

Deutsche Bank

Extraordinary General Meeting 2013
Agenda

Passion to Perform



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Agenda

We take pleasure in inviting our shareholders to the **Extraordinary General Meeting** in the Jahrhunderthalle Frankfurt, Pfaffenwiese 301, 65929 Frankfurt am Main, convened for **Thursday, April 11, 2013, 10 a.m.**

Agenda

01 Resolution pursuant to § 244 Stock Corporation Act confirming the resolution on Agenda Item 2 (Appropriation of distributable profit) taken by the General Meeting on May 31, 2012

Management Board and Supervisory Board propose the following resolution:
The General Meeting confirms the resolution adopted on Agenda Item 2 at the General Meeting on May 31, 2012. The resolution has the following wording:

"2. Appropriation of distributable profit

The distributable profit of €851,402,338.73 will be used for the payment of a dividend of €0.75 per no par value share on the 918,160,100 no par value shares entitled to a dividend, i.e. a total of €688,620,075.00. The remaining amount of €162,782,263.73 will be carried forward as profit to new account."

02 Resolution pursuant to § 244 Stock Corporation Act confirming the resolution on Agenda Item 5 (Election of the auditor for the 2012 financial year, interim accounts) taken by the General Meeting on May 31, 2012

The Supervisory Board proposes the following resolution:
The General Meeting confirms the resolution adopted on Agenda Item 5 at the General Meeting on May 31, 2012. The resolution has the following wording:

"5. Election of the auditor for the 2012 financial year, interim accounts

KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin, is appointed as the auditor of the Annual Financial Statements and as the auditor of the Consolidated Financial Statements for the 2012 financial year.

KPMG Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin, is also appointed auditor for the limited review of the condensed financial statements and the interim management report (§ 37w (5), § 37y No. 2 Securities Trading Act) as of June 30, 2012, and the consolidated interim financial statements (§ 340i (4) German Commercial Code) prepared before the Ordinary General Meeting in 2013."

03 Resolution pursuant to §244 Stock Corporation Act confirming the resolution on Agenda Item 9 (Election to the Supervisory Board) taken by the General Meeting on May 31, 2012

The Supervisory Board proposes the following resolution:

The General Meeting confirms the resolutions adopted on Agenda Item 9 at the General Meeting on May 31, 2012:

- 9.1 Election of Dr. Paul Achleitner to the Supervisory Board for the period until the end of the General Meeting which resolves on the ratification of the acts of management for the 2016 financial year.
- 9.2 Election of Mr. Peter Löscher to the Supervisory Board for the period until the end of the General Meeting which resolves on the ratification of the acts of management for the 2016 financial year.
- 9.3 Election of Professor Dr. Klaus Rüdiger Trützschler to the Supervisory Board for the period until the end of the General Meeting which resolves on the ratification of the acts of management for the 2016 financial year.

Item 9 of the Agenda for the General Meeting on May 31, 2012, contained the following text, which is reprinted here for information purposes:

“9. Election to the Supervisory Board

With the conclusion of the General Meeting on May 31, 2012, Dr. Clemens Börsig, Mr. Maurice Lévy and Dr. Theo Siegert will be stepping down from the Supervisory Board of Deutsche Bank AG and will not be available for re-election, so that three new shareholder representatives are to be elected. Pursuant to §96 (1), § 101 (1) Stock Corporation Act and § 7 (1) sentence 1 No. 3 Act Concerning Co-Determination by Employees dated May 4, 1976, the Supervisory Board consists of ten members for the shareholders and ten members for the employees. In electing shareholder representatives, the General Meeting is not bound by election proposals.

The Supervisory Board now proposes that

1. Dr. Paul Achleitner, member of the Management Board of Allianz SE (until May 31, 2012), Munich
2. Mr. Peter Löscher, Chairman of the Management Board of Siemens AG, Munich, and
3. Professor Dr. Klaus Rüdiger Trützschler, member of the Management Board of Haniel & Cie. GmbH (until April 30, 2012), Essen

be elected to the Supervisory Board pursuant to §9 (1) sentence 2 of the Articles of Association for the period until the end of the General Meeting which resolves on the ratification of the acts of management for the 2016 financial year.

Mandates:

Dr. Achleitner is a member of the following supervisory boards to be formed by law:
Bayer AG,
Daimler AG,
RWE AG,

Allianz Asset Management AG (until May 31, 2012, Group mandate) and
Allianz Investment Management SE, Chairman (until May 31, 2012, Group mandate).
He is not a member of any other comparable supervisory bodies.

