



## **Deutsche Bank Capital Finance Trust I**

(a statutory trust formed under the Delaware Statutory Trust Act  
with its principle place of business in New York/New York/U.S.A.)

# Annual Financial Report 2018

pursuant to Section 5:25c of the Netherlands Financial Supervision Act (*Wet op het financieel toezicht*)

## Management Report

Deutsche Bank Capital Finance Trust I (the “Trust”) was set up to issue Trust Preferred Securities, to issue a Trust Common Security to Deutsche Bank AG (the “Bank”) and to use all proceeds derived from such issuances to purchase Class B Preferred Securities issued by Deutsche Bank Capital Finance LLC I (the “Company”). Under the Class B Preferred Securities, the Trust is entitled to receive Capital Payments on the liquidation preference amount of € 1,000 per Class B Preferred Security which are payable annually in arrears on June 27 of each year (subject to adjustments if this is not a business day, each a “Payment Date”). Capital Payments payable on each Payment Date will generally accrue from and including the immediately preceding Payment Date up to but excluding the relevant Payment Date at a rate per annum (the “Stated Rate”) as described in detail in the listing prospectus dated June 27, 2005 (the “Prospectus”). Capital payments are cumulative, as described in the Prospectus.

Capital Payments on the Class B Preferred Securities are generally paid out of the Company’s Operating Profits or from payments received by the Company under the Support Undertaking. If the Company does not declare (and is not deemed to have declared) a Capital Payment on the Class B Preferred Securities in respect of any Payment Period, the Trust as holder of the Class B Preferred Securities will have no right to receive a Capital Payment on the Class B Preferred Securities in respect of such Payment Period, and the Company will have no obligation to pay a Capital Payment on the Class B Preferred Securities in respect of such Payment Period, whether or not Capital Payments are declared (or deemed to have been declared) and paid on the Class B Preferred Securities in respect of any future Payment Period. Capital Payments on the Class B Preferred Securities will only be authorized to be declared and paid on any Payment Date to the extent that:

- the Company has an amount of Operating Profits for the Payment Period ending on the day immediately preceding such Payment Date at least equal to the amount of such Capital Payments, and
- the Bank has an amount of Distributable Profits for the next preceding fiscal year of the Bank for which audited financial statements are available at least equal to the aggregate amount of such Capital Payments on the Class B Preferred Securities and capital payments or dividends on Parity Securities, if any, pro rata on the basis of Distributable Profits for such preceding fiscal year.

The terms “Operating Profit”, “Distributable Profits” and “Parity Securities” are described in detail in the Prospectus.

During the fiscal year 2018, the Company made Capital Payments at the Stated Rate and the Trust received Capital Payments from the Company at such rate and when due under the LLC Agreement. As a consequence, under the Trust Agreement the Trust made Capital Payments on the Trust Preferred Securities at such rate at the scheduled date. The Trust made no payments or other distributions on the Trust Common Security.

Under the Services Agreement, the Bank is obligated, among other things, to provide legal, accounting, tax and other general support services to the Trust, to maintain compliance with all applicable U. S. and German local, state and federal laws, and to provide administrative, recordkeeping and secretarial services for the Trust. The fees and expenses of the Trust and all other obligations of the Trust will be paid by the Bank. During the fiscal year 2018, the Trust received all such services and the Bank paid such fees, expenses and obligations as provided in the Services Agreement.

## Outlook

The sources of Capital Payments by the Trust are payments by the Company on the Class B Preferred Securities. The Company has invested substantially all the proceeds from the issuance of its securities in the Initial Obligation issued by the Bank. Under the Initial Obligations interest is paid at the same rate and at the same dates as Capital Payments are scheduled under the Class B Preferred Securities. The Company is also a party to the Services Agreement with the Bank and receives similar services and payment of fees, expenses and obligations as the Trust. The Trust expects that the Company and the Bank will continue to meet their respective obligations under the Class B Preferred Securities, the Initial Obligation, the Services Agreement and the other agreements made in connection with the Trust Preferred Securities.

**DEUTSCHE BANK CAPITAL FINANCE TRUST I**

Consolidated Financial Statements

December 31, 2018

(With Independent Auditors' Report Thereon)

## Independent Auditors' Report

The Board of Directors and Stockholder Deutsche Bank Capital Finance Trust I:

We have audited the accompanying consolidated financial statements of Deutsche Bank Capital Finance Trust I and its subsidiary, which comprise the consolidated statement of financial condition as of December 31, 2018, and the related consolidated statements of operations, changes in equity, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Deutsche Bank Capital Finance Trust I and its subsidiary as of December 31, 2018, and the results of their operations and their cash flows for the year then ended in accordance with U.S. generally accepted accounting principles.

