

DEUTSCHE BANK AKTIENGESELLSCHAFT
Form POSASR
March 10, 2016

As filed with the Securities and Exchange Commission on March 10, 2016

Registration No. 333-206013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1

to

FORM F-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DEUTSCHE BANK AKTIENGESELLSCHAFT

(Exact name of Registrant as specified in its charter)

DEUTSCHE BANK CORPORATION

(Translation of Registrant's name into English)

Federal Republic of Germany

(State or other jurisdiction of incorporation or organization)

Taunusanlage 12

60325 Frankfurt am Main

Germany

+49-69-910-00

(Address and telephone number of Registrant's principal executive offices)

Not Applicable

(I.R.S. Employer Identification Number)

Deutsche Bank Americas

c/o Office of the Secretary

60 Wall Street

New York, New York 10005

Attention: Peter Sturzinger

212-250-5591

(Name, address and telephone number of agent for service)

Copies to:

Deutsche Bank Aktiengesellschaft

Taunusanlage 12

60325 Frankfurt am Main

Germany

Attn: Legal Dept.

Ward A. Greenberg
Cleary Gottlieb Steen & Hamilton LLP
Main Tower
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60311 Frankfurt am Main

John W. Banes
Davis Polk & Wardwell London LLP
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Germany
+49 69 97103-0

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), please check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective Registration Statement for the same offering. "

If this Form is a Registration Statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered ⁽¹⁾ | Proposed Maximum Aggregate Price per Unit ⁽¹⁾ | Proposed Maximum Aggregate Offering Price ⁽¹⁾ | Amount of Registration Fee ⁽²⁾ |
|---|--|---|---|---|
| Ordinary Shares with no par value of Deutsche Bank Aktiengesellschaft | | | | |
| Tradable Subscription Rights to subscribe for Ordinary Shares of Deutsche Bank Aktiengesellschaft | | | | |
| Capital Securities of Deutsche Bank Aktiengesellschaft | | | | |
| Senior Debt Securities of Deutsche Bank Aktiengesellschaft | | | | |
| Subordinated Debt Securities of Deutsche Bank Aktiengesellschaft | | | | |
| Warrants of Deutsche Bank Aktiengesellschaft | | | | |
| Debt Warrants | | | | |
| Equity Warrants | | | | |
| Other Warrants ⁽³⁾ | | | | |
| Purchase Contracts of Deutsche Bank Aktiengesellschaft ⁽⁴⁾ | | | | |
| Units of Deutsche Bank Aktiengesellschaft ⁽⁵⁾ | | | | |
| Total | | | \$30,000,000,000 | \$3,021,000 |

(1) The amount to be registered, proposed maximum aggregate price per unit and proposed maximum aggregate offering price for each class of security will be determined from time to time by the Registrant in connection with the issuance by the Registrant of the securities hereunder and is not specified as to each class of security pursuant to General Instruction II.C. of Form F-3 under the Securities Act of 1933, as amended, or the Securities Act, and Rule 457(o) under the Securities Act. The maximum aggregate offering price of all securities issued by the Registrant pursuant to this Registration Statement shall not exceed \$30,000,000,000 in U.S. dollars or the equivalent at the time of offering in any other currency. The amount also includes any separate consideration that may be received for securities issuable upon conversion, exchange or exercise of other securities or that are represented by depositary shares. This Registration Statement also relates to offers and sales of securities in connection with market-making transactions by and through certain affiliates of the Registrant, which may include Deutsche Bank Securities Inc.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

(3) Warrants may be issued together with any of the debt securities, capital securities, ordinary shares, tradable subscription rights to subscribe for ordinary shares or purchase contracts registered hereby or any combination of such securities. Warrants may be offered to purchase or sell, or whose redemption value is determined by reference to the performance, level or value of one or more of the following: other securities of the Registrant, securities of any entity affiliated or unaffiliated with the Registrant, indices, currencies, commodities, interest rates, any other financial, economic or other measures or instruments, including the occurrence or non-occurrence of any events or circumstances and/or a basket or baskets of any of these items.

