

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 Fourth Supplement (as defined herein) has been published shall have the right, exercisable within two working days after the publication of this Fourth 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. A withdrawal, if any, is to be addressed to Deutsche Pfandbriefbank AG, Freisinger Straße 5, 85716 Unterschleißheim, Germany provided that the relevant agreement to purchase or subscribe has been entered into with Deutsche Pfandbriefbank AG or to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

Supplement pursuant to article 16 para. 1 of the German Securities Prospectus Act  
dated 21 July 2015

to the base prospectus dated  
11 May 2015  
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 “Fourth Supplement”) to the base prospectus dated 11 May 2015 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 11 May 2015 as supplemented on 22 May 2015 (the “First Supplement”), on 19 June 2015 (the “Second Supplement”) and on 23 June 2015 (the “Third Supplement”) (the base prospectus dated 11 May 2015 together with the First Supplement, the Second Supplement and the Third Supplement, 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 Fourth Supplement. As used herein, the term “Base Prospectus” means the Original Base Prospectus as supplemented by the Fourth 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 Fourth 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 amended, into German law. Please note that the approval of the Base Prospectus by the Competent Authority is based on the scrutiny of the completeness of the Base Prospectus including the consistency and the comprehensibility only. Application will be 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 Conduct Authority* of the United Kingdom, the *Irish Financial Services Regulatory Authority* of Ireland, the *Finanzmarktaufsicht* of Austria, the *Kreditilsynet / Oslo Børs* of Norway, the *Commissione Nazionale per le Società e la Borsa* of Italy and the *Comisión Nacional del Mercado de Valores* of the Kingdom of Spain with a certificate of approval attesting that the Fourth Supplement has been drawn up in accordance with the German Securities Prospectus Act and with a copy of the Fourth Supplement.

This Fourth 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 the Fourth Supplement and of the Original Base Prospectus.

The Fourth Supplement has been prepared following the publication of an announcement of the Issuer on 16 July 2015 pursuant to which 107,580,245 shares of the Issuer have been successfully placed with investors and 134,475,308 of its shares have been admitted to trading on the Frankfurt Stock Exchange.

## **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, the Third Supplement and the Fourth Supplement.

### **I. SUPPLEMENTAL INFORMATION RELATING TO THE TABLE OF CONTENTS**

*On page 2 of the Original Base Prospectus, the references to items under “V. HYPO REAL ESTATE GROUP” shall be deleted.*

*On page 4 of the Original Base Prospectus, the references to “APPENDIX II. Hypo Real Estate Group Financial Information 2014” and to “APPENDIX III. Hypo Real Estate Holding Financial Information 2014” shall be deleted.*

## II. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “I. SUMMARY”

*On page 6 of the Original Base Prospectus, the information in the last paragraph of “Section B – Issuer” under “Element B.5 – Organisational structure” as supplemented by the Second Supplement, shall be deleted and replaced by the following information:*

“On 10 June 2015, the Issuer published the decision to prepare the listing of part of its shares in the “Prime Standard” segment of the Frankfurt Stock Exchange, and that its sole shareholder, Hypo Real Estate Holding, does not further pursue the sale process of the Issuer for the time being.

On 16 July 2015, the Issuer published an announcement pursuant to which 107,580,245 shares of the Issuer have been successfully placed with investors and 134,475,308 shares have been admitted to trading on the Frankfurt Stock Exchange. Following the completion of this initial public offering (IPO), the Federal Republic of Germany will continue to maintain an indirect shareholding – via the German Financial Markets Stabilisation Fund (*Finanzstabilisierungsfonds*) and Hypo Real Estate Holding – amounting to a minimum of 20 per cent., but not exceeding 24.9 per cent., for a two year period based on respective lock up commitments.

On 17 July 2015, S&P reviewed the Issuer’s unsecured ratings in the light of the initial public offering (IPO) and confirmed the Issuer’s senior unsecured ratings. The outlook was changed from „developing“ to „negative“.”

*On page 7 of the Original Base Prospectus, the second paragraph below the financial information of the Issuer for the three-month period ended 31 March 2015 in “Section B – Issuer” under “Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer” as supplemented by the Second Supplement, shall be deleted.*

*On page 7 of the Original Base Prospectus, the following information shall be added at the end of the last paragraph of “Section B – Issuer” under “Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer” as supplemented by the Second Supplement:*

“On 3 July 2015, SoFFin and the Issuer entered into an agreement regarding the termination of the silent participation of SoFFin (*stille Einlage*). The repayment in the amount of EUR 1.0 billion has occurred on 6 July 2015. In the Issuer’s consolidated statement of financial position according to IFRS, equity decreased by EUR 1.0 billion due to this repayment agreement.”