**KPMG LLP**

March 29, 2019

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

## Consolidated Statement of Financial Condition

December 31, 2018

### Assets

Cash and cash equivalents	€	2,000
Subordinated note receivable from Deutsche Bank AG (net of embedded derivative instrument at fair value of €193,358,577)		106,641,423
Accrued interest receivable		<u>7,277,918</u>
Total assets	€	<u><u>113,921,341</u></u>

### Liabilities, Preferred Securities Subject to Redemption and Stockholder's Equity

Accounts payable and accrued interest payable	€	<u>7,277,918</u>
Total liabilities		<u>7,277,918</u>

Preferred securities subject to redemption (net of embedded derivative instrument at fair value of €193,358,577)		106,641,423
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### Stockholder's equity:

Common stock, par value €1,000 per share (1 share authorized, issued and outstanding)		<u>1,000</u>
Total stockholder's equity		<u>1,000</u>
Noncontrolling interest		<u>1,000</u>
Total equity		<u>2,000</u>
Total liabilities, preferred securities subject to redemption and equity	€	<u><u>113,921,341</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

## Consolidated Statement of Operations

December 31, 2018

**Net interest revenue:**

Gains (losses) on embedded derivate instruments	€	—
Interest income		<u>14,130,000</u>
Total revenues		14,130,000
Interest expense		<u>14,130,000</u>
Net income	€	<u><u>—</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

## DEUTSCHE BANK CAPITAL FINANCE TRUST I

### Consolidated Statement of Changes in Equity

December 31, 2018

	<u>Stockholder's equity</u>	<u>Noncontrolling interest</u>	<u>Total equity</u>
Balance, beginning of year	€ 1,000	1,000	2,000
Net income	—	—	—
Balance, end of year	€ <u>1,000</u>	<u>1,000</u>	<u>2,000</u>

The accompanying notes are an integral part of these consolidated financial statements.



# DEUTSCHE BANK CAPITAL FINANCE TRUST I

## Consolidated Statement of Cash Flows

December 31, 2018

Cash flows from operating activities:	
Net income	€ —
Adjustments to reconcile net income to net cash used in operating activities:	
Discount accretion – Subordinated note receivable	(8,880,000)
Discount accretion – Preferred securities subject to redemption	<u>8,880,000</u>
Net cash used in operating activities	—
Net change in cash and cash equivalents	—
Cash and cash equivalents, beginning of year	<u>2,000</u>
Cash and cash equivalents, end of year	€ <u><u>2,000</u></u>
Supplemental disclosure of cash flow:	
Interest payments	€ <u><u>5,250,000</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

Notes to Consolidated Financial Statements

December 31, 2018

## 1) **Organization**

Deutsche Bank Capital Finance Trust I (the Trust) is a statutory business trust created on June 7, 2005 under the laws of the State of Delaware. The Trust was incorporated for the sole purpose of issuing €300,000,000 of Trust Preferred Securities to investors and a €1,000 Trust Common Security to Deutsche Bank AG (DBAG). The proceeds from the issuance of the Trust Preferred Securities were used to purchase the Capital Securities from Deutsche Bank Capital Finance LLC I (the Company), a majority-owned consolidated subsidiary. The Company has issued Common Securities to DBAG. The Trust does not engage in any business other than receiving and holding the Capital Securities, issuing the related Trust Preferred Securities, collecting interest paid with respect to the Capital Securities, paying interest to the holders of the Trust Preferred Securities, and performing other obligations required under the Trust's Amended and Restated Trust Agreement dated June 27, 2005 (the Agreement).

Capitalized terms herein have the same meaning as in the Agreement.

## 2) **Summary of Significant Accounting Policies**

### ***Basis of Presentation***

The accompanying consolidated financial statements have been prepared from the separate records maintained by the Trust, and may not necessarily be indicative of the consolidated statement of financial condition and consolidated statement of operations that would have existed if the Trust had been operated as an unaffiliated entity.

The Trust's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expense during the reporting period. Estimates may vary from actual results. The consolidated financial statements are presented in Euros, which is the functional currency of the Trust and the Company.

