding any Contingent Coupon).

Because the Closing Prices of all the Underlyings on the first, second and third Observation Dates are greater than their respective Coupon Barriers (70.00% of their respective Initial Prices), the investor will receive the Contingent Coupon on the first and second Coupon Payment Dates and the Call Settlement Date. As a result, the investor will receive a total of \$1,147.75 per \$1,000 Face Amount of securities.

**Example 3: The Closing Price of at least one Underlying is less than its Initial Price on each Observation Date prior to the final Observation Date and the Closing Prices of all the Underlyings are greater than their respective Initial Prices on the final Observation Date. The Closing Prices of all the Underlyings are greater than or equal to their respective Coupon Barriers on the first and final Observation Dates.** Because the Closing Price of at least one Underlying is less than its Initial Price on each Observation Date prior to the final Observation Date, the securities are not automatically called prior to the final Observation Date. Because the Closing Prices of all the Underlyings on the final Observation Date are greater than their respective Initial Prices, the securities are automatically called on the final Observation Date, and the investor will receive on the Maturity Date a cash payment of \$1,000.00 per \$1,000 Face Amount of securities (excluding any Contingent Coupon).

Because the Closing Prices of all the Underlyings on the first and final Observation Dates are greater than or equal to their respective Coupon Barriers (70.00% of their respective Initial Prices), the investor will receive the Contingent Coupon on the first Coupon Payment Date and the Maturity Date, but not on the other Coupon Payment Dates. As a result, the investor will receive a total of \$1,098.50 per \$1,000 Face Amount of securities.

**Example 4: The Closing Price of at least one Underlying is less than its Initial Price on each Observation Date (including the final Observation Date) and the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price (70.00% of its Initial Price). The Closing Prices of all the Underlyings are greater than or equal to their respective Coupon Barriers on the second, third and final Observation Dates.** Because the Closing Price of at least one Underlying is less than its Initial Price on each Observation Date (including the final Observation Date), the securities are not automatically called. Because the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price (70.00% of its Initial Price), the investor will receive on the Maturity Date a cash payment of \$1,000.00 per \$1,000 Face Amount of securities (excluding any Contingent Coupon).

Because the Closing Prices of all the Underlyings on the second, third and final Observation Dates are greater than or equal to their respective Coupon Barriers (70.00% of their respective Initial Prices), the investor will receive the Contingent Coupon on the second and third Coupon Payment Dates and the Maturity Date, but not on the other Coupon Payment Date. As a result, the investor will receive a total of \$1,147.75 per \$1,000 Face Amount of



securities.

**Example 5: The Closing Price of at least one Underlying is less than its Coupon Barrier on each Observation Date (including the final Observation Date) and the Final Price of the Laggard Underlying is less than its Initial Price by 50.00%.** Because the Closing Price of at least one Underlying is less than its Initial Price on each Observation Date (including the final Observation Date), the securities are not automatically called. Because the Final Price of the Laggard Underlying is less than its Trigger Price (70.00% of its Initial Price), Deutsche Bank AG will deliver to you on the Maturity Date a number of shares of the Laggard Underlying equal to its Share Delivery Amount for each \$1,000 Face Amount of securities you hold and will pay cash in lieu of any fractional shares included in such Share Delivery Amount at the closing price of the Laggard Underlying on the Final Valuation Date. The value of the shares received at maturity and the total return on the securities at that time depends on the closing price of the Laggard Underlying on the Maturity Date, and will likely result in a loss of a substantial portion or all of your investment. In this example, we assume for the Laggard Underlying (i) a hypothetical Initial Price of \$150.00, (ii) a hypothetical Share Delivery Amount of 6.6667, (iii) a hypothetical Final Price of \$75.00 and (iv) that its closing price for one share on the Maturity Date is the same as its hypothetical Final Price on the Final Valuation Date. The actual Share Delivery Amount and Initial Price of each Underlying are set forth on the cover of this pricing supplement.

Value on the Maturity Date of shares of the Laggard Underlying received:	\$450.00 (6 shares × \$75.00)
Amount of cash received for fractional shares at the Final Price of the Laggard Underlying:	\$50.00 (0.6667 shares × \$75.00)
Total:	\$500.00
Total return on the securities:	-50.00%

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Because the Closing Price of at least one Underlying is less than its Coupon Barrier on each Observation Date (including the final Observation Date), the investor will not receive any Contingent Coupon over the entire term of the securities.

### Selected Purchase Considerations

**THE SECURITIES MAY OFFER A HIGHER, THOUGH CONTINGENT, COUPON THAN THE YIELD ON DEBT SECURITIES OF COMPARABLE MATURITY ISSUED BY US** — The securities will pay Contingent Coupons that accrue at a rate of 19.70% per annum only if the Closing Prices of **all** the Underlyings are greater than or equal to their respective Coupon Barriers on the relevant Observation Date. This rate may be higher than the yield received on debt securities of comparable maturity issued by us, **but** is subject to the risk that the Closing Price of **any** Underlying will be less than its Coupon Barrier on an Observation Date and the resulting forfeiture of the Contingent Coupon for the entire period, as well as the risk of losing a significant portion or all of your investment if the securities are not automatically called and the Final Price of the Laggard Underlying is less than its Trigger Price. **Any payment on the securities is subject to our ability to satisfy our obligations as they become due.**

**POTENTIAL EARLY EXIT AS A RESULT OF AUTOMATIC CALL FEATURE** — While the original term of the securities is approximately two years, the securities will be automatically called before maturity if the Closing Prices of **all** the Underlyings on any Observation Date are greater than or equal to their respective Initial Prices, and you will receive a cash payment per \$1,000 Face Amount of securities on the related Call Settlement Date equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date. No Contingent Coupon will accrue or be payable following the Call Settlement Date.