*On page 7 of the Original Base Prospectus, the information in the last paragraph of “Section B – Issuer” under “Element B.13 – Recent developments” as supplemented by the First Supplement and by the Second Supplement, shall be deleted and replaced by the following information:*

“S&P reviewed both of the Issuer’s Pfandbrief programs under their revised covered bond criteria, effective since 12 January 2015. The results of the review were published on 9 July 2015. S&P downgraded the Issuer’s ratings for Public Sector Pfandbriefe from “AA+” to “AA-” and revised the outlook from “negative” to “developing”. The rating of the Mortgage Pfandbriefe remains at AA+ but the outlook improved from “negative” to “stable”.

As regards the successful placement of shares of the Issuer, the admission to trading of shares on the Frankfurt Stock Exchange and the completion of the initial public offering see under “Element B.5” above.”

*On page 7 of the Original Base Prospectus, the information in “Section B – Issuer” under “Element B.14 – Organisational structure and dependence of the Issuer upon other entities within the group”, shall be deleted and replaced by the following information:*

“see Element B.5

Not applicable.”

*On page 8 of the Original Base Prospectus, the information in “Section B – Issuer” under “Element B.16 – Major shareholders”, shall be deleted and replaced by the following information:*

“Following the completion of the initial public offering, the Hypo Real Estate Holding will continue to hold 20 per cent. to 24.9 per cent. of the Issuer’s share capital.

The German Securities Trading Act (*Wertpapierhandelsgesetz*) requires investors in publicly-traded corporations whose investments reach certain thresholds to notify both the corporation and the BaFin of such change within four trading days. The minimum disclosure threshold is 3 per cent. of the corporation’s issued voting share capital. As at the date of the Fourth Supplement dated 21 July 2015, there is to the Issuer’s knowledge only one shareholder holding more than 3 and less than 5 per cent. of the Deutsche Pfandbriefbank shares.”

*On page 8 of the Original Base Prospectus the information in “Section B – Issuer” under “Element B.17 – Ratings” as supplemented by the First Supplement and by the Second Supplement, shall be deleted and replaced by the following information:*

“As of the date of the Fourth Supplement dated 21 July 2015, the following mandated ratings have been assigned to the Issuer:

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	Aa2*

\* Continuation of rating mandate is currently being assessed

DBRS

Long-Term Senior Unsecured	A (low)*
Short-Term Senior Unsecured	R-1 (low)*

\* Under review negative

”

*On page 8 of the Original Base Prospectus, the information in the subsection “Element B.18 – Nature and scope of the guarantee” under “Section B – Issuer”, shall be deleted and replaced by the following information:*

“Not applicable.”

*On page 8 et seq. of the Original Base Prospectus, the subsection “Element B.19 – Information about Hypo Real Estate Group” in “Section B – Issuer” shall be deleted.*

*On page 15 of the Original Base Prospectus, the risk factor contained in the tenth paragraph in “Section D – Risks” under “Element D.2 – Key information on the key risks that are specific to the Issuer and the Guarantor”, shall be deleted and replaced by the following information:*

“The Issuer bears the risk of downgrading of the ratings assigned to it, its Pfandbriefe and its other debt or hybrid instruments which may have a negative effect on the Issuer’s funding opportunities, on triggers and termination rights within derivatives and other contracts and on access to suitable hedge counterparties and thus on the Issuer’s business, liquidity situation and its development in assets, financial position and earnings. The withdrawal from the Hypo Real Estate Group increases the likelihood of a downgrade of the ratings.”

*On page 16 of the Original Base Prospectus, the risk factor contained in the ninth paragraph in “Section D –*

*Risks” under “Element D.2 – Key information on the key risks that are specific to the Issuer and the Guarantor”, shall be deleted and replaced by the following information:*

*“Hypo Real Estate Holding’s Keep Well Statement in relation to the Issuer has been terminated with effect as of 20 July 2015 which may lead to a loss of business and funding opportunities of the Issuer and Holders of Notes issued after such termination do not benefit from the Keep Well Statement.”*

*On page 16 of the Original Base Prospectus, the risk factor contained in the tenth paragraph in “Section D – Risks” under “Element D.2 – Key information on the key risks that are specific to the Issuer and the Guarantor”, shall be deleted.*

### III. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “II. DEUTSCHE ÜBERSETZUNG DER ZUSAMMENFASSUNG”

*On page 21 of the Original Base Prospectus, the information in the last paragraph of “Abschnitt B – Emittent” under “Punkt B.5 – Konzernstruktur” as supplemented by the Second Supplement, shall be deleted and replaced by the following information:*

„Am 10. Juni 2015 veröffentlichte die Emittentin die Entscheidung, einen Börsengang im „Prime Standard“ der Frankfurter Wertpapierbörse vorzubereiten, und dass ihre Alleingesellschafterin, die Hypo Real Estate Holding, den Verkaufsprozess der Emittentin bis auf Weiteres aussetzt.