The consolidated financial statements of the Trust include the Company. The Trust consolidates entities in which it has a majority voting interest when the entity is controlled through substantive voting equity interests and the equity investors bear the residual economic risks of the entity. The Trust consolidates those entities that do not meet these criteria when the Trust has significant variable interest(s) that provide it with (1) the power to direct the activities of the entity that most significantly impact its economic performance, and (2) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the entity. All material intercompany transactions and accounts have been eliminated.

Pursuant to Accounting Standards Codification (ASC) Topic 480, *Distinguishing Liabilities from Equity*, preferred stock whose redemption is outside the control of the issuer is required to be presented separately from permanent equity. The Trust will be required to redeem the Trust Preferred Securities if DBAG elects to require redemption of the subordinated note receivable held by the Trust. Accordingly, the Trust Preferred Securities are therefore classified as outside of permanent equity and are presented as preferred securities subject to redemption in the consolidated statement of financial condition. The subordinated note receivable and trust-preferred security are held at amortized cost.

Interest income represents the payments received or receivable from the subordinated note receivable from DBAG and interest expense represents payments paid or payable from the issuance of preferred securities subject to redemption. Interest income and interest expense also includes the amortization of premium on the subordinated note receivable and preferred securities subject to redemption, respectively.

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

## Notes to Consolidated Financial Statements

December 31, 2018

The Trust is a grantor trust and, as such, is a simple trust. Simple trusts must pass through all items of income and deductions to the grantor. Therefore, the Trust has no taxable income and no requirement to record a tax expense.

The Trust reports equity interests in the Company held by third parties, including related parties, as non-controlling interests.

DBAG has agreed for the benefit of the holders of the Trust Preferred Securities, to support, on a subordinated basis that certain payments of the Trust Preferred Securities are made if and when they are due and payable.

### 3) Preferred Securities Subject to Redemption

On June 27, 2005, the Trust issued €300 million of Trust Preferred Securities which have no stated maturity. Holders of the Trust Preferred Securities will receive interest payments, on a noncumulative basis, annually in arrears on June 27 of each year, commencing June 27, 2006, at a fixed rate equal to 7.00% for the first five payment periods and a floating rate thereafter which shall in no event be less than 1.75% and more than the rate per annum corresponding to the 10-year EUR CMS rate.

### 4) Embedded Derivative Instrument

The Trust's subordinated note receivable and preferred securities subject to redemption contain certain features, which the Trust has determined qualify as embedded derivative instruments under ASC Topic 815, *Derivatives and Hedging*. Where the economic characteristics and risks of embedded derivatives are not closely related to those of the host contract, and the hybrid contract itself is not carried at fair value through profit or loss, the embedded derivative instrument is bifurcated and reported at fair value with gains and losses being recognized in net gains (losses) on financial assets/liabilities at fair value through profit loss. The host contract is accounted for at amortized cost. The carrying amount of the embedded derivative is reported in the consolidated statement of financial condition line item with the related host contract.

As the subordinated note receivable and the preferred securities subject to redemption have the same embedded feature, changes in the fair value of these embedded derivative instruments have an offsetting effect in the Trust's consolidated statement of operations and are presented net. The carrying values of the subordinated note receivable and the preferred securities under ASC Topic 815 are shown below. Both the subordinated note receivable and the preferred securities are redeemable at par.

	<u>December 31, 2018</u>	
	<u>Subordinated note receivable</u>	<u>Preferred securities subject to redemption</u>
Par value	€ 300,000,000	300,000,000
Fair value of embedded derivative instruments	<u>(193,358,577)</u>	<u>(193,358,577)</u>
Total carrying value	<u>€ 106,641,423</u>	<u>106,641,423</u>

The host contracts are accounted for at amortized cost with interest being accrued using the effective interest method. Additionally, the cash received and paid for interest is determined based on stated contractual interest rates. As a result, the interest income and expense of €14,130,000 per the

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

## Notes to Consolidated Financial Statements

December 31, 2018

accompanying consolidated statement of operations differs from the actual interest received and paid by the Trust of €5,250,000.

### 5) Fair Value Measurements

ASC 820, *Fair Value Measurement*, defines fair value, establishes a consistent framework for measuring fair value and requires disclosures about fair value measurements. The standard also prioritizes the inputs to valuation techniques used to measure fair value based on whether such inputs are observable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Trust's market assumptions.