**CONTINGENT COUPON PAYMENTS** — Unless the securities are previously automatically called, Contingent Coupon payments, if any, will be paid in arrears on the relevant quarterly Coupon Payment Dates, only if the Closing Prices of **all** the Underlyings on the relevant Observation Date are greater than or equal to their respective Coupon Barriers.

**LIMITED PROTECTION AGAINST LOSS** — If the securities are not automatically called and the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price, for each \$1,000 Face Amount of securities, you will receive a cash payment at maturity equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date. However, if the securities are not automatically called and the Final Price of the Laggard Underlying is less than its Trigger Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the Laggard Underlying per \$1,000 Face Amount of securities equal to its Share Delivery Amount. **In this circumstance, the shares of the Laggard Underlying delivered at maturity are expected to be worth significantly less than your initial investment and may have no value at all.**

**RETURN LINKED TO THE LEAST PERFORMING OF THE THREE UNDERLYINGS** — The return on the securities, which may be positive, zero or negative, is linked to the least performing of the ordinary shares of Mylan N.V., the common stock of Pfizer Inc. and the ordinary shares of Perrigo Company plc as described herein. If the securities are not automatically called, the payment you receive at maturity will be determined solely by reference to

the Laggard Underlying. For more information on the Underlyings, please see “The Underlyings” in this pricing supplement.

**TAX CONSEQUENCES** — Due to the lack of direct legal authority, there is substantial uncertainty regarding the U.S. federal income tax consequences of an investment in the securities. In determining our responsibilities for information reporting and withholding, if any, we intend to treat the securities as prepaid financial contracts that are not debt, with associated contingent coupons that constitute ordinary income and that, when paid to a non-U.S. holder, are generally subject to 30% (or lower treaty rate) withholding. Our special tax counsel, Davis Polk & Wardwell LLP, has advised that while it believes this treatment to be reasonable, it is unable to conclude that it is more likely than not that this treatment will be upheld, and that other reasonable treatments are possible that could materially affect the timing and character of income or loss on your securities. If this treatment is respected, you generally should recognize short-term capital gain or loss on the taxable disposition of your securities (including retirement), unless you have held the securities for more than one year, in which case your gain or loss should be long-term capital gain or loss. However, it is likely that any sales proceeds that are attributable to the next succeeding contingent coupon after it has been fixed will be treated as ordinary income and also possible that any sales proceeds attributable to the next succeeding contingent coupon prior to the time it has been fixed will be treated as ordinary income. You generally should not recognize gain or loss with respect to the receipt of shares at maturity (other than with respect to cash received in lieu of a fractional share). Consistent with this position, you should have an aggregate tax basis in the shares (including any fractional share for which cash is received) equal to your adjusted tax basis in the securities and should have a holding period in the shares beginning on the day after receipt. With respect to any cash received in lieu of a fractional share of the Laggard

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Underlying, you should recognize capital gain or loss in an amount equal to the difference between the amount of that cash and the tax basis allocable to the fractional share.

In 2007, the U.S. Treasury Department and the Internal Revenue Service (the “**IRS**”) released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether beneficial owners of these instruments should be required to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; and the degree, if any, to which income (including any mandated accruals) realized by non-U.S. persons should be subject to withholding tax. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the securities, possibly with retroactive effect.

As discussed in the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences — ‘FATCA’ Legislation,” it would be prudent to assume that an applicable withholding agent will treat payments in respect of the securities as subject to withholding under FATCA. Notwithstanding anything to the contrary in that section of the accompanying product supplement, under a recent IRS notice, withholding under FATCA will not apply to payments of gross proceeds (other than any amount treated as interest) from the taxable disposition (including retirement) of the securities. You should consult your tax adviser regarding the potential application of FATCA to the securities.

Non-U.S. holders should note that, notwithstanding anything to the contrary in the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences,” recently promulgated Treasury regulations imposing a withholding tax on certain “dividend equivalents” under certain “equity linked instruments” will not apply to the securities.

You should review carefully the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences.” The preceding discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel regarding the material U.S. federal income tax consequences of owning and disposing of the securities.

Under current law, the United Kingdom will not impose withholding tax on payments made with respect to the securities.

For a discussion of certain German tax considerations relating to the securities, you should refer to the section in the accompanying prospectus supplement entitled “Taxation by Germany of Non-Resident Holders.”

**You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

### **Selected Risk Considerations**

An investment in the securities involves significant risks. Investing in the securities is not equivalent to investing directly in any or all of the Underlyings. In addition to these selected risk considerations, you should review the “Risk Factors” sections of the accompanying product supplement, prospectus supplement, prospectus addendum and prospectus.

**YOUR INVESTMENT IN THE SECURITIES MAY RESULT IN A LOSS** — The return on the securities at maturity is linked to the performance of the Laggard Underlying. If the securities are not automatically called, you will receive a cash payment per \$1,000 Face Amount of securities on the Maturity Date equal to the Face Amount *plus* the Contingent Coupon otherwise due on such date only if the Final Price of the Laggard Underlying is greater than or equal to its Trigger Price. However, if the securities are not automatically called and the Final Price of the Laggard Underlying is less than its Trigger Price, Deutsche Bank AG will deliver to you at maturity a number of shares of the Laggard Underlying per \$1,000 Face Amount of securities equal to the Share Delivery Amount of the Laggard Underlying. **In this circumstance, the shares of the Laggard Underlying delivered at maturity are expected to be worth significantly less than your initial investment and may have no value at all. Any payment on the securities is subject to our ability to satisfy our obligations as they become due.**

**THE RETURN ON THE SECURITIES IS LIMITED TO THE FACE AMOUNT PLUS CONTINGENT COUPONS (IF ANY) AND YOU WILL NOT PARTICIPATE IN ANY INCREASE IN THE PRICES OF THE UNDERLYINGS** — The securities will not pay more than the Face Amount *plus* any Contingent Coupons that may be due. You will not participate in any increase in the prices of the Underlyings even if the Final Prices of all the Underlyings are greater than or equal to their respective Initial Prices. The maximum payment upon an Automatic Call or Payment

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at Maturity will be the Face Amount per \$1,000 Face Amount of securities (excluding any Contingent Coupons), regardless of any increase in the prices of the Underlyings, which may be significant.