Am 16. Juli 2015 veröffentlichte die Emittentin eine Bekanntmachung, wonach 107.580.245 Aktien der Emittentin erfolgreich bei Investoren platziert und 134.475.308 Aktien zum Handel an der Frankfurter Wertpapierbörse zugelassen wurden. Nach dem Abschluss dieses öffentlichen Angebots von Aktien der Emittentin (IPO) wird die Bundesrepublik Deutschland – über den Finanzmarktstabilisierungsfonds und die Hypo Real Estate Holding indirekt – für zwei Jahre auf Basis entsprechender Haltevereinbarungen mindestens 20% und maximal 24,9% der Aktien der Emittentin halten.

Am 17. Juli 2015 hat S&P die unsecured ratings der Emittentin im Zusammenhang mit dem öffentlichen Angebot von Aktien der Emittentin (IPO) überprüft und die senior unsecured Ratings bestätigt. Der Ausblick wurde von „developing“ auf „negativ“ geändert.“

*On page 22 of the Original Base Prospectus, the second paragraph below the financial information of the Issuer for the three-month period ended 31 March 2015 in “Abschnitt B – Emittent” under “Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen über den Emittenten, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition des Emittenten” as supplemented by the Second Supplement, shall be deleted.*

*On page 22 of the Original Base Prospectus, the following information shall be added at the end of the last paragraph of “Abschnitt B – Emittent” under “Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen über den Emittenten, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition des Emittenten” as supplemented by the Second Supplement:*

„Am 3. Juli 2015 haben die Emittentin und die SoFFin eine Vereinbarung hinsichtlich der Rückzahlung der von SoFFin gewährten stillen Einlage geschlossen. Die Rückzahlung in Höhe von EUR 1,0 Milliarden erfolgte am 6. Juli 2015. In der Konzernbilanz der Emittentin nach IFRS verringerte sich aufgrund der Rückzahlungsvereinbarung das Eigenkapital um EUR 1,0 Milliarden.“

*On page 23 of the Original Base Prospectus, the information in the last paragraph of “Abschnitt B – Emittent” under “Punkt B.13 – Aktuelle Entwicklungen” as supplemented by the First Supplement and by the Second Supplement, shall be deleted and replaced by the following information:*

„S&P hat die beiden Pfandbriefprogramme der Emittentin unter Anwendung der angepassten Ratingkriterien für Pfandbriefe, die seit dem 12. Januar 2015 gelten, überprüft. Die Ergebnisse dieser Überprüfung wurden am 9. Juli 2015 veröffentlicht. S&P hat die Ratings der Emittentin für Öffentliche Pfandbriefe von „AA+“ auf „AA-“ herabgestuft und den Ausblick auf von „negative“ zu „developing“ geändert. Das Rating für Hypothekenpfandbriefe bleibt bei „AA+“, wobei sich der Ausblick von „negative“ zu „stable“ verbessert hat.

Bezüglich der erfolgreichen Platzierung von Aktien der Emittentin, der Handelszulassung an der Frankfurt Wertpapierbörse sowie des Abschlusses des öffentlichen Angebots von Aktien (IPO), siehe unter „Punkt B.5“ oben.“

*On page 23 of the Original Base Prospectus, the information in “Abschnitt B – Emittent” under “Punkt B.14 – Konzernstruktur sowie Abhängigkeit des Emittenten von anderen Konzerngesellschaften”, shall be deleted and*

replaced by the following information:

„siehe Punkt B.5

Entfällt.“

*On page 23 of the Original Base Prospectus, the information in “Abschnitt B – Emittent” under “Punkt B.16 – Unmittelbare oder mittelbare Beteiligungen oder Beherrschungsverhältnisse”, shall be deleted and replaced by the following information:*

„Nach Abschluss des öffentlichen Angebots von Aktien (IPO) wird die Hypo Real Estate Holding weiterhin 20% bis 24,9% des Stammkapitals der Emittentin halten.