#### Basis of Fair Value Measurement

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in action markets

Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Thus, an item may be classified as Level 3 even though there may be some significant inputs that are readily observable.

The hierarchy requires the use of observable market data when available. The Trust considers relevant and observable market prices in its valuation where possible.

The following are the estimated fair values of the Trust's financial instruments recognized on the consolidated statement of financial condition based on present value estimates of contractual cash flows and independent market quotes:

	<b>December 31, 2018</b>	
	<b>Carrying amount</b>	<b>Fair value</b>
Subordinated note receivable	€ 300,000,000	199,200,000
Embedded derivative – Subordinated note receivable	193,358,577	193,358,577
Preferred securities subject to redemption	300,000,000	199,200,000
Embedded derivative – Preferred securities subject to redemption	193,358,577	193,358,577

The Trust's embedded derivative instruments are classified within Level 3 of the fair value hierarchy, as determination of fair value of these instruments is derived from pricing models that use significant unobservable inputs, including maturity, yield and credit spreads. The unrealized gains and (losses) incurred on the two embedded derivative instruments above were €12,150,127 and (€12,150,127), which offset in gains (losses) on embedded derivative instruments on the consolidated statement of operations for the year ended December 31, 2018. There were no realized gains or losses, transfers in or out of Level 3, purchases, sales, issuance, or settlements during the year ending December 31, 2018.

The preferred securities subject to redemption would be classified within Level 2 of the fair value hierarchy as the Trust's estimation of the fair value of these preferred securities is based upon quoted prices, or quotes of similar instruments, in markets that are not considered to be active. The relevant terms

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

Notes to Consolidated Financial Statements

December 31, 2018

of the subordinated note receivable are identical to the terms of the preferred securities subject to redemption, except for stated maturity date and notional amount, and the Trust would be required to redeem the preferred securities subject to redemption if DBAG elects to redeem the subordinated note receivable. Therefore, a reasonable estimate of the fair value of the subordinated note receivable is represented by the fair value of the preferred securities subject to redemption and the subordinated note receivable would also be classified within Level 2 of the fair value hierarchy.

## 6) Variable Interest Entities

ASC Topic 810, *Consolidation*, requires a company to consolidate entities as the primary beneficiary, when the equity investors lack essential characteristics of a controlling financial interest, if the company has (1) the power to direct the activities of the entity that most significantly impact its economic performance and (2) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could be significant to the entity. The Trust has identified its investment in the preferred securities issued by the Company to be variable interests and considers itself as the primary beneficiary, resulting in the consolidation of the Company.

## 7) Related-Party Transactions

Related-party transactions consist of the subordinated note receivable dated June 27, 2005, which is with DBAG. The note is in the amount of €300,000,000. The note is due on June 27, 2035. The note bears interest at a fixed rate equal to 7.00% for the first five payment periods and a floating rate thereafter, which shall in no event be less than 1.75% and more than the rate per annum corresponding to the 10-year EUR CMS rate. All interest earned on the note is passed through to the holders of the Trust Preferred Securities in the form of interest payments.

The subordinated note receivable shall not be redeemable by DBAG prior to the maturity date except upon the occurrence of a Tax Event, a Regulatory Event or Investment Company Event (as defined in the Agreement). If DBAG redeems the subordinated note receivable, the Trust must redeem the Trust Preferred Securities under the redemption terms as stated in the Agreement. Any redemption of the Trust Preferred Securities, in whole or in part, will be at an amount equal to €1,000 per Trust Preferred Security and an amount equal to €1,000 per Trust Common Security plus any additional amounts, if any, plus any accrued and unpaid Capital Payments (as defined in the agreement) for the then current Payment Period (as defined in the Agreement) ending on the date of redemption (the Redemption Price). In the case of redemption upon the occurrence of a Trust Special Redemption Event (as defined in the Agreement), the Company's Capital Securities would be distributed, after satisfaction of the claims of the creditors, if any, on a pro rata basis to the Holders of the Trust Preferred Securities and the Holder of the Trust Common Security in liquidation of such Holders interest in the Trust.

In the event of any voluntary or involuntary liquidation, dissolution, winding up or termination of the Trust, the holders of the Trust Preferred Securities at the time outstanding shall, subject to certain limitations, be entitled to receive (a) the Company's Capital Securities in an aggregate stated liquidation preference amount (as defined in the Agreement) on such Trust Preferred Securities and (b) pro rata based on the respective liquidation preference amounts of the Trust Preferred Securities, any other assets of the Trust.