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- (4) Purchase contracts may be issued together with any of the debt securities, capital securities or warrants registered hereby or any combination of such securities. Purchase contracts may be offered to purchase or sell, or whose redemption value is determined by reference to the performance, level or value of one or more of the following: other securities of the Registrant, securities of any entity affiliated or unaffiliated with the Registrant, indices, currencies, commodities, interest rates, any other financial, economic or other measures or instruments, including the occurrence or non-occurrence of any events or circumstances and/or a basket or baskets of any of these items.
- (5) Units may consist of any combination of the securities being registered hereby and debt obligations or other securities of the Registrant or an entity affiliated or not affiliated with the Registrant.

Explanatory Note

This Post-Effective Amendment No. 1 to the Registration Statement on Form F-3 (Registration Number 333-206013) is being filed solely to register a specific amount of securities and pay the associated filing fee that is required for registrants that do not qualify as well-known seasoned issuers, as defined in Rule 405 under the Securities Act. We may continue to offer and sell the securities registered hereunder in accordance with Rule 415(a)(5) under the Securities Act.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Indemnification of Directors and Officers

Deutsche Bank Aktiengesellschaft

Under German law, a corporation may indemnify its officers, and, under certain circumstances, German labor law requires a stock corporation to do so. However, a corporation may not, as a general matter, indemnify members of the Management Board or the Supervisory Board. A German stock corporation may, however, purchase directors' and officers' liability insurance. The insurance may be subject to any mandatory restrictions imposed by German law, including a deductible. In addition, German law permits a corporation to indemnify a member of the Management Board or the Supervisory Board for attorneys' fees incurred if such member is the successful party in a suit in a country, like the United States, where winning parties are required to bear their own costs, if German law would have required the losing party to pay the member's attorneys' fees had the suit been brought in Germany and for attorneys' fees incurred in connection with other proceedings.

Members of the Registrant's Supervisory Board and Management Board and officers of the Registrant are covered by customary liability insurance, including insurance against liabilities under the Securities Act.

Exhibits

Reference is made to the Exhibit Index included herewith which is incorporated herein by reference.

Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered in the post-effective amendment, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, *provided* that the Registrant includes in the prospectus, by means of a post-effective amendment,

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financial statements required pursuant to this paragraph and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial

statements. Notwithstanding the foregoing, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act or Item 8.A of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(5) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(6) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(7) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(8) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

(9) In the event that tradable subscription rights to subscribe for ordinary shares are offered to existing shareholders and any rights not taken by shareholders are reoffered to the public, to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed subscription rights to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of their counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Germany, as of this 10th day of March 2016.

DEUTSCHE BANK AKTIENGESELLSCHAFT

By: /s/ JOHN CRYAN
Name: John Cryan
Title: Co-Chairman of the Management Board

By: /s/ JÜRGEN FITSCHEN
Name: Jürgen Fitschen
Title: Co-Chairman of the Management Board

By: /s/ MARCUS SCHENCK
Name: Marcus Schenck
Title: Member of the Management Board and
Chief Financial Officer

The Registrant and each person whose signature appears below constitutes and appoints each of Jonathan Blake, Joseph C. Kopec, Mathias Otto, Rainer Rauleder, Joseph Rice and Marco Zimmermann, any two such individuals acting together, his, her or its true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him, her or it and in his, her, or its name, place and stead, in any and all capacities, to sign and file any and all amendments (including post-effective amendments) to this Registration Statement on Form F-3, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, any two acting together, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he, she, or it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, any two acting together, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities indicated as of this 10th day of March 2016.