**YOU MAY NOT RECEIVE ANY CONTINGENT COUPONS** — The securities may not pay Contingent Coupons on some or all of the Coupon Payment Dates and, therefore, should **not** be viewed as conventional debt securities with periodic coupon payments. If the Closing Price of any Underlying on any Observation Date is less than its respective Coupon Barrier, Deutsche Bank AG will not pay you the Contingent Coupon applicable to such Observation Date. If the Closing Price of any Underlying is less than its respective Coupon Barrier on each of the Observation Dates, Deutsche Bank AG will not pay you any Contingent Coupons during the entire term of the securities and you will not receive a positive return on your securities. Generally, non-payment of Contingent Coupons coincides with a greater risk of loss of your initial investment in the securities, because the price(s) of one or all of the Underlyings tend to be lower than their respective Trigger Prices, which are equal to their respective Coupon Barriers.

**A HIGHER CONTINGENT COUPON RATE OR A LOWER COUPON BARRIER AND TRIGGER PRICE FOR EACH OF THE UNDERLYINGS MAY REFLECT A GREATER EXPECTED VOLATILITY OF SOME OR ALL OF THE UNDERLYINGS, WHICH IS GENERALLY ASSOCIATED WITH A GREATER RISK OF LOSS** — Volatility is a measure of the degree of variation in the trading prices of an asset over a period of time. The greater the expected volatility at the time the terms of the Securities are set on the Trade Date, the greater the expectation is at that time that one or more of the Underlyings may close below its respective Coupon Barrier on an Observation Date (resulting in a missed Contingent Coupon) or Trigger Level on the Final Valuation Date (resulting in the delivery of shares of the Laggard Underlying at maturity that are expected to be worth significantly less than your initial investment). In addition, the economic terms of the Securities, including the Contingent Coupon Rate, the Coupon Barriers and the Trigger Prices, are based, in part, on the expected volatility of the Underlyings at the time the terms of the securities are set on the Trade Date, where higher expected volatility will generally lead to a higher Contingent Coupon Rate or a lower Coupon Barrier and Trigger Price for each of the Underlyings. Accordingly, a higher Contingent Coupon Rate as compared with the coupon on our conventional fixed income securities with a similar maturity or the coupon on our other similarly structured securities will generally indicate a greater risk of loss, while a lower Coupon Barrier and Trigger Price for each of the Underlyings as compared with otherwise comparable securities does not necessarily indicate that the securities have a greater likelihood of paying Contingent Coupons or returning your investment at maturity. You should be willing to accept the downside market risk of each of the Underlyings and the potential loss of some or all of your initial investment at maturity.

**IF THE SECURITIES ARE NOT AUTOMATICALLY CALLED, YOUR PAYMENT AT MATURITY WILL BE DETERMINED SOLELY BY THE PERFORMANCE OF THE LAGGARD UNDERLYING** — If the securities are not automatically called, the Payment at Maturity will be determined solely by reference to the performance of the Laggard Underlying, without taking into consideration the performance of the other Underlyings.

**REINVESTMENT RISK** — If your securities are automatically called, the term of the securities may be reduced to as short as approximately three months. There is no guarantee that you would be able to reinvest the proceeds from an investment in the securities at a comparable return for a similar level of risk in the event the securities are automatically called prior to the Maturity Date.

**THE SECURITIES ARE SUBJECT TO THE CREDIT OF DEUTSCHE BANK AG** — The securities are senior unsecured obligations of Deutsche Bank AG and are not, either directly or indirectly, an obligation of any third party. Any payment(s) to be made on the securities depends on the ability of Deutsche Bank AG to satisfy its obligations as they become due. An actual or anticipated downgrade in Deutsche Bank AG's credit rating or increase in the credit spreads charged by the market for taking Deutsche Bank AG's credit risk will likely have an adverse effect on the value of the securities. As a result, the actual and perceived creditworthiness of Deutsche Bank AG will affect the value of the securities, and in the event Deutsche Bank AG were to default on its obligations or become subject to a Resolution Measure, you might not receive any amount(s) owed to you under the terms of the securities and you could lose your entire investment.

**THE SECURITIES MAY BE WRITTEN DOWN, BE CONVERTED INTO ORDINARY SHARES OR OTHER INSTRUMENTS OF OWNERSHIP OR BECOME SUBJECT TO OTHER RESOLUTION MEASURES. YOU MAY LOSE SOME OR ALL OF YOUR INVESTMENT IF ANY SUCH MEASURE BECOMES APPLICABLE TO US** — On May 15, 2014, the European Parliament and the Council of the European Union adopted the Bank Recovery and Resolution Directive establishing a framework for the recovery and resolution of credit institutions and investment firms. The Bank Recovery and Resolution Directive required each member state of the European Union to adopt and publish by December 31, 2014 the laws, regulations and administrative provisions necessary to comply with the Bank Recovery and Resolution Directive. To implement the Bank Recovery and Resolution Directive, Germany adopted the Resolution Act, which became effective on January 1, 2015. The Bank Recovery and Resolution Directive and the Resolution Act provided national resolution authorities with a set of resolution