Nach dem deutschen Wertpapierhandelsgesetz (*WpHG*) haben Investoren von börsennotierten Gesellschaften, deren Beteiligungen bestimmte Schwellenwerte erreichen, sowohl der Gesellschaft als auch der BaFin solche Veränderungen innerhalb von vier Handelstagen mitzuteilen. Die Mindestschwelle im Hinblick auf die Mitteilung liegt bei 3% des stimmberechtigten Stammkapitals an einer Gesellschaft. Zum Datum des Vierten Nachtrags vom 21. Juli 2015 gibt es nach Kenntnis der Emittentin lediglich einen Gesellschafter, welcher mehr als 3% und weniger als 5% der Aktien der Deutschen Pfandbriefbank hält.“

*On page 23 et seq. of the Original Base Prospectus the information in “Abschnitt B – Emittent” under “Punkt B.17 – Rating” as supplemented by the First Supplement and by the Second Supplement, shall be deleted and replaced by the following information:*

„Zum Datum des Vierten Nachtrags vom 21. Juli 2015 wurden die folgenden mandatierten Ratings für die Emittentin erteilt:

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	Aa2*

\* Fortführung des Ratingmandats wird zurzeit geprüft

DBRS

Long-Term Senior Unsecured	A (low)*
Short-Term Senior Unsecured	R-1 (low)*

\* Under review negative

*On page 24 of the Original Base Prospectus, the information in the subsection “Punkt B.18 – Art und Umfang der Garantie” under “Abschnitt B – Emittent”, shall be deleted and replaced by the following information:*

„Entfällt.“

*On page 24 et seq. of the Original Base Prospectus, the subsection “Punkt B.19 – Informationen bezüglich der Hypo Real Estate Group” in “Abschnitt B – Emittentin” shall be deleted.*

*On page 31 of the Original Base Prospectus, the risk factor contained in the tenth paragraph in “Abschnitt D – Risiken” under “Punkt D.2 – Zentrale Angaben zu den zentralen Risiken, die dem Emittenten und dem Garanten eigen sind”, shall be deleted and replaced by the following information:*

„Die Emittentin trägt das Risiko von Herabstufungen ihrer Emittenten Ratings oder der Ratings ihrer Pfandbriefe sowie ihrer anderen Verbindlichkeiten und hybriden Refinanzierungsmittel, was negative Auswirkungen auf die Refinanzierungsmöglichkeiten, auf Trigger und Kündigungsrechte in Derivate- und anderen Verträgen und auf die Verfügbarkeit geeigneter Hedge Counterparties, und somit auch auf die Geschäftslage, Liquiditätssituation, Vermögens-, Finanzlage und Ertragslage der Emittentin haben könnte. Das Ausscheiden aus der Hypo Real Estate Group erhöht die Wahrscheinlichkeit einer Herabstufung der Ratings.“

*On page 32 of the Original Base Prospectus, the risk factor contained in the ninth paragraph in “Abschnitt D – Risiken” under “Punkt D.2 – Zentrale Angaben zu den zentralen Risiken, die dem Emittenten und dem Garanten eigen sind”, shall be deleted and replaced by the following information:*

„Die Hypo Real Estate Holding hat ihre in Bezug auf die Emittentin abgegebene Patronatserklärung mit Wirkung zum 20. Juli 2015 beendet, was zu einem Verlust von Geschäfts- und Refinanzierungsmöglichkeiten der Emittentin führen könnte. Anleihegläubiger von Schuldverschreibungen, die nach dieser Beendigung emittiert wurden, können sich nicht auf die Patronatserklärung berufen.“

*On page 32 of the Original Base Prospectus, the risk factor contained in the tenth paragraph in “Abschnitt D – Risiken” under “Punkt D.2 – Zentrale Angaben zu den zentralen Risiken, die dem Emittenten und dem Garanten eigen sind”, shall be deleted.*



#### IV. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “III. RISK FACTORS”

##### 1. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “1. RISKS RELATING TO THE ISSUER”

*On page 40 et seq. of the Original Base Prospectus, the risk factor “The Issuer bears the risk of downgrading of the ratings assigned to it which may have a negative effect on the Issuer’s funding opportunities, on triggers and termination rights within derivatives and other contracts and on access to suitable hedge counterparties and thus on the Issuer’s business, liquidity situation and its development in assets, financial position and earnings. In particular, besides the rating pressure resulting from the implementation of the bail-in regime in Europe, a potential change of ownership in connection with the envisaged reprivatisation of the Issuer increases the risk of the occurrence of a multiple-notch rating downgrade. The application of changed Covered Bond Rating Criteria may result in downgrades of Pfandbrief-Ratings.” as supplemented by the First Supplement, shall be deleted and replaced by the following new risk factor:*

***“The Issuer bears the risk of downgrading of the ratings assigned to it, its Pfandbriefe and its other debt or hybrid instruments which may have a negative effect on the Issuer’s funding opportunities, on triggers and termination rights within derivatives and other contracts and on access to suitable hedge counterparties and thus on the Issuer’s business, liquidity situation and its development in assets, financial position and earnings. The withdrawal from the Hypo Real Estate Group increases the likelihood of a downgrade of the ratings.***

The Issuer is generally exposed to the risk that the ratings assigned to it by rating agencies could be downgraded.