Mr. Löscher is a member of the following supervisory board to be formed by law:
Münchener Rückversicherungs-Gesellschaft AG.
Furthermore, he is a member of the following comparable supervisory body:
Board of TBG Limited, Malta (Thyssen-Bornemisza Group) (non-executive director).

Professor Dr. Trützschler is a member of the following supervisory boards to be formed by law:
Bilfinger Berger SE,
Sartorius AG,
Wuppermann AG, Chairman,
Zwiesel Kristallglas AG, Chairman,
Celesio AG (until May 16, 2012, Group mandate), and
TAKKT AG, Chairman (Group mandate).
Furthermore, he is a member of the following comparable supervisory body:
Administrative Board of Wilh. Werhahn KG."

We note the following additional points:

1. Dr. Achleitner, Munich, has been, as his principal occupation, Chairman of the Supervisory Board of Deutsche Bank AG since June 2012 and is also currently member of the following supervisory boards to be formed by law:
Bayer AG,
Daimler AG and
RWE AG (until April 18, 2013).
He is not a member of any other comparable supervisory bodies.
2. Mr. Löscher, Munich, continues to be, as his principal occupation, Chairman of the Management Board of Siemens AG and is also currently member of the following supervisory boards to be formed by law:
Deutsche Bank AG and
Münchener Rückversicherungs-Gesellschaft AG.
Furthermore, he is a member of the following comparable supervisory body:
Board of TBG Limited, Malta (Thyssen-Bornemisza Group) (non-executive director).
3. Professor Dr. Trützschler, Essen, is supervisory board member, as his principal occupation, and in addition to being a member of the Supervisory Board of Deutsche Bank AG, he is member of the following supervisory boards to be formed by law:
Bilfinger Berger SE,
Sartorius AG,
Wuppermann AG, Chairman,
Zwiesel Kristallglas AG, Chairman, and
TAKKT AG, Deputy Chairman.
Furthermore, he is a member of the following comparable supervisory body:
Administrative Board of Wilh. Werhahn KG.

With regard to No. 5.4.1 of the German Corporate Governance Code in the version dated May 15, 2012, it is stated that in the appraisal of the Supervisory Board none of the candidates elected on May 31, 2012, has personal or business relations subject to disclosure pursuant to this regulation with Deutsche Bank AG and its Group companies, with the management bodies of Deutsche Bank AG or with a shareholder holding a material interest in Deutsche Bank AG.

Total number of shares and voting rights

The company's share capital at the time of convocation of this General Meeting amounts to €2,379,519,078.40 and is divided up into 929,499,640 registered (no par value) shares with eligibility to vote at and participate in the General Meeting. At the time of convocation of this General Meeting, 193,567 of these no par value shares consist of own shares held in treasury, which do not grant any rights to the company.

Participation in the General Meeting and exercise of voting rights

Pursuant to § 17 of the Articles of Association, shareholders who are entered in the share register and have given notice in due time to the company of their intention to attend are entitled to participate in the General Meeting and exercise their voting rights. Such notification must be received by the company by no later than April 5, 2013, either electronically using the company's password-protected Internet portal as specified in the letter to registered shareholders ► www.deutsche-bank.com/general-meeting or in writing to the domicile of the company in Frankfurt am Main or to the following address:

Deutsche Bank Aktiengesellschaft
Aktionaersservice
Postfach 14 60
61365 Friedrichsdorf
Germany
e-mail: deutschebank.hv@rsgmbh.com

Pursuant to § 67 (2) sentence 1 Stock Corporation Act, only those who are listed in the share register are considered shareholders of the company. As a result, the status of the entries in the share register on the day of the General Meeting is decisive for determining the right to participate as well as the number of votes the authorized participant is entitled to. For technical processing reasons, however, no changes to the share register will be carried out ("registration stop") between the end of April 5, 2013 ("technical record date") and the conclusion of the General Meeting. Therefore, the entry status in the share register on the day of the General Meeting will correspond to the status after the last change of registration on April 5, 2013. The registration stop does not mean the shares are blocked for disposal. Share buyers whose change of registration requests are received by the company after April 5, 2013, however, cannot de facto exercise the rights to participate and vote on the basis of these shares unless they have obtained a power of attorney to do so or an authorization to exercise such rights. In such cases, participation and voting rights are retained by the shareholder entered in the share register until the change of registration. All buyers of the company's shares who are not yet registered in the share register are therefore requested to submit change of registration requests in due time.