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powers to intervene in the event that a bank is failing or likely to fail and certain other conditions are met. From January 1, 2016, the power to initiate resolution measures applicable to significant banking groups (such as Deutsche Bank Group) in the European Banking Union has been transferred to a single European resolution authority which works in close cooperation with the European Central Bank, the European Commission and the national resolution authorities under the SRM Regulation. Pursuant to the SRM Regulation, the Resolution Act and other applicable rules and regulations, the securities are subject to the powers exercised by the competent resolution authority to impose a Resolution Measure on us, which may include: writing down, including to zero, any claim for payment on the securities; converting the securities into ordinary shares of (i) the Issuer, (ii) any group entity or (iii) any bridge bank or other instruments of ownership of such entities qualifying as common equity tier 1 capital; or applying any other resolution measure including, but not limited to, transferring the securities to another entity, amending, modifying or varying the terms and conditions of the securities or cancelling of the securities. The competent resolution authority may apply Resolution Measures individually or in any combination.

The German law on the mechanism for the resolution of banks of November 2, 2015

(*Abwicklungsmechanismengesetz*, or the “**Resolution Mechanism Act**”) provides that, among the unsecured unsubordinated obligations of the Issuer, those obligations that are excluded from the statutory definition of “debt instruments” under the Resolution Mechanism Act would be satisfied first in a German insolvency proceeding with respect to the Issuer. This prioritization would also be given effect in a resolution proceeding with respect to the Issuer, so that obligations excluded from the statutory definition of “debt instruments” would be written down or converted into common equity tier 1 instruments only after eligible liabilities that are debt instruments have been written down or so converted. Among those unsecured unsubordinated obligations that fall outside the statutory definition of “debt instruments” and would be satisfied first under the Resolution Mechanism Act are senior unsecured debt instruments whose terms provide that (i) the repayment or the amount of the repayment depends on the occurrence or non-occurrence of an event which is uncertain at the point in time when the senior unsecured debt instruments are issued or is settled in a way other than by monetary payment or (ii) the payment of interest or the amount of the interest payments depends on the occurrence or non-occurrence of an event which is uncertain at the point in time when the senior unsecured debt instruments are issued unless the payment of interest or the amount of the interest payments solely depends on a fixed or floating reference interest rate and is settled by monetary payment. This order of priorities would apply to resolution and German insolvency proceedings commenced on or after January 1, 2017 with retroactive effect for outstanding debt instruments of the Issuer. In a resolution or German insolvency proceeding with respect to the Issuer, the competent regulatory authority or court would determine which of our senior debt securities issued under the prospectus have the terms described in clauses (i) or (ii) above, referred to herein as the “**Structured Debt Securities**,” and which do not, referred to herein as the “**Non-Structured Debt Securities**.” We expect the securities offered herein to be classified as Structured Debt Securities, but the competent regulatory authority or court may classify the securities differently. In a resolution or German insolvency proceeding with respect to the Issuer, the Structured Debt Securities are expected to be among the unsecured unsubordinated obligations that would be satisfied before the Non-Structured Debt Securities as described above. **Nevertheless, you may lose some or all of your investment in the securities if a Resolution Measure becomes applicable to us.** Imposition of a Resolution Measure would likely occur if we become, or are deemed by the competent supervisory authority to have become, “non-viable” (as defined under the then applicable law) and are unable to continue our regulated banking activities without a Resolution Measure becoming applicable to us. The Bank Recovery and Resolution Directive and the Resolution Act are intended to eliminate the need for public support of troubled banks, and you should be aware that public support, if any, would only potentially be used by the competent supervisory authority as a last resort after having assessed and exploited, to the maximum extent practicable, the resolution tools, including the bail-in tool.



By acquiring the securities, you would have no claim or other right against us arising out of any Resolution Measure, and we would have no obligation to make payments under the securities following the imposition of a Resolution Measure. In particular, the imposition of any Resolution Measure will not constitute a default or an event of default under the securities, under the Indenture or for the purpose of, but only to the fullest extent permitted by, the Trust Indenture Act. Furthermore, because the securities are subject to any Resolution Measure, secondary market trading in the securities may not follow the trading behavior associated with similar types of securities issued by other financial institutions which may be or have been subject to a Resolution Measure.

In addition, by your acquisition of the securities, you waive, to the fullest extent permitted by the Trust Indenture Act, any and all claims against the trustee and the relevant agents for, agree not to initiate a suit against the trustee and the relevant agents in respect of, and agree that neither the trustee nor the relevant agents will be liable for, any action that the trustee or the relevant agents take, or abstain from taking, in either case in accordance with the imposition of a Resolution Measure by the competent resolution authority with respect to the securities. **Accordingly, you may have limited or circumscribed rights to challenge any decision of the competent resolution authority to impose any Resolution Measure.**

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**THE ISSUER'S ESTIMATED VALUE OF THE SECURITIES ON THE TRADE DATE WILL BE LESS THAN THE ISSUE PRICE OF THE SECURITIES** — The Issuer's estimated value of the securities on the Trade Date (as disclosed on the cover of this pricing supplement) is less than the Issue Price of the securities. The difference between the Issue Price and the Issuer's estimated value of the securities on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the securities through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge. The Issuer's estimated value of the securities is determined by reference to an internal funding rate and our pricing models. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the securities, reduces the economic terms of the securities to you and is expected to adversely affect the price at which you may be able to sell the securities in any secondary market. In addition, our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect. If at any time a third party dealer were to quote a price to purchase your securities or otherwise value your securities, that price or value may differ materially from the estimated value of the securities determined by reference to our internal funding rate and pricing models. This difference is due to, among other things, any difference in funding rates, pricing models or assumptions used by any dealer who may purchase the securities in the secondary market.