A rating, solicited or unsolicited, is not a recommendation to buy, sell or hold securities and may be subject to revision, 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 at any time, 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. Changes to specific rating drivers with regard to the Issuer or its Pfandbriefe as well as of other debt or hybrid instruments issued by the Issuer or its affiliates may affect a rating agency's assessment and may hence lead to rating downgrades or changes in rating outlooks. Rating agencies may change their methodology at any time. A change in the rating methodology may have an impact on the ratings of the Issuer or on the 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 cannot serve as a substitute for personal analysis. The credit ratings assigned to the Notes at the request or with the cooperation of the Issuer by rating agencies from time to time will be set out in the relevant final terms relating to such issue. Following termination of a rating mandate, the Issuer will no longer apply for such ratings to be assigned to Notes to be issued under the Programme.

At present, rating agencies continue to adapt their methodologies and models in order to assess, amongst other factors, the changing macro-economic environment, external requirements on banks and the potential impact of the European sovereign debt crisis. These include the new European legislative initiatives to centralise supervision of systemically important banks and to support bank resolution and bail-in of unsecured creditors. As of the date of the Fourth Supplement dated 21 July 2015, the methodological changes that have been announced in this context were not fully finalised or have not yet been completely implemented, but such implementations are expected in the course of the year.

These changes particularly affect the senior unsecured ratings of the Issuer and may lead to a rating downgrade of the Issuer. Whilst strong reductions or even elimination of systemic support uplift is conceivable for banks operating under bail-in regimes, the possible extent of rating downgrades of the Issuer depends on the respective degree of systemic support uplift taken into account in the Issuers’ current senior unsecured ratings and the rating agencies’ ultimate dealings with this topic.

In addition to the pressure to the rating resulting from the implementation of the bail-in regime in Europe, the withdrawal from Hypo Real Estate Group of the Issuer increases the risk of the occurrence of a rating downgrade. Rating agencies have so far been taking the view that, inter alia, due to the Issuer’s shareholding structure with an indirect 100 per cent. ownership of the Federal Republic of Germany, extraordinary support of the Issuer from the German government would be available if needed and that the Issuer’s operations benefitted from the indirect state ownership. This justified, in the past, more favorable ratings.

Against this backdrop, Hypo Real Estate Holding, the Issuer, FMS and FMSA entered into a lock-up agreement

(the “HRE Lock-up Agreement”) on or about 22 June 2015, which contains a commitment of Hypo Real Estate Holding as the selling shareholder for a period ending two years after the first day of trading of the shares of the Issuer on the Frankfurt Stock Exchange as of 16 July 2015. The Issuer expects that, upon the expiry of this lock-up period, the Federal Republic of Germany will aim at reducing its (indirect) holding in the Issuer in a gradual manner. While the objective of the lock-up commitment is that the indirect shareholding of the Federal Republic of Germany continues to be both sufficient and required to maintain the Issuer’s issuer credit rating at investment grade level, this cannot ensure that rating agencies acknowledge a rating uplift resulting from the indirect shareholding of the Federal Republic of Germany. Even if a rating agency acknowledges a rating uplift resulting from the indirect shareholding of the Federal Republic of Germany, this rating agency may change its view in the future. In addition, the rating uplift associated with the indirect shareholding of the Federal Republic of Germany may even not be sufficient to assign an investment grade rating. Furthermore, the parties to the HRE Lock-up Agreement may amend or terminate (including, potentially, in case the indirect shareholding of the Federal Republic of Germany is not sufficient anymore to maintain the Issuer’s issuer credit rating at investment grade level) the agreement or shares could be sold or otherwise transferred in breach of the lock-up commitment. In any of these cases, and no later than upon the expiry of the lock-up commitment two years after 16 July 2015, a rating uplift resulting from the indirect shareholding of the Federal Republic of Germany, if any, could fall away.

Changes to the Issuer’s ratings may have corresponding effects on Pfandbrief ratings and ratings for other debt or hybrid instruments of pbb Group. With regard to the ratings of Pfandbriefe, rating agencies define, and regularly review, over-collateralisation requirements in order to assign their ratings. This may result in an increase of the over-collateralisation requirements and, in case no such collateral is provided, have a negative impact on the current ratings of the Pfandbriefe issued by the Issuer (which could result in higher refinancing costs). If additional collateral was to be provided in order to meet new over-collateralisation requirements, this would have to be refinanced by other means of funding (i. e. the issuance of unsecured debt) and an increase of such over-collateralisation requirements could negatively impact the liquidity situation of the Issuer.