| Signature | Title |
|--|---|
| /s/ JOHN CRYAN John Cryan | Co-Chairman of the Management Board and Co-Chief Executive Officer |
| /s/ JÜRGEN FITSCHEN Jürgen Fitschen | Co-Chairman of the Management Board and Co-Chief Executive Officer |
| /s/ MARCUS SCHENCK Marcus Schenck | Member of the Management Board and Chief Financial Officer |
| /s/ STUART LEWIS Stuart Lewis | Member of the Management Board |
| /s/ SYLVIE MATHERAT Sylvie Matherat | Member of the Management Board |
| /s/ QUINTIN PRICE Quintin Price | Member of the Management Board |
| /s/ GARTH RITCHIE Garth Ritchie | Member of the Management Board |
| /s/ KARL VON ROHR Karl von Rohr | Member of the Management Board |
| /s/ CHRISTIAN SEWING Christian Sewing | Member of the Management Board |
| /s/ JEFFREY URWIN Jeffrey Urwin | Member of the Management Board |
| /s/ PETER BURRILL Peter Burrill | Managing Director (Group Controller) |
| /s/ PETER STURZINGER Peter Sturzinger | Authorized Representative in the United States |

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| 1.1 | Form of Distribution Agreement relating to Ordinary Shares. ⁽¹⁾ |
| 1.2(a) | Distribution Agreement relating to Senior Debt Securities, between Deutsche Bank AG and Deutsche Bank Securities Inc. (Global Notes, Series A). ⁽²⁾ |
| 1.2(b) | Distribution Agreement relating to Senior Debt Securities, between Deutsche Bank AG and Deutsche Bank Trust Company Americas (Global Notes, Series A). ⁽²⁾ |
| 1.3(a) | Distribution Agreement relating to Warrants, between Deutsche Bank AG and Deutsche Bank Securities Inc. ⁽²⁾ |
| 1.3(b) | Distribution Agreement relating to Warrants, between Deutsche Bank AG and Deutsche Bank Trust Company Americas. ⁽²⁾ |
| 1.4(a) | Form of Distribution Agreement relating to Subordinated Debt Securities, between Deutsche Bank AG and Deutsche Bank Securities Inc. (Global Notes, Series C). ⁽¹⁾ |
| 1.4(b) | Form of Distribution Agreement relating to Subordinated Debt Securities, between Deutsche Bank AG and Deutsche Bank Trust Company Americas (Global Notes, Series C). ⁽¹⁾ |
| 1.5 | Form of Distribution Agreement relating to Capital Securities. ⁽¹⁾ |
| 1.6 | Form of Distribution Agreement relating to Rights. ⁽¹⁾ |
| 3.1 | English Translation of Articles of Association of Deutsche Bank AG in conformity with the resolutions of the Annual General Meeting on May 21, 2015 included as Exhibit 99.1 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on July 31, 2015. |
| 4.1 | Senior Indenture, dated as of November 22, 2006, among Deutsche Bank AG, as Issuer, Law Debenture Trust Company of New York, as Trustee and Deutsche Bank Trust Company Americas, as Paying Agent, Issuing Agent, Authenticating Agent and Registrar, included as Exhibit 4.1 to Deutsche Bank AG's registration statement on Form F-3 (No. 333-162195) filed with the SEC on September 29, 2009. |
| 4.1(a) | First Supplemental Senior Indenture, dated as of March 7, 2014, among Deutsche Bank AG, as Issuer, Law Debenture Trust Company of New York, as Trustee and Deutsche Bank Trust Company Americas, as Paying Agent, Issuing Agent, Authenticating Agent and Registrar. ⁽²⁾ |
| 4.1(b) | Second Supplemental Senior Indenture, dated as of January 1, 2015, among Deutsche Bank AG, as Issuer, Law Debenture Trust Company of New York, as Trustee and Deutsche Bank Trust Company Americas, as Paying Agent, Issuing Agent, Authenticating Agent and Registrar, included as Exhibit 4.23 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on January 6, 2015. |
| 4.1(c) | Authenticating Agent Agreement, dated as of May 1, 2014, among Deutsche Bank AG, as Issuer, Law Debenture Trust Company of New York, as Trustee and Deutsche Bank Trust Company Americas, as Paying Agent, Issuing Agent, Authenticating Agent and Registrar. ⁽²⁾ |
| 4.1(d) | Third Supplemental Senior Indenture, dated as of January 1, 2016, among Deutsche Bank AG, as Issuer, Law Debenture Trust Company of New York, as Trustee and Deutsche Bank Trust Company Americas, as Paying Agent, Issuing Agent, Authenticating Agent and Registrar, including as Schedules I and II thereto, forms of Fixed Rate Registered Senior Notes and Floating Rate Registered Senior Notes, respectively, included as Exhibit 4.18 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on January 4, 2016. |
| 4.2 | Subordinated Indenture, dated as of May 21, 2013, among Deutsche Bank AG, as Issuer, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Paying Agent, Transfer Agent and Registrar and Authenticating Agent, included as Exhibit 4.2 to Deutsche Bank AG's post-effective amendment no. 1 to its registration statement on Form F-3 (No. 333-184193) filed with the SEC on May 21, 2013. |

