

Pursuant to article 16 para. 3 of the German Securities Prospectus Act investors who have already agreed to purchase or subscribe for Notes issued under the Programme (as defined herein) before this Supplement (as defined herein) has been published shall have the right, exercisable within two working days after the publication of this Supplement, to withdraw their purchase or subscription orders, provided that the new factor arose before the final closing of the offer to the public and the delivery of the securities. In this case the withdrawal has to be addressed to the Issuer (as defined below).

Supplement pursuant to article 16 para. 1 of the German Securities Prospectus Act  
dated 19 December 2012

to the base prospectus dated  
3 May 2012 and lastly supplemented on 28 September 2012  
relating to

## **Deutsche Pfandbriefbank AG**

Munich, Federal Republic of Germany

as Issuer

### **Euro 50,000,000,000 Debt Issuance Programme (the “Programme”)**

This supplement (the “Third Supplement” or the “Supplement”) to the base prospectus dated 3 May 2012 is prepared in connection with the Euro 50,000,000,000 Debt Issuance Programme (the “Programme”) of Deutsche Pfandbriefbank AG (the “Issuer”) and is supplemental to, and should be read in conjunction with, the base prospectus dated 3 May 2012 as supplemented on 22 August 2012 (the “First Supplement”) and on 28 September 2012 (the “Second Supplement”) (together with the base prospectus dated 3 May 2012, the “Original Base Prospectus”) in respect of the Programme. Unless otherwise stated or the context otherwise requires, terms defined in the Original Base Prospectus shall have the same meaning when used in the Third Supplement. As used herein, the term “Base Prospectus” means the Original Base Prospectus as amended by the Third Supplement.

**The Issuer accepts responsibility for the information contained in or incorporated by reference into this Base Prospectus. The Issuer hereby declares that all information contained in this Base Prospectus is true and accurate to the knowledge of the Issuer and that no material circumstances have been omitted.**

The Third Supplement has been approved by the *Bundesanstalt für Finanzdienstleistungsaufsicht* of the Federal Republic of Germany in its capacity as competent authority (the “Competent Authority”) under the German Securities Prospectus Act (*Wertpapierprospektgesetz*) which implements Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as lastly amended by Directive 2010/73/EU and Directive 2010/78/EU of the European Parliament and of the Council of 24 November 2010. Application has been made to the Competent Authority to provide the *Commission de Surveillance du Secteur Financier* (the “CSSF”) of the Grand Duchy of Luxembourg, the *Autoriteit Financiële Markten* of the Netherlands, the *Financial Services Authority* of the United Kingdom, the *Irish Financial Services Regulatory Authority* of Ireland, the *Finanzmarktaufsicht* of Austria, the *Kredittilsynet / Oslo Børs* of Norway and the *Commissione Nazionale per le Società e la Borsa* of Italy with a certificate of approval attesting that the Third Supplement has been drawn up in accordance with the German Securities Prospectus Act and with a copy of the Third Supplement.

This Third Supplement has been filed with the Competent Authority and has been published together with the Original Base Prospectus on the website of the Issuer ([www.pfandbriefbank.com](http://www.pfandbriefbank.com)). Upon request (to be addressed to Deutsche Pfandbriefbank AG, Freisinger Straße 5, 85716 Unterschleißheim, Germany), the Issuer will provide, free of charge, a copy of this Third Supplement and of the Original Base Prospectus.

This Third Supplement has been prepared following the publication of the downgrade by Moody's Investors Service of the Issuer's long-term senior unsecured, short-term senior unsecured and Public Sector Pfandbriefe ratings on 14 December 2012.

## OVERALL AMENDMENTS

If reference is made in the Original Base Prospectus to "Base Prospectus", then the respective reference includes all changes made by the First Supplement, the Second Supplement and the Third Supplement.

### I. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "IV. DEUTSCHE PFANDBRIEFBANK AG"

*On page 47 of the Original Base Prospectus, the following paragraph shall be added at the end of subsection "2. Information about the Issuer – Recent Events" as supplemented by the Supplement dated 22 August 2012:*

"With the downgrade of the Issuer's long-term senior unsecured, short-term senior unsecured and Public Sector Pfandbriefe ratings on 14 December 2012, Moody's concluded its review for downgrade of those ratings; the Issuer's Mortgage Pfandbriefe remain under review for downgrade (for details see Section "XIII. General Description of the Programme" subsection "5. Ratings")."