A rating downgrade of senior liabilities, especially below investment grade (also as the Notes issued by the Issuer are then no longer eligible for collateral in return for liquidity offered by the ECB in its monetary policy operations), could have negative effects, on the funding opportunities of the Issuer and could significantly increase the costs of refinancing. Furthermore, a downgrade could have a negative impact on triggers and termination rights under derivatives and other contracts, and on the access to suitable hedge counterparties. A rating downgrade could also result in the Issuer being required to provide (additional) collateral due to contractual obligations (margin calls) and therefore lead to increased liquidity needs. Furthermore, a rating downgrade, especially below investment grade, could prohibit certain investors from investing in, or holding the Notes issued by, the Issuer and thereby limit the basis of available and cost efficient funding and/or may lead to pressure on such Notes and, thereby, negatively affect their price. Especially in the case of sub-investment grade ratings, the Issuer may be facing severe difficulties to write new business in the absence of sufficient or affordable funding. This would prohibit the Issuer from pursuing its business strategy. The Issuer’s business model and strategy are based on the assumption that the Issuer’s senior unsecured liabilities remain rated at investment grade level. Thus, in particular if none of the mandated long-term senior unsecured ratings are at investment grade level, this would have a material adverse effect on the Issuer.

The negative effects described above could also be the result of a “split” rating (where a rating downgrade is not carried out simultaneously by all relevant rating agencies and one long-term rating remains at investment grade level while the other(s) are sub-investment grade, even if unsolicited) or in the event that the Issuer or its Notes were assigned a rating by one rating agency only (where the other ratings have for example been withdrawn).

If any of these risks materialise, they could have a material adverse effect on the Issuer’s business, liquidity situation and its development in assets, financial position and earnings.”

*On page 45 of the Original Base Prospectus, the risk factor “It is planned that Hypo Real Estate Holding’s Keep Well Statement in relation to the Issuer will be terminated which may lead to a loss of business and funding opportunities of the Issuer and Holders of Notes would not benefit from the Keep Well Statement if the Notes are issued after the termination. Even if Notes are issued prior to the termination Holders of such Notes do not have a direct claim for payment under the Notes against Hypo Real Estate Holding unless the Issuer has become insolvent.” shall be deleted and replaced by the following information:*

***“Hypo Real Estate Holding’s Keep Well Statement in relation to the Issuer has been terminated which may lead to a loss of business and funding opportunities of the Issuer and Holders of Notes issued after such termination do not benefit from the Keep Well Statement.*”**

Hypo Real Estate Holding had issued a Keep Well Statement (*Patronatserklärung*), according to which Hypo Real

Estate Holding ensures that the Issuer is able to meet its contractual obligations (except in the case of political risk). The Keep Well Statement is for the benefit of the Issuer only. Hypo Real Estate Holding has terminated the Keep Well Statement with effect as of the settlement of the reprivatization of the Issuer, i.e. on 20 July 2015. As a consequence of the termination of the Keep Well Statement, the Issuer may lose business and funding opportunities which it previously enjoyed. This loss could arise because the Issuer's business partners took the existence of the Keep Well Statement into consideration, counting on support of the Issuer from Hypo Real Estate Holding and, hence, from its ultimate parent, the Federal Republic of Germany, if needed. The loss of business and funding opportunities (including the opportunity to obtain funding at favorable conditions) arising from the Issuer and its consolidated subsidiaries no longer benefitting from Keep Well Statement may have a material adverse impact on its business, financial position and results of operations.

Liabilities of the Issuer created after termination do not benefit from the Keep Well Statement and Holder of Notes issued after the termination are not be protected. However, even if liabilities are created prior to the termination, creditors cannot rely on the fact that the Keep Well Statement is applicable until the end of the term of the respective obligation.

In any case it should be taken into account that the Keep Well Statement does not constitute a guarantee. Therefore, prior to an insolvency of the Issuer it does not give Holders of the Notes issued by the Issuer under this Programme a direct claim against Hypo Real Estate Holding to demand payment under the Notes in the event that the Issuer is not in compliance with its obligations under the Notes."

*On page 45 of the Original Base Prospectus, the risk factor "If in connection with the planned reprivatisation, the exemption pursuant to Art 7 CRR ceases to apply, then this could result in additional capital requirements or a limitation of business activities and, consequently, could have a negative impact on the Issuer's development in assets, financial position and earnings." shall be deleted.*

## **2. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "2. RISKS RELATING TO HYPO REAL ESTATE GROUP"**

*On page 46 of the Original Base Prospectus, the information in "2. RISKS RELATING TO HYPO REAL ESTATE GROUP" shall be deleted and replaced by the following information:*

"Not applicable."