Exercise of voting rights by authorized representatives

Shareholders registered in the share register may also have their voting rights exercised by an authorized representative (proxy). The issue of the power of attorney, its cancellation and proof of the proxy authorization vis-à-vis the company are required, in principle, in text form if the power of attorney to exercise the voting right is granted neither to a bank, or an institution or company with an equivalent status pursuant to § 135 (10) Stock Corporation Act in conjunction with § 125 (5) Stock Corporation Act, nor to a shareholders' association or another person with an equivalent status pursuant to § 135 (8) Stock Corporation Act.

Powers of attorney can also be issued and revoked electronically until April 11, 2013, 12 noon, using the password-protected Internet portal ► www.deutsche-bank.com/general-meeting.

Proof of the proxy authorization vis-à-vis the company can also be sent electronically to the following e-mail address: deutschebank.hv@rsgmbh.com.

If powers of attorney to exercise voting rights are issued to banks, to institutions or companies with an equivalent status pursuant to § 135 (10) Stock Corporation Act in conjunction with § 125 (5) Stock Corporation Act or to shareholders' associations or other persons with an equivalent status pursuant to § 135 (8) Stock Corporation Act, the requisite form for these is specified, where appropriate, by the recipients.

The company also offers its shareholders the possibility of being represented by company employees appointed by the company as proxies to exercise shareholders' voting rights at the General Meeting. These company proxies will only vote in accordance with the instructions issued to them. The power of attorney can be issued and the instructions can be submitted in writing to the following address:

Deutsche Bank Aktiengesellschaft
Aktionaersservice
Postfach 14 60
61365 Friedrichsdorf
Germany

Furthermore, there is also the possibility to issue the power of attorney and instructions to the company employees appointed as proxies electronically by April 11, 2013, 12 noon, using the password-protected Internet portal ► www.deutsche-bank.com/general-meeting.

Details on how to issue a power of attorney and instructions using the Internet are given in the documents sent to the shareholders.

Admission cards and voting cards will be issued to shareholders and representatives authorized to participate.

Submitting absentee votes

Again this year, shareholders listed in the share register can submit their votes – without participating in the General Meeting – through absentee voting. Registration in due time is indispensable for this form of voting, too.

Votes submitted within the framework of absentee voting must be received by the company in writing or using electronic communication before the registration period expires, i.e. at the latest by April 5, 2013. For absentee voting in writing, please use the personalized registration form sent to you with the invitation and return it to the following address:

Deutsche Bank Aktiengesellschaft
Aktionaersservice
Postfach 14 60
61365 Friedrichsdorf
Germany

Furthermore, you can participate in absentee voting using the password-protected Internet service for the General Meeting; in this case, the deadline specified above also applies.

After April 5, 2013, you will no longer be able to submit your votes through absentee voting. This also applies if you have previously requested an admission card or issued a power of attorney to a third party or a company proxy. After this date, a change of votes cast in the absentee ballot is only possible using the password-protected Internet portal and only for the absentee voters who submitted their absentee votes using the password-protected Internet portal. This possibility of changing votes ends at 12 noon on the day of the General Meeting. The possibility to participate in the General Meeting by revoking the absentee ballot remains unaffected.

Furthermore, authorized banks, institutions or companies with an equivalent status pursuant to § 135 (10) Stock Corporation Act in conjunction with § 125 (5) Stock Corporation Act as well as shareholders' associations or other persons with an equivalent status pursuant to § 135 (8) Stock Corporation Act may also make use of absentee voting pursuant to the rules described above and in observing the specified deadlines.

Requesting documents for the General Meeting

Requests for documents for the General Meeting can be sent to the following address:

Deutsche Bank Aktiengesellschaft
Corporate Secretariat
60262 Frankfurt am Main
Germany
e-mail: corporate.secretariat@db.com
Telefax: +49 69 910 85560

Documents for and additional information concerning the General Meeting are also accessible through the Internet at ► www.deutsche-bank.com/general-meeting. Furthermore, these documents will be available at the General Meeting and – if necessary – will be explained in more detail.

Requests for additions to the Agenda pursuant to § 122 (2) Stock Corporation Act

Shareholders whose aggregate shareholdings represent 5 % of the share capital or the proportionate amount of €500,000 (the latter of which corresponds to 195,313 shares) may request that items be placed on the Agenda and published. The request must be addressed in writing to the Management Board of the company and be received by the company at the latest on Monday, March 11, 2013. Please send such requests to the following address:

Deutsche Bank Aktiengesellschaft
Management Board
60262 Frankfurt am Main
Germany

Each new item of the Agenda must also include a reason or a resolution proposal. A shareholder making such a request must prove that he/she has owned his/her shares for at least three months before the day of the General Meeting (i.e. at the latest since January 11, 2013, 12 midnight). The provisions of § 70 Stock Corporation Act must be observed in determining the ownership period. The publication and forwarding of requests for additions are carried out in the same way as in the convocation.

