

2 May 2014


The Manager
Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

NXBHD – S&P Credit Rating of Deutsche Bank AG

Please find attached an update from Standard & Poor's Ratings Services dated April 30, 2014 advising that it had revised to negative from stable its outlook on Deutsche Bank AG. At the same time, Standard & Poor's Ratings Services affirmed its 'A/A-1' counterparty credit ratings for Deutsche Bank AG.

Yours faithfully,



Tracy Unwin
Company Secretary

RatingsDirect®

Research Update:

Deutsche Bank Outlook Revised To Negative On Potential Government Support Reduction; 'A/A-1' Ratings Affirmed

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Overview

- We consider that potential extraordinary government support for European banks will likely decrease as resolution frameworks are put into place.
- We are revising our outlook on the long-term rating on Deutsche Bank AG to negative from stable.
- We are affirming our 'A/A-1' counterparty credit ratings on the bank.
- The negative outlook reflects the possibility that we may lower the long-term rating by up to two notches by year-end 2015 if we believe there is a greater likelihood that senior unsecured liabilities may incur losses if the bank fails.

Rating Action

As previously announced on April 29, 2014, Standard & Poor's Ratings Services has revised to negative from stable its outlook on Deutsche Bank AG. At the same time, we affirmed our 'A/A-1' counterparty credit ratings on the bank.

Rationale

The outlook revision follows the completion of our review of potential extraordinary government support for European banks (see "Standard & Poor's To Review Government Support In European Bank Ratings," published on March 4, 2014, on RatingsDirect). We observe that European authorities are taking steps to increase the resolvability of banks and require creditors rather than taxpayers to bear the burden of the costs of failure (see "Standard & Poor's Takes Various Rating Actions On European Banks Following Government Support Review," published on April 29, 2014). In the near term, we expect that governments will remain supportive of systemically important banks' senior unsecured creditors while resolution frameworks take shape. From January 2016, however, the EU Bank Recovery and Resolution Directive (BRRD) is set to introduce the mandatory bail-in of a minimum amount of eligible liabilities, potentially including certain senior unsecured obligations, before governments could provide solvency support. Accordingly, we believe that the potential extraordinary government support available to Deutsche Bank's senior unsecured bondholders will likely diminish within our two-year rating horizon.

Currently, we consider that Deutsche Bank has "high" systemic importance to Germany, which we view as "supportive" of private-sector commercial banks. As

a result, and in line with our criteria, the 'A' long-term counterparty credit rating on Deutsche Bank stands two notches above the 'bbb+' stand-alone credit profile (SACP). We could reduce or remove these notches shortly before the January 2016 introduction of the BRRD's bail-in powers for senior unsecured liabilities. These rules would indicate to us that EU governments would be much less able to support senior unsecured bank creditors, even though it may take several more years to eliminate concerns about financial stability and the resolvability of systemically important banks.

Specifically, if we perceive that support for senior unsecured creditors is less predictable under the new legislative framework, we would likely remove the government support notches from our ratings on Deutsche Bank. This would most likely arise from a reclassification of Germany's support for private-sector commercial banks to "uncertain" under our criteria. Any decision to reclassify governments would be subject to our review of the final resolution legislation and technical standards, and other relevant information.

If, on the other hand, our view was that extraordinary government support may still be forthcoming to Deutsche Bank's senior unsecured creditors, we could retain one or both notches of support in the ratings. This would be the case if authorities publicly confirmed their supportive stance toward senior unsecured creditors, or if we believed that precautionary capital injections would still be likely under the new legislation to minimize the wider economic impact of the resolution of a systemically important bank. In this case, we may consider that Germany remained "supportive" and that Deutsche Bank had "high" or "moderate" systemic importance. We could revise our view of Deutsche Bank's systemic importance to "moderate" from "high" if we considered that its resolution under the new framework would have a material, but manageable, adverse impact on the country's financial system and economy.

In addition to our view of potential extraordinary government support, future rating actions on Deutsche Bank may also result from other relevant factors. These include changes in our view of the SACP, including positive or negative changes arising from the new legislation and regulation. They may also include measures to mitigate bail-in risks to senior unsecured creditors, such as building a large buffer of subordinated instruments (see "Credit FAQ: The Rating Impact Of Resolution Regimes For European Banks," published on April 29, 2014).

Our outlook revision on Deutsche Bank leads to the same action on certain of its rated branches and subsidiaries (see ratings list below).

The potential reduction of extraordinary government support in the counterparty credit and senior unsecured issue ratings on Deutsche Bank has no impact on subordinated issue ratings. We have long believed that subordinated creditors would not receive extraordinary government support in a stress scenario, and for that reason we already notch these instruments down from the SACP.

Outlook

The negative outlook indicates that we may lower the ratings on Deutsche Bank by year-end 2015 if we believe there is a greater likelihood that senior unsecured liabilities may incur losses if the bank fails. Specifically, we may lower the long-term counterparty credit rating by up to two notches if we consider that extraordinary government support is less predictable under the new EU legislative framework.