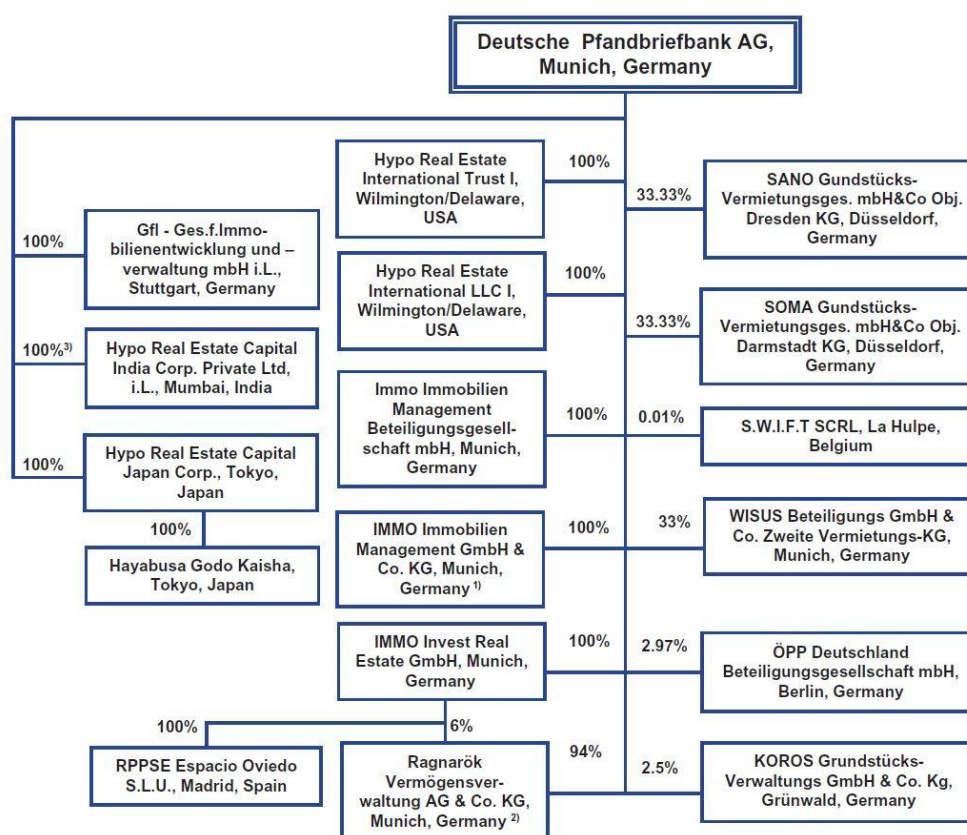
**V. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION “IV. DEUTSCHE PFANDBRIEFBANK AG”**

**1. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “2. INFORMATION ABOUT THE ISSUER”**

*On page 54 et seq. of the Original Base Prospectus, the subsection “Integration into Hypo Real Estate Group and Keep Well Statement”, shall be deleted and replaced by the following subsection:*

**“Group structure of the Issuer**

As at the date of the Fourth Supplement dated 21 July 2015, the legal structure of the Issuer is as follows:



On 10 June 2015, the Issuer published the decision to prepare the listing of part of its shares in the “Prime Standard” segment of the Frankfurt Stock Exchange, and that its sole shareholder, Hypo Real Estate Holding, does not further pursue the sale process of the Issuer for the time being. On 16 July 2015, the Issuer published an announcement pursuant to which 107,580,245 shares of the Issuer have been successfully placed with investors and 134,475,308 shares have been admitted to trading on the Frankfurt Stock Exchange. Following the completion of this initial public offering (IPO), the Federal Republic of Germany will continue to maintain an indirect shareholding – via the German Financial Markets Stabilisation Fund (*Finanzstabilisierungsfonds*) and Hypo Real Estate Holding – amounting to a minimum of 20 per cent., but not exceeding 24.9 per cent., for a two year period based on respective lock up commitments.

Prior to the reprivatisation, Hypo Real Estate Holding was the parent company of the Issuer and had lastly published a keep well statement with respect to the Issuer in its unconsolidated annual report 2014 (the “Keep Well Statement”), according to which Hypo Real Estate Holding ensured that the Issuer is able to meet its contractual obligations (except in the case of political risk). With effect as of 20 July 2015, Hypo Real Estate Holding termi-

nated the Keep Well Statement. As a consequence, liabilities of the Issuer created after termination do not benefit from the Keep Well Statement. However, even if liabilities are created prior to the termination, creditors cannot rely on the fact that the Keep Well Statement is applicable until the end of the term of the respective obligation.”