### II. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "XIII. GENERAL DESCRIPTION OF THE PROGRAMME"

*On page 230 of the Original Base Prospectus, the information contained in the subsection "5. Ratings" as supplemented by the Supplement dated 28 September 2012 shall be deleted and replaced as follows:*

"As at the date of the Supplement dated 19 December 2012, the following ratings have been assigned:

#### Standard & Poor's

Public Sector Pfandbriefe	AA+
Mortgage Pfandbriefe	AA+
Long-Term Senior Unsecured	BBB
Short-Term Senior Unsecured	A-2

#### Moody's

Public Sector Pfandbriefe	Aa1
Mortgage Pfandbriefe	Aa1
Long-Term Senior Unsecured	Baa2
Short-Term Senior Unsecured	P-2

#### Fitch

Long-Term Senior Unsecured	A-
Short-Term Senior Unsecured	F1

On 28 September 2012, Fitch has downgraded the Issuer's Mortgage Pfandbriefe to "AA" from "AA+" and, subsequently has withdrawn the rating for Mortgage Pfandbriefe as the Issuer has chosen to stop participating in the rating process (see Section IV.2 under "Recent Events" as supplemented by the Supplement dated 22 August 2012). The withdrawal applies not only to future issuances, but also for Mortgage Pfandbriefe already issued under the Programme.

On 14 December 2012, Moody's Investors Service has downgraded the Issuer's long-term senior unsecured rating

to "Baa2" from "A3" and the short-term senior unsecured rating to "P-2" from "P-1" with negative outlook on both ratings. At the same time Moody's has downgraded the Issuer's Public Sector Pfandbriefe to "Aa1" from "Aaa" which concluded the review for downgrade of the Issuer's public sector covered bond rating. The Issuer's Mortgage Pfandbriefe remain under review for downgrade.

If above reference is made to the "long-term" rating then this expresses an opinion of the ability of the Issuer to honour long-term senior unsecured financial obligations and contracts; if reference is made to "short-term" ratings then this expresses an opinion of the ability of the Issuer to honour short-term financial obligations.

The ratings have the following meanings:

Standard & Poor's: AA\*: An obligor rated 'AA' has very strong capacity to meet its financial commitments. It differs from the highest-rated obligors only to a small degree.

BBB\*: An obligor rated 'BBB' has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments.

A-2: An obligor rated 'A-2' has satisfactory capacity to meet its financial commitments. However, it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in the highest rating category.

*\* Plus (+) or minus (-): The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.*

Moody's: Aa\*: Obligations rated Aa are judged to be of high quality and are subject to very low credit risk.

Baa\*: Obligations rated Baa are subject to moderate credit risk. They are considered medium-grade and as such may possess certain speculative characteristics.

P-2: Issuers (or supporting institutions) rated Prime-2 have a strong ability to repay short-term debt obligations.

*\*Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.*

Fitch: AA\*: Very high credit quality. 'AA' ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

A\*: High credit quality. 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

F1: Highest short-term credit quality. Indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.

*\* Note: The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the 'AAA' Long-Term IDR category, or to Long-Term IDR categories below 'B'.*

Standard & Poor's, Moody's and Fitch (together in this paragraph, the "Rating Agencies") each are a credit rating agency established in the European Union and are registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies as amended by Regulation (EU) No. 513/2011 (the "Regulation") and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>.

Notes issued under the Programme may be rated or unrated. The ratings above do not immediately apply to any individual notes issued under the Programme and no assurance can be given that the rating assigned to Notes issued under the Programme will have the same rating as the rating contained in the Base Prospectus. In case the

Notes are rated, such rating will be disclosed in the relevant Final Terms within Part III, item 5 “Additional Information - Rating”.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency as deemed appropriate. Ratings are based on current information furnished to the rating agencies by the Issuer and information obtained by the rating agencies from other sources. Because ratings may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, a prospective purchaser should verify the current long-term and short-term ratings of the Issuer and/or of the Notes, as the case may be, before purchasing the Notes. Rating agencies may change their methodology at any time. A change in the rating methodology may have an impact on the rating of Notes issued or to be issued under this Programme. For the evaluation and usage of ratings, please refer to the Rating Agencies’ pertinent criteria and explanations, the relevant terms of use are to be considered. Ratings should not substitute individual analysis (see Section III.1 “Risks relating to the Issuer and Hypo Real Estate Group” under “The Issuer bears the risk of downgrading of the ratings assigned to it which may have a negative effect on the funding opportunities and thus on its liquidity, financial position, net assets and results of operation.”).

Signatories on behalf of Deutsche Pfandbriefbank AG

Eschborn, as of 19 December 2012

signed by Götz Michl  
Head of Funding

signed by Martina Horn  
Legal Counsel