| Exhibit Number | Description |
|----------------|---|
| 4.2(a) | First Supplemental Subordinated Indenture, dated as of May 24, 2013, among Deutsche Bank AG, as Issuer, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Paying Agent, Transfer Agent and Registrar and Authenticating Agent, included as Exhibit 4.17 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on May 24, 2013. |
| 4.2(b) | Second Supplemental Subordinated Indenture, dated as of April 1, 2015, among Deutsche Bank AG, as Issuer, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Paying Agent, Transfer Agent and Registrar and Authenticating Agent, included as Exhibit 4.28 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on April 1, 2015. |
| 4.3 | Capital Securities Indenture, dated as of November 6, 2014, among Deutsche Bank AG, as Issuer, The Bank of New York Mellon, as Trustee, and Deutsche Bank Trust Company Americas, as Paying Agent, Calculation Agent, Transfer Agent and Registrar and Authenticating Agent, included as Exhibit 4.20 to Deutsche Bank AG's post-effective amendment no. 2 to its registration statement on Form F-3 (No. 333-184193) filed with the SEC on November 6, 2014. |
| 4.3(a) | First Supplemental Capital Securities Indenture, dated as of November 21, 2014, among Deutsche Bank AG, as Issuer, The Bank of New York Mellon, as Trustee, and Deutsche Bank Trust Company Americas, as Paying Agent, Calculation Agent, Transfer Agent and Registrar and Authenticating Agent, included as Exhibit 4.21 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on November 21, 2014. |
| 4.4(a) | Form of Senior Debt Security (Fixed Rate Registered Senior Note) of Deutsche Bank AG (included in Exhibit 4.1(d)). |
| 4.4(b) | Form of Senior Debt Security (Floating Rate Registered Senior Note) of Deutsche Bank AG (included in Exhibit 4.1(d)). |
| 4.5 | Form of Subordinated Debt Security of Deutsche Bank AG. ⁽¹⁾ |
| 4.6 | Form of Capital Security of Deutsche Bank AG. ⁽¹⁾ |
| 4.7 | Form of Debt Warrant Agreement for Warrants sold attached to Debt Securities. ⁽¹⁾ |
| 4.8 | Form of Debt Warrant Agreement for Warrants sold alone. ⁽¹⁾ |
| 4.9(a) | Warrant Agreement dated as of November 15, 2007, between Deutsche Bank AG, as Issuer, and Deutsche Bank Trust Company Americas, as Warrant Agent, included as Exhibit 99.3 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on November 16, 2007 and incorporated by reference as Exhibit 4.14 to Deutsche Bank AG's registration statement on Form F-3 (No. 333-137902). |
| 4.9(b) | First Amendment to Warrant Agreement, dated as of January 1, 2015, between Deutsche Bank AG, as Issuer, and Deutsche Bank Trust Company Americas, as Warrant Agent, including Exhibits I and II thereto, forms of Put Warrants and Call Warrants, respectively, included as Exhibit 4.25 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on January 6, 2015. |
| 4.9(c) | Second Amendment to Warrant Agreement, dated as of January 1, 2016, between Deutsche Bank AG, as Issuer, and Deutsche Bank Trust Company Americas, as Warrant Agent, including Exhibits I and II thereto, forms of Put Warrants and Call Warrants, respectively, included as Exhibit 4.20 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on January 4, 2016. |
| 4.10 | Form of Equity Warrant Agreement. ⁽¹⁾ |
| 4.11 | Form of Unit Agreement. ⁽¹⁾ |
| 4.12 | Form of Unit Certificate. ⁽¹⁾ |
| 4.13 | Form of Put Warrant (included in Exhibit 4.9(c)). |
| 4.14 | Form of Call Warrant (included in Exhibit 4.9(c)). |
| 4.15 | Form of Purchase Contract (Issuer Sale). ⁽¹⁾ |
| 4.16 | Form of Purchase Contract (Issuer Purchase). ⁽¹⁾ |
| 4.17 | Form of Pre-Paid Purchase Contract. ⁽¹⁾ |