A Tax Event means (A) receipt by DBAG of an opinion of a nationally recognized law firm or other tax adviser in the United States or Germany, as appropriate, experienced in such matters, to the effect, that, as a result of (i) any amendment to, or clarification of, or change (including any announced prospective change) in, the laws or treaties (or any regulations promulgated thereunder) of the United States or Germany or any political subdivision or taxing authority thereof or therein affecting taxation (ii) any

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

## Notes to Consolidated Financial Statements

December 31, 2018

judicial decision, official administrative pronouncement, published or private ruling, regulatory procedure, notice or announcement (including any notice or announcement of intent to adopt such procedures or regulations) by any legislative body, court, governmental authority or regulatory body (an Administrative Action) or (iii) any amendment to, clarification of, or change in the official position or the interpretation of such Administrative Action or any interpretation or pronouncement that provides for a position with respect to such Administrative Action that differs from the theretofore generally accepted position, in each case, by any legislative body, court, governmental authority or regulatory body, irrespective of the manner in which such amendment, clarification or change is made known, which amendment, clarification or change is effective, or which pronouncement or decision is announced, on or after the date of issuance of the Company Securities and Trust Preferred Securities, there is more than an insubstantial risk that (a) the Trust or Company is or will be subject to more than a de minimis amount of taxes, duties or other governmental charges, or (b) the Trust, the Company or obligor on the Obligations would be obligated to pay Additional Amounts or (B) a final determination has been made by the German tax authorities to the effect that DBAG, as obligor on the Obligations, may not, in the determination of its taxable income for the purposes of determining German corporate income tax in any year, deduct in full interest payments on the Obligations (except to the extent such interest payments are determined to be connected with income of a branch that is not subject to taxation in Germany). However, none of the foregoing will constitute a Tax Event if it may be avoided by DBAG, the Trust or the Company taking reasonable measures under the circumstances.

A Regulatory Event means that DBAG is notified by a relevant regulatory authority that, as a result of the occurrence of any amendment to, or change (including any change that has been adopted but has not yet become effective) in, the relevant regulatory and accounting provisions applicable in Germany or under the international bank capital standards promulgated by the Committee on Banking Supervision at the Bank for International Settlements DBAG is not, or will not be, allowed to treat the Company Capital Securities as supplementary or Tier 2 regulatory capital for capital adequacy purposes on a consolidated basis.

An Investment Company Event means that DBAG will have requested and received an opinion of a nationally recognized U.S. law firm experienced in such matters to the effect that there is more than an insubstantial risk that the Company or the Trust is or will be considered an investment company within the meaning of the Investment Company Act of 1940, as amended, as a result of any judicial decision, pronouncement or interpretation (irrespective of the manner made known), the adoption or amendment of any law, rule or regulation, or any notice or announcement (including any notice or announcement of intent to adopt such law, rule or regulation) by any U.S. legislative body, court, governmental agency, or regulatory authority, in each case after the date of the Agreement.

DBAG, an affiliated entity, pays all administrative expenses incurred by the Trust and the Company. In addition, DBAG and the Company have entered into a support undertaking for the benefit of the Trust and the holders of the Trust Preferred Securities.

The Common Security of the Company is held by DBAG and is reported as non-controlling interest.

# DEUTSCHE BANK CAPITAL FINANCE TRUST I

Notes to Consolidated Financial Statements

December 31, 2018

## 8) Subsequent Events

The Trust has evaluated events for possible recognition or disclosure in the consolidated financial statements through March 29, 2019, the date the consolidated financial statements were available to be issued. No matters were identified which would require recognition or disclosure in the consolidated financial statements for the year ended December 31, 2018.

## Responsibility Statement by the Regular Trustees

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements of Trust give a true and fair view of the assets, liabilities, financial position and profit or loss of Trust, and the management report of Trust includes a fair review of the development and performance of the business and the position of Trust, together with a description of the principal opportunities and risks associated with the expected development of Trust.

New York/New York, March 29, 2019

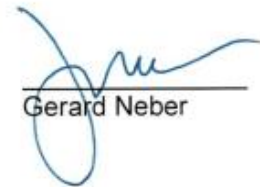
The Regular Trustees



Joseph Silverberg



Sean Rahavy



Gerard Neber