*On page 56 of the Original Base Prospectus, the information in the subsection “Strategic Reorganisation of Hypo Real Estate Group and Approval of State Aid Measures by the European Commission”, shall be deleted and replaced by the following information:*

“Since 2009, the Issuer had formed the strategic core bank of Hypo Real Estate Group. With the positive decision of the European Commission on 18 July 2011 regarding the approval of the state aid of the Federal Republic of Germany for Hypo Real Estate Group, it simultaneously recognised the viability of the business model of the Issuer as a specialist bank for real estate finance and public investment finance.

With its approval, the European Commission imposed a number of conditions for its approval, which Hypo Real Estate Group complied with. The remaining condition applicable to the Issuer was the medium-term reprivatization of the Issuer until the end of 2015 (for details see “Sale of Hypo Real Estate Holding’s Participation in the Issuer” below).

With the redemption of the silent participation (*stille Einlage*) granted by SoFFin on 6 July 2015 (for details see “Agreement on the Repayment of the SoFFin Silent Participation” in Section IV.9 “Material Contracts” below) and following the Issuer’s reprivatization, the restrictions on the Issuer imposed by the European Commission, including restrictions as regards interest and profit-participation payments for certain instruments do no longer apply to the Issuer.”

*On page 57 et seq. of the Original Base Prospectus, the information in the subsection “Sale of Hypo Real Estate Holding’s Participation in the Issuer” as supplemented by the Second Supplement, shall be deleted and replaced by the following information:*

“On 17 February 2015, Hypo Real Estate Holding’s intention to sell its participation in the Issuer and the period of time by the end of which written statements of interests in participating in the sale process must be submitted was published (for details see under [www.dgap.de](http://www.dgap.de)). In the announcement it was stated that parallel to the sale process, Hypo Real Estate Holding is preparing an initial public offering of its participation as an alternative means of sale.

In the announcement, a further statement was made that SoFFin expects its silent participation in the Issuer in the amount of Euro 1 billion to be fully repaid to it prior to the closing of the sale process or the initial public offering which may have a material impact on the financial position of the Issuer. In particular, the envisaged repayment of the silent participation would result in a reduction of the Issuer’s total capital. On 10 June 2015, the Issuer published the decision to prepare the listing of part of its shares in the “Prime Standard” segment of the Frankfurt Stock Exchange, and that its sole shareholder, Hypo Real Estate Holding, does not further pursue the sale process of the Issuer. The decision was made by extraordinary general shareholder meetings of the Issuer and of Hypo Real Estate Holding and following prior approval by the FMSA’s inter-ministerial Steering Committee (*Lenkungsausschuss*) which decides on stabilisation measures, policy issues, matters of particular importance or conditions regarding SoFFin measures. On 16 July 2015, the Issuer published an announcement pursuant to which 107,580,245 shares of the Issuer have been successfully placed at EUR 10.75 per share with 6,589,289 shares of them being placed in connection with an over-allotment. Based on this offer price, the total gross volume of placement amounted to approximately EUR 1.156 billion. Pursuant to the same announcement, 134,475,308 shares have been admitted to trading on the Frankfurt Stock Exchange. Following the completion of this initial public offering (IPO) the Federal Republic of Germany will continue to maintain an indirect shareholding – via the German Financial Markets Stabilisation Fund (*Finanzstabilisierungsfonds*) and Hypo Real Estate Holding – amounting to a minimum of 20 per cent., but not exceeding 24.9 per cent., for a two year period based on respective lock up commitments (for details see “Lock-Up Agreements and other Agreements in connection with the Reprivatization” in Section IV.9 “Material Contracts” below).

In connection therewith, the silent participation granted by the SoFFin was repaid by the Issuer on 6 July 2015 (for details see “Agreement on the Repayment of the silent participation (*stille Einlage*)” in Section IV.9 “Material Contracts” below). Furthermore, the Keep Well Statement granted by Hypo Real Estate Holding has been terminated with effect as of 20 July 2015 (for details see “Group Structure of the Issuer” in Section IV.2 “Information about the Issuer”).

For further details on the offering of shares of the Issuer see pages 109 – 115 of the IPO Prospectus 7 July 2015 as incorporated by reference into this Prospectus (see Section XV.9 “Incorporation by Reference”).”

*On page 58 of the Original Base Prospectus, the last paragraph in the subsection “Recent Events” as supplemented by the First Supplement and by the Second Supplement, shall be deleted and replaced by the following information:*

“S&P reviewed both of the Issuer’s