| Exhibit Number | Description |
|----------------|--|
| 5.1(a) | Opinion of Cleary Gottlieb Steen & Hamilton LLP relating to Subordinated Debt Securities, Capital Securities and Warrants. ⁽²⁾ |
| 5.1(b) | Form of opinion of Cleary Gottlieb Steen & Hamilton LLP relating to Purchase Contracts and Units. ⁽²⁾ |
| 5.2 | Opinion of Group Legal Services of Deutsche Bank AG. ⁽²⁾ |
| 5.3 | Opinion of Davis Polk & Wardwell LLP relating to Senior Debt Securities and Warrants, included as Exhibit 5.5 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on January 4, 2016. |
| 5.4 | Opinion of Sidley Austin LLP relating to Senior Debt Securities and Warrants. ⁽²⁾ |
| 12.1 | Statement re: Computation of Ratio of Earnings to Fixed Charges of Deutsche Bank AG for the periods ended June 30, 2015, December 31, 2014, December 31, 2013, December 31, 2012, December 31, 2011 and December 31, 2010 included as Exhibit 99.3 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on July 30, 2015 is hereby incorporated by reference. |
| 12.2 | Capitalization Table of Deutsche Bank AG as of June 30, 2015 included as Exhibit 99.2 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on July 30, 2015 is hereby incorporated by reference. |
| 12.3 | Capitalization Table of Deutsche Bank AG as of September 30, 2015 included as Exhibit 99.2 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on October 29, 2015 is hereby incorporated by reference. |
| 12.4 | Statement re: Computation of Ratio of Earnings to Fixed Charges of Deutsche Bank AG for the periods ended September 30, 2015, December 31, 2014, December 31, 2013, December 31, 2012, December 31, 2011 and December 31, 2010 included as Exhibit 99.3 to Deutsche Bank AG's Current Report on Form 6-K filed with the SEC on October 29, 2015 is hereby incorporated by reference. |
| 12.5 | Capitalization Table of Deutsche Bank AG as of December 31, 2015. |
| 23.1 | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Group Legal Services of the Registrant (included in Exhibit 5.2). |
| 23.3 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.3). |
| 23.4 | Tax Consent of Davis Polk & Wardwell LLP. ⁽²⁾ |
| 23.5 | Consent of Sidley Austin LLP (included in Exhibit 5.4). |
| 23.6 | Tax Consent of Sidley Austin LLP. ⁽²⁾ |
| 23.7 | Consent of KPMG AG Wirtschaftsprüfungsgesellschaft. ⁽²⁾ |
| 24.1 | Powers of Attorney (included on the signature pages to this Post-Effective Amendment). |
| 25.1 | Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of Law Debenture Trust Company of New York, as trustee under the Senior Indenture included in Exhibit 4.1. ⁽²⁾ |
| 25.2 | Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of Wilmington Trust, National Association, as trustee under the Subordinated Indenture included in Exhibit 4.2. ⁽²⁾ |
| 25.3 | Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon, as trustee under the Capital Securities Indenture included in Exhibit 4.3. ⁽²⁾ |

(1) To be filed by amendment or incorporated by reference. Deutsche Bank Aktiengesellschaft will furnish on a Form 6-K and incorporate by reference any related Form used in the future and not previously filed by means of an amendment or incorporated by reference.

(2) Previously filed with the SEC as exhibits to this Registration Statement on July 31, 2015.