**INVESTING IN THE SECURITIES IS NOT THE SAME AS INVESTING IN THE UNDERLYINGS** — The return on the securities may not reflect the return you would have realized if you had directly invested in the Underlyings. For instance, your return on the securities is solely dependent upon the performance of the least performing Underlying, and you will not participate in any potential increase in the prices of the Underlyings, which could be significant.

**IF THE PRICES OF THE UNDERLYINGS CHANGE, THE VALUE OF YOUR SECURITIES MAY NOT CHANGE IN THE SAME MANNER** — Your securities may trade quite differently from the prices of the Underlyings. Changes in the prices of the Underlyings may not result in comparable changes in the value of your securities.

**NO DIVIDEND PAYMENTS OR VOTING RIGHTS** — As a holder of the securities, you will not have any voting rights or rights to receive cash dividends or other distributions or other rights that holders of the Underlyings would have.

**YOUR INVESTMENT IS EXPOSED TO A DECLINE IN THE PRICE OF EACH UNDERLYING** — Your return on the securities, if any, including the payment of any Contingent Coupon and any payment upon an Automatic Call or at maturity is not linked to a basket consisting of the Underlyings. Rather, any payment on the securities will be determined solely by reference to the performance of each individual Underlying. Unlike an instrument with a return linked to a basket, in which risk is mitigated and diversified among all of the basket components, you will be exposed equally to the risks related to each of the Underlyings. Poor performance by any of the Underlyings over the term of the securities will negatively affect your payment(s) on the securities and will not be offset or mitigated by a positive performance by the other Underlyings.

**BECAUSE THE SECURITIES ARE LINKED TO THE LEAST PERFORMING OF THE THREE UNDERLYINGS, YOU ARE EXPOSED TO GREATER RISK OF RECEIVING NO CONTINGENT**

**COUPONS OR A LOSS ON YOUR INVESTMENT THAN IF THE SECURITIES WERE LINKED TO JUST ONE UNDERLYING** — The risk that you will not receive any Contingent Coupons and/or lose a significant portion or all of your initial investment in the securities is greater than in substantially similar securities that are linked to the performance of just one of the Underlyings. With three Underlyings, it is more likely that the Closing Price of any of the three Underlyings will be less than their respective Coupon Barriers on the Observation Dates and the Final Prices of any of the three Underlyings will be less than their respective Trigger Prices on the Final Valuation Date than if the securities were linked to only one of the Underlyings, and therefore it is more likely that you will not receive any Contingent Coupons and will receive the shares of the Laggard Underlying at maturity that are expected to be worth significantly less than your initial investment. In addition, the performance of the Underlyings may not be positively correlated. If the performance of the Underlyings is not positively correlated, the potential for the price of one Underlying to close below its Coupon Barrier or Trigger Price on an Observation Date or the Final Valuation Date, respectively, is even greater. Although the correlation of the Underlyings' performance may change over the term of the securities, the Contingent Coupon is determined, in part, based on the correlation of the Underlyings' performance at the time when the terms of the securities are finalized. A higher Contingent Coupon is generally associated with lower positive correlation of the Underlyings, which reflects a greater potential for loss on your investment at maturity.

**ANTI-DILUTION PROTECTION IS LIMITED, AND THE CALCULATION AGENT MAY MAKE ADJUSTMENTS IN ADDITION TO, OR THAT DIFFER FROM, THOSE SET FORTH IN THE ACCOMPANYING PRODUCT SUPPLEMENT** — For each Underlying, the calculation agent will make adjustments to the relevant Stock

Adjustment Factor, which will initially be set at 1.0, and/or the Share Delivery Amount, for certain events affecting the Underlying. The calculation agent is not required, however, to make adjustments in response to all corporate actions, including if the issuers of the Underlyings or another party makes a partial tender or partial exchange offer for the Underlyings. If such an event occurs that does not require the calculation agent to make an adjustment, the value of the securities may be materially and adversely affected. In addition, you should be aware that the calculation agent may, at its sole discretion, make adjustments to each Stock Adjustment Factor or any other terms of the securities that are in addition to, or that differ from, those described in the accompanying product supplement to reflect changes occurring in relation to the relevant Underlying or any other security received in a reorganization event in circumstances where the calculation agent determines that it is appropriate to reflect those changes to ensure an equitable result. Any alterations to the specified anti-dilution adjustments for an Underlying or any other security received in a reorganization event described in the accompanying product supplement may be materially adverse to investors in the securities. You should read "Description of Securities — Anti-Dilution Adjustments for Reference Stock" in the accompanying product supplement in order to understand the adjustments that may be made to the securities.

**IN SOME CIRCUMSTANCES, YOU MAY RECEIVE THE EQUITY SECURITIES OF ANOTHER COMPANY AND NOT THE LAGGARD UNDERLYING AT MATURITY** — Following certain corporate events relating to the issuer of the Laggard Underlying where such issuer is not the surviving entity, you may receive the equity securities of a successor to such issuer or any cash or any other assets distributed to holders of the Laggard Underlying in such corporate event. The occurrence of these corporate events and the consequent adjustments may materially and adversely affect the value of the securities. For more information, see the section "Description of Securities — Anti-Dilution Adjustments for Reference Stock" in the accompanying product supplement. Regardless of the occurrence of one or more dilution or reorganization events, you should note that at maturity, excluding any applicable Contingent Coupon payment, for each \$1,000 Face Amount of securities, you will receive an amount in cash from Deutsche Bank AG equal to the Face Amount unless the Final Price of the Laggard Underlying is less than its Trigger Price.