**Shareholders' counterproposals and election proposals pursuant to § 126 (1),
§ 127 Stock Corporation Act**

The company's shareholders may submit counterproposals to the proposals of the Management Board and/or Supervisory Board on specific Agenda Items and, depending on the Agenda Item, election proposals for the election of Supervisory Board members or auditors. Such proposals (with their reasons) and election proposals are to be sent solely to:

Deutsche Bank Aktiengesellschaft
Corporate Secretariat
60262 Frankfurt am Main
Germany
e-mail: corporate.secretariat@db.com
Telefax: +49 69 910 85560

Counterproposals must stipulate a reason; this does not apply to election proposals. Shareholders' counterproposals and election proposals that fulfil the requirements and are received by the company at the address specified above by Wednesday, March 27, 2013, at the latest, will be made accessible through the Internet website:

► www.deutsche-bank.com/general-meeting

along with the name of the shareholder and, in the case of counterproposals, the reason as well as any comments by management.

The company is not required to make a counterproposal and its reason or an election proposal accessible if one of the exclusionary elements pursuant to § 126 (2) Stock Corporation Act exists, for example, because the election proposal or counterproposal would lead to a resolution by the General Meeting that breaches the law or the Articles of Association or its reason apparently contains false or misleading information with regard to material points. Furthermore, an election proposal need not be made accessible if the proposal does not contain the name, the current occupation and the place of residence of the proposed person. The reason for a counterproposal need not be made accessible if its total length is more than 5,000 characters.

Notice is given that counterproposals and election proposals, even if they have been submitted to the company in advance in due time, will only be considered at the General Meeting if they are submitted/put forward verbally there. The right of every shareholder to put forward counterproposals on the various Agenda Items or election proposals even without a previous submission to the company remains unchanged.

Right to obtain information pursuant to § 131 (1) Stock Corporation Act

At the General Meeting, every shareholder may request information from the Management Board about company matters insofar as the information is required for a proper evaluation of the relevant matter on the Agenda (cf. § 131 (1) Stock Corporation Act). The duty to provide information covers the company's legal and business relations with affiliated companies as well as the position of Deutsche Bank Group and of the companies included in the Consolidated Financial Statements of Deutsche Bank AG. In principle, requests for information are to be put forward at the General Meeting verbally.

The Management Board may refrain from answering individual questions for the reasons specified in § 131 (3) Stock Corporation Act, for example, if providing such information, according to sound business judgement, is likely to cause material damage to the company or an affiliated company. Pursuant to the Articles of Association, the Chairman of the General Meeting, over the course of the General Meeting, may determine appropriate restrictions on the speaking time, the time for putting questions and/or the total time available in general for speaking and putting questions or for individual speakers (cf. § 19 (2) sentence 2 of the Articles of Association).

Additional information

Additional information on shareholders' rights pursuant to § 122 (2), § 126 (1), § 127, § 131 (1) Stock Corporation Act can be found on the company's website at

► www.deutsche-bank.com/general-meeting.

Notice on the company's Internet website

Information pursuant to § 124a Stock Corporation Act on this Extraordinary General Meeting is accessible on the company's website at ► www.deutsche-bank.com/general-meeting. Following the General Meeting, the voting results will be announced at the same Internet address.

Frankfurt am Main, March 2013

Deutsche Bank Aktiengesellschaft
The Management Board

Additional information on Item 03 – Confirming the election to the Supervisory Board



Dr. Paul Achleitner

Residence: Munich
Chairman of the Supervisory Board of Deutsche Bank AG

First elected: 2012
Term expires: 2017

Personal information

Year of birth: 1956
Nationality: Austrian

Career

Since 2012 Chairman of the Supervisory Board, Deutsche Bank AG
2000–2012 Member of the Management Board, Allianz SE (formerly Allianz AG)
1994–1999 Chairman (and Partner, Goldman Sachs Group), Goldman Sachs & Co. OHG, Frankfurt
1989–1994 Executive Director, Investment Banking, Goldman Sachs International, London
1988–1989 Vice President, Mergers & Acquisitions, Goldman Sachs & Co., New York
1984–1988 Manager, strategy consulting, Bain & Co., Boston

Education

Harvard Business School, ISP
First degree and doctorate in Business Administration, Economics, Law and Social Sciences, University of St. Gallen