In addition to potential changes in government support, we will review other relevant rating factors in making any rating actions. These include potential changes in the SACP and any steps the bank might take to mitigate bail-in risks to senior unsecured creditors, such as building a large buffer of subordinated instruments.

We believe that Deutsche Bank's ongoing deleveraging of legacy and non-core assets will help to offset the effect of economic and industry risks on its SACP. However, we could revise the SACP downward if regulatory changes or litigation provisions put material pressure on the bank's business position or capitalization.

We could revise the outlook back to stable if we consider that potential extraordinary government support for Deutsche Bank's senior unsecured creditors is unchanged in practice, despite the introduction of bail-in powers and international efforts to increase banks' resolvability; or if we believe that other rating factors, such as a stronger SACP or a large buffer of subordinated instruments, fully offset increased bail-in risks.

Ratings Score Snapshot

Issuer Credit Rating	A/Negative/A-1
SACP	bbb+
Anchor	a-
Business Position	Adequate (0)
Capital and Earnings	Adequate (0)
Risk Position	Moderate (-1)
Funding and Liquidity	Average and Adequate (0)
Support	+2
GRE Support	0
Group Support	0
Sovereign Support	+2
Additional Factors	0

Related Criteria And Research

Related Criteria

- Group Rating Methodology, Nov. 19, 2013
- Banks: Rating Methodology And Assumptions, Nov. 9, 2011
- Use Of CreditWatch And Outlooks, Sept. 14, 2009

Related Research

- Standard & Poor's Takes Various Rating Actions On European Banks Following Government Support Review, April 29, 2014
- Credit FAQ: The Rating Impact Of Resolution Regimes For European Banks, April 29, 2014
- Standard & Poor's To Review Government Support In European Bank Ratings, March 4, 2014

Ratings List

Ratings Affirmed; Outlook Action

	To	From
Deutsche Bank AG		
Deutsche Bank Trust Corp.		
Deutsche Bank Trust Co. Delaware		
Deutsche Bank Trust Co. Americas		
Deutsche Bank Luxembourg S.A.		
Deutsche Bank AG (Milan Branch)		
Deutsche Bank AG (Madrid Branch)		
Deutsche Bank AG (London Branch)		
Deutsche Bank AG (Cayman Islands Branch)		
Deutsche Bank AG (Canada Branch)		
Deutsche Bank Securities Inc.		
Counterparty Credit Rating	A/Negative/A-1	A/Stable/A-1
Deutsche Bank National Trust Co.		
Counterparty Credit Rating	A-/Negative/A-2	A-/Stable/A-2

Ratings Affirmed

Deutsche Bank AG	
Greater China Regional Scale	cnAA+
Certificate Of Deposit	A/A-1
Senior Unsecured	
Greater China Regional Scale	cnAA+
Long-Term Rating	A
Principal-Only	Ap
Subordinated	
Long-Term Rating	BBB
Principal-Only	BBBp
Short-Term Debt	A-1

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Commercial Paper	A-1
Deutsche Bank AG (Madeira Branch) Counterparty Credit Rating	BBB-/Negative/A-3
BHW Bausparkasse AG Hameln Counterparty Credit Rating	A-/Negative/A-2
Senior Unsecured	A-
Subordinated	BBB+
Commercial Paper	A-2
Deutsche Bank Cap Fdg Trust VIII	
Deutsche Bank Capital Finance Trust I	
Deutsche Bank Capital Funding Trust I	
Deutsche Bank Capital Funding Trust IV	
Deutsche Bank Capital Funding Trust V	
Deutsche Bank Capital Funding Trust VI	
Deutsche Bank Capital Funding Trust VII Preferred Stock	BBB-
Deutsche Bank Capital Funding Trust X	
Deutsche Bank Contingent Capital Trust II	
Deutsche Bank Contingent Capital Trust III	
Deutsche Bank Contingent Capital Trust IV	
Deutsche Bank Contingent Capital Trust V Preferred Stock*	BBB-
Deutsche Bank Capital Funding Trust IX	
Deutsche Bank Capital Funding Trust XI Junior Subordinated	BBB-
Deutsche Bank Financial LLC Subordinated*	BBB
Commercial Paper*	A-1
Deutsche Bank Trust Corp. Senior Unsecured	A
Subordinated	BBB
Preferred Stock	BBB-

*Guaranteed by Deutsche Bank AG.

Additional Contact:

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Complete ratings information is available to subscribers of RatingsDirect at www.globalcreditportal.com and at spcapitaliq.com. All ratings affected by this rating action can be found on Standard & Poor's public Web site at www.standardandpoors.com. Use the Ratings search box located in the left

*Research Update: Deutsche Bank Outlook Revised To Negative On Potential Government Support Reduction; 'A/A
-1' Ratings Affirmed*

column. Alternatively, call one of the following Standard & Poor's numbers:
Client Support Europe (44) 20-7176-7176; London Press Office (44)
20-7176-3605; Paris (33) 1-4420-6708; Frankfurt (49) 69-33-999-225; Stockholm
(46) 8-440-5914; or Moscow 7 (495) 783-4009.

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