**THERE ARE RISKS ASSOCIATED WITH INVESTMENTS IN SECURITIES LINKED TO THE VALUE OF EQUITY SECURITIES ISSUED BY A NON-U.S. COMPANY** — Both Mylan N.V. and Perrigo Company plc are incorporated outside of the U.S. There are risks associated with investments in securities linked to the value of equity securities issued by a non-U.S. company. The price of equity securities issued by a non-U.S. company may be adversely affected by political, economic, financial and social factors that may be unique to the particular country in which the non-U.S. company is incorporated. These factors include the possibility of recent or future changes in the non-U.S. government's economic and fiscal policies (including any direct or indirect intervention to stabilize the economy and/or securities market of the country of such non-U.S. government), the presence, and extent, of cross shareholdings in non-U.S. companies, the possible imposition of, or changes in, currency exchange laws or other non-U.S. laws or restrictions applicable to non-U.S. companies or investments in non-U.S. securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, certain aspects of a particular non-U.S. economy may differ favorably or unfavorably from the U.S. economy in important respects, such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

**THERE IS NO AFFILIATION BETWEEN THE ISSUERS OF THE UNDERLYINGS AND US, AND WE HAVE NOT PARTICIPATED IN THE PREPARATION OF, OR VERIFIED, ANY DISCLOSURE BY THE ISSUERS OF THE UNDERLYINGS** — We are not affiliated with the issuers of the Underlyings. However, we or our affiliates may currently or from time to time in the future engage in business with the issuers of the Underlyings, including extending loans to, making equity investments in, or providing advisory services (including merger and acquisition advisory service) to, such issuers. In the course of this business, we or our affiliates may acquire

non-public information about the issuers of the Underlyings, and we will not disclose any such information to you. Nevertheless, neither we nor our affiliates have participated in the preparation of, or verified, any information about the Underlyings or the issuers of the Underlyings. You, as an investor in the securities, should make your own investigation into the Underlyings and the issuers of the Underlyings. The issuers of the Underlyings are not involved in the securities offered hereby in any way and do not have any obligation of any sort with respect to your securities. The issuers of the Underlyings do not have any obligation to take your interests into consideration for any reason, including when taking any corporate actions that would require the calculation agent to adjust the Stock Adjustment Factor and/or the Share Delivery Amount for any Underlying, which may adversely affect the value of your securities.

**PAST PERFORMANCE OF THE UNDERLYINGS IS NO GUIDE TO FUTURE PERFORMANCE** — The actual performance of the Underlyings over the term of the securities may bear little relation to the historical closing prices of the Underlyings and/or the hypothetical return examples set forth elsewhere in this pricing supplement. We cannot predict the future performance of the Underlyings or whether the performance of the Underlyings will

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result in the return of any of your investment. The ordinary shares of Perrigo Company plc commenced trading on June 6, 2013 and therefore have a limited performance history.

**ASSUMING NO CHANGES IN MARKET CONDITIONS AND OTHER RELEVANT FACTORS, THE PRICE YOU MAY RECEIVE FOR YOUR SECURITIES IN SECONDARY MARKET TRANSACTIONS WOULD GENERALLY BE LOWER THAN BOTH THE ISSUE PRICE AND THE ISSUER'S ESTIMATED VALUE OF THE SECURITIES ON THE TRADE DATE** — While the payment(s) on the securities described in this pricing supplement is based on the full Face Amount of securities, the Issuer's estimated value of the securities on the Trade Date (as disclosed on the cover of this pricing supplement) is less than the Issue Price of the securities. The Issuer's estimated value of the securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the securities on the Trade Date. Our purchase price, if any, in secondary market transactions would be based on the estimated value of the securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately three months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between the Issue Price and the Issuer's estimated value of the securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

In addition to the factors discussed above, the value of the securities and our purchase price in secondary market transactions after the Trade Date, if any, will vary based on many economic and market factors, including our creditworthiness, and cannot be predicted with accuracy. These changes may adversely affect the value of your securities, including the price you may receive in any secondary market transactions. Any sale prior to the Maturity Date could result in a substantial loss to you. The securities are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your securities to maturity.

**THE SECURITIES WILL NOT BE LISTED AND THERE WILL LIKELY BE LIMITED LIQUIDITY** — The securities will not be listed on any securities exchange. There may be little or no secondary market for the securities. We or our affiliates intend to act as market makers for the securities but are not required to do so and may cease such market making activities at any time. Even if there is a secondary market, it may not provide enough liquidity to allow you to sell the securities when you wish to do so or at a price advantageous to you. Because we do not expect other dealers to make a secondary market for the securities, the price at which you may be able to sell your securities is likely to depend on the price, if any, at which we or our affiliates are willing to buy the securities. If, at any time, we or our affiliates do not act as market makers, it is likely that there would be little or no secondary market in the securities. If you have to sell your securities prior to maturity, you may not be able to do so or you may have to sell them at a substantial loss, even in cases where the prices of the Underlyings have increased since the Trade Date.

**MANY ECONOMIC AND MARKET FACTORS WILL AFFECT THE VALUE OF THE SECURITIES —**

While we expect that, generally, the prices of the Underlyings will affect the value of the securities more than any other single factor, the value of the securities prior to maturity will also be affected by a number of other factors that may either offset or magnify each other, including:

- whether the Closing Prices of any of the Underlyings on any Observation Date is less than its Coupon Barrier;

- the expected volatility of the Underlyings;

- the time remaining to the maturity of the securities;

- the dividend rates of the Underlyings;

- the real and anticipated results of operations of the issuers of the Underlyings;

- actual or anticipated corporate reorganization events, such as mergers or takeovers, which may affect any of the Underlyings;

- interest rates and yields in the market generally;

geopolitical conditions and economic, financial, political, regulatory or judicial events that affect any of the Underlyings or the markets generally;

supply and demand for the securities; and

our creditworthiness, including actual or anticipated downgrades in our credit ratings.