Memberships in statutory supervisory boards in Germany

Bayer AG
Daimler AG
RWE AG (until April 18, 2013)



Peter Löscher

Residence: Munich
Chairman of the Management Board of Siemens AG

First elected: 2012
Term expires: 2017

Personal information

Year of birth: 1957
Nationality: Austrian

Career

since 2007	Chairman of the Management Board, Siemens AG
2006	President of Global Human Health, Merck & Co., Inc.
2004	General Electric Company (GE) – President and CEO, GE Healthcare Bio-Sciences, GE Healthcare, UK – Member of the Executive Board
2002	Amersham plc, UK (acquired by General Electric) – President Amersham Health and Member, Board of Directors, UK – Chief Operating Officer and Member, Board of Directors, UK
2000	Chairman, President and CEO, Aventis Pharma Ltd., Japan
1988	Various management positions in Spain, the USA, Germany, the UK and Japan,
	Hoechst Group (merged with Rhône-Poulenc-Rorer)
1985	Senior Management Consultant, Kienbaum und Partner

Education

Harvard Business School, Advanced Management Program
MBA, Vienna University of Economics and Business
Studied economics at Vienna University of Economics and Business
and at the Chinese University of Hong Kong

Memberships in statutory supervisory boards in Germany

Deutsche Bank AG, Münchener Rückversicherungs-Gesellschaft AG

Memberships in comparable supervisory bodies

TBG Limited (Thyssen-Bornemisza Group)



Professor Dr. Klaus Rüdiger Trützscher

Residence: Essen
Supervisory Board member

First elected: 2012
Term expires: 2017

Personal information

Year of Birth: 1948
Nationality: German

Career

- 2000–2012 Member of the Management Board, Franz Haniel & Cie. GmbH, with varying responsibilities including Controlling, Financial Accounting, Tax, Finance, Audit, Legal, and General Administration
- 1997–2000 Member of the Management Board, RAG Aktiengesellschaft
- 1977–2000 Positions inside RAG Group: Staff Member in Group Accounting, Assistant to the Commercial Member of the Management Board, Head of Group Accounting and Deputy Head of Financial Accounting, Head of Financial Accounting
- 1995 Chief Representative and Head of Corporate Development, RAG Aktiengesellschaft
- 1992–1995 RAG Group subsidiary Rütgerswerke AG (Chief Representative and Member of the Management Board, Bakelite AG, Member of the Management Board, Rütgerswerke AG)

Education and teaching activity

- 2008 Appointed Honorary Professor
- 2003 Teaching at Westfälische Wilhelms-Universität Münster (Subsidiary Controlling)
- 1984 Doctorate in Political Science (Dr. rer. pol.) at Technische Universität Munich,
- 1974–1976 Work science and economics postgraduate studies at Rheinisch-Westfälische Technische Hochschule Aachen and at Technische Universität Munich, University degree in business mathematics
- 1969–1974 Studies of mathematics in Würzburg, Freiburg and Bonn University degree in mathematics

Memberships in statutory supervisory boards in Germany

Bilfinger Berger SE, Deutsche Bank AG, Sartorius AG, TAKKT AG (Deputy Chairman since February 1, 2013; Chairman until January 31, 2013), Wuppermann AG (Chairman), Zwiesel Kristallglas AG (Chairman)

Memberships in comparable supervisory bodies

Wilh. Werhahn KG

Deutsche Bank Aktiengesellschaft
Taunusanlage 12
60262 Frankfurt am Main
Germany
Telephone: +49 69 910-00
deutsche.bank@db.com

Shareholders' hotline:
0800 910-80 00*

General Meeting hotline:
0800 100-47 98*

*Available from within Germany

2013

April 15, 2013

Annual Report 2012 and Form 20-F

April 30, 2013

Interim Report as of March 31, 2013

May 23, 2013

Annual General Meeting in the Festhalle
Frankfurt am Main (Exhibition Center)

May 24, 2013

Dividend payment

July 30, 2013

Interim Report as of June 30, 2013

October 29, 2013

Interim Report as of September 30, 2013

2014

January 29, 2014

Preliminary results for the 2013 financial year

March 20, 2014

Annual Report 2013 and Form 20-F

April 29, 2014

Interim Report as of March 31, 2014

May 22, 2014

Annual General Meeting in the Festhalle
Frankfurt am Main (Exhibition Center)

May 23, 2014

Dividend payment

July 29, 2014

Interim Report as of June 30, 2014

October 29, 2014

Interim Report as of September 30, 2014