During the term of the securities, it is possible that their value may decline significantly due to the factors described above, even if the prices of the Underlyings remain unchanged from their respective Initial Prices, and any sale prior to the Maturity Date could result in a substantial loss to you. You must hold the securities to maturity to receive the stated payout from the Issuer.

**TRADING AND OTHER TRANSACTIONS BY US OR OUR AFFILIATES IN THE EQUITY AND EQUITY DERIVATIVE MARKETS MAY IMPAIR THE VALUE OF THE SECURITIES** — We or our affiliates expect to hedge our exposure from the securities by entering into equity and equity derivative transactions, such as over-the-counter options, futures or exchange-traded instruments. We or our affiliates may also engage in trading in instruments linked or related to the Underlyings on a regular basis as part of our or their general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for customers, including block transactions. Such trading and hedging activities may adversely affect the prices of one or more of the Underlyings, therefore, and make it less likely that you will receive a positive return on your investment in the securities. It is possible that we or our affiliates could receive substantial returns from these hedging and trading activities while the value of the securities declines. We or our affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to the Underlyings. To the extent we or our affiliates serve as issuer, agent or underwriter for such securities or financial or derivative instruments, our or our affiliates' interests with respect to such products may be adverse to those of the holders of the securities. Introducing competing products into the marketplace in this manner could adversely affect the prices of one or more of the Underlyings and the value of the securities. Any of the foregoing activities described in this paragraph may reflect trading strategies that differ from, or are in direct opposition to, investors' trading and investment strategies related to the securities. Furthermore, because Deutsche Bank Securities Inc. ("DBSI") or one of its affiliates is expected to conduct trading and hedging activities for us in connection with the securities, DBSI or such affiliate may profit in connection with such trading and hedging activities and such profit, if any, will be in addition to any compensation that DBSI receives for the sale of the securities to you. You should be aware that the potential to earn a profit in connection with hedging activities may create a further incentive for DBSI to sell the securities to you in addition to any compensation they would receive for the sale of the securities.

**WE OR OUR AFFILIATES MAY PUBLISH RESEARCH, EXPRESS OPINIONS OR PROVIDE RECOMMENDATIONS THAT ARE INCONSISTENT WITH INVESTING IN OR HOLDING THE SECURITIES. ANY SUCH RESEARCH, OPINIONS OR RECOMMENDATIONS COULD ADVERSELY AFFECT THE PRICES OF THE UNDERLYINGS AND THE VALUE OF THE SECURITIES** — We or our affiliates may publish research from time to time on financial markets and other matters that could adversely affect the prices of the Underlyings and the value of the securities, or express opinions or provide recommendations that are inconsistent with purchasing or holding the securities. Any research, opinions or recommendations expressed by us or our affiliates may not be consistent with each other and may be modified from time to time without notice. You should make your own independent investigation of the merits of investing in the securities and the Underlyings.



**POTENTIAL CONFLICTS OF INTEREST** — We and our affiliates play a variety of roles in connection with the issuance of the securities, including acting as calculation agent, hedging our obligations under the securities and determining the Issuer’s estimated value of the securities on the Trade Date and the price, if any, at which we or our affiliates would be willing to purchase the securities from you in secondary market transactions. In performing these roles, our economic interests and those of our affiliates are potentially adverse to your interests as an investor in the securities. The calculation agent will determine, among other things, all values, prices and levels required to be determined for the purposes of the securities on any relevant date or time. The calculation agent also has some discretion about certain adjustments to the Stock Adjustment Factor and/or the Share Delivery Amount and will be responsible for determining whether a market disruption event has occurred as well as, in some circumstances, the prices related to the Underlyings that affect whether Contingent Coupons are paid and whether the securities are automatically called. Any determination by the calculation agent could adversely affect the return on the securities.

**THERE IS SUBSTANTIAL UNCERTAINTY REGARDING THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF AN INVESTMENT IN THE SECURITIES** — There is no direct legal authority regarding the proper U.S. federal income tax treatment of the securities, and we do not plan to request a ruling from the IRS. Consequently, significant aspects of the tax treatment of the securities are uncertain, and the IRS or a court might not agree with the treatment of the securities as prepaid financial contracts that are not debt, with associated contingent coupons, as described above under “Tax Consequences.” If the IRS were successful in

asserting an alternative treatment for the securities, the tax consequences of ownership and disposition of the securities could be materially affected. In addition, as described above under “Tax Consequences,” in 2007 the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. Any Treasury regulations or other guidance promulgated after consideration of these issues could materially affect the tax consequences of an investment in the securities, possibly with retroactive effect. You should review carefully the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences,” and consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

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## The Underlyings

All disclosures contained in this pricing supplement regarding the Underlyings are derived from publicly available information. Neither Deutsche Bank AG nor any of its affiliates has participated in the preparation of, or verified, such information about the Underlyings contained in this pricing supplement. You should make your own investigation into the Underlyings.

Included in the following section is a brief description of the issuers of the Underlyings. We obtained the closing price information set forth below from Bloomberg L.P. and we have not participated in the preparation of, or verified, such information. You should not take the historical prices of the Underlyings as an indication of future performance. The Underlyings are registered under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Companies with securities registered under the Exchange Act are required to file financial and other information specified by the SEC periodically. Information filed by the issuer of the Underlying with the SEC can be reviewed electronically through a web site maintained by the SEC. The address of the SEC’s web site is <http://www.sec.gov>. Information filed with the SEC by the issuers of the Underlyings under the Exchange Act can be located by reference to its SEC file number provided below.

In addition, information filed with the SEC can be inspected and copied at the Public Reference Section of the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Section, at prescribed rates.

We obtained the historical closing prices of the Underlyings below from Bloomberg L.P. and we have not participated in the preparation of, or verified, such information. **The historical closing prices of the Underlyings should not be taken as an indication of future performance and no assurance can be given as to the closing prices of the Underlyings on any of the Observation Dates (including the Final Valuation Date). We cannot give you assurance that the performance of the Underlyings will result in the return of any of your initial investment.**

### **Mylan N.V.**

According to publicly available information, Mylan N.V. is a global pharmaceutical company which develops, licenses, manufactures, markets and distributes pharmaceuticals. Information filed by Mylan N.V. with the SEC under the Exchange Act can be located by reference to its SEC file number: 333-199681, or its CIK Code: 0001623616. The ordinary shares of Mylan N.V. are traded on the NASDAQ Stock Market under the symbol “MYL.”

### *Historical Information*

The following graph sets forth the historical performances of the ordinary shares of Mylan N.V. based on their daily closing price from March 24, 2011 through March 24, 2016. The closing price of the ordinary shares of Mylan N.V. on March 24, 2016 was \$45.88. The graph also shows the Coupon Barrier and Trigger Price of \$32.12 for Mylan N.V. equal to 70.00% of \$45.88, which was the closing price of the ordinary shares of Mylan N.V. on March 24, 2016.

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## **Pfizer Inc.**

According to publicly available information, Pfizer Inc. is a research-based, global biopharmaceutical company. Information filed by Pfizer Inc. with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-03619 or its CIK Code: 0000078003. The common stock of Pfizer Inc. is traded on the New York Stock Exchange under the symbol "PFE."

### *Historical Information*

The following graph sets forth the historical performances of the common stock of Pfizer Inc. based on its daily closing price from March 24, 2011 through March 24, 2016. The closing price of the common stock of Pfizer Inc. on March 24, 2016 was \$30.08. The graph also shows the Coupon Barrier and Trigger Price of \$21.06 for Pfizer Inc. equal to 70.00% of \$30.08, which was the closing price of the common stock of Pfizer Inc. on March 24, 2016.

## **Perrigo Company plc**

According to publicly available information, Perrigo Company plc is a global over-the-counter consumer goods and specialty pharmaceuticals company. Information filed by Perrigo Company plc with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-36353, or its CIK Code: 0001585364. The ordinary shares of Perrigo Company plc are traded on the New York Stock Exchange under the symbol "PRGO."

### *Historical Information*

The following graph sets forth the historical performances of the ordinary shares of Perrigo Company plc based on their daily closing price from June 6, 2013 through March 24, 2016. The ordinary shares of Perrigo Company plc commenced trading on June 6, 2013 and therefore has a limited performance history. The closing price of the ordinary shares of Perrigo Company plc on March 24, 2016 was \$130.31. The graph also shows the Coupon Barrier and Trigger Price of \$91.22 for Perrigo Company plc equal to 70.00% of \$130.31, which was the closing price of the ordinary shares of Perrigo Company plc on March 24, 2016.

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### **Supplemental Plan of Distribution (Conflicts of Interest)**

DBSI, acting as agent for Deutsche Bank AG, will receive a selling concession in connection with the sale of the securities in an amount equal to 2.00% or \$20.00 per \$1,000 Face Amount of securities.

DBSI, the agent for this offering, is our affiliate. Because DBSI is both our affiliate and a member of the Financial Industry Regulatory Authority, Inc. (“**FINRA**”), the underwriting arrangement for this offering must comply with the requirements of FINRA Rule 5121 regarding a FINRA member firm’s distribution of the securities of an affiliate and related conflicts of interest. In accordance with FINRA Rule 5121, DBSI may not make sales in offerings of the securities to any of its discretionary accounts without the prior written approval of the customer. See “Plan of Distribution (Conflicts of Interest)” in the accompanying product supplement.

### **Settlement**

We expect to deliver the securities against payment for the securities on the Settlement Date indicated above, which will be the third business day following the Trade Date. Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to a trade expressly agree otherwise. Accordingly, if the Settlement Date is more than three business days after the Trade Date, purchasers who wish to transact in the securities more than three business days prior to the Settlement Date will be required to specify alternative settlement arrangements to prevent a failed settlement.

### **Validity of the Securities**

In the opinion of Davis Polk & Wardwell LLP, as special United States products counsel to the Issuer, when the securities offered by this pricing supplement have been executed and issued by the Issuer and authenticated by the authenticating agent, acting on behalf of the trustee pursuant to the Indenture, and delivered against payment as contemplated herein, such securities will be valid and binding obligations of the Issuer, enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith) and possible judicial or regulatory actions giving effect to governmental actions or foreign laws affecting creditors’ rights, provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the laws of the State of New York. Insofar as this opinion involves matters governed by German law, Davis Polk & Wardwell LLP has relied, without

independent investigation, on the opinion of Group Legal Services of Deutsche Bank AG, dated as of January 1, 2016, filed as an exhibit to the opinion of Davis Polk & Wardwell LLP, and this opinion is subject to the same assumptions, qualifications and limitations with respect to such matters as are contained in such opinion of Group Legal Services of Deutsche Bank AG. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the Indenture and the authentication of the securities by the authenticating agent and the validity, binding nature and enforceability of the Indenture with respect to the trustee, all as stated in the opinion of Davis Polk & Wardwell LLP dated as of January 1, 2016, which has been filed by the Issuer on Form 6-K dated January 4, 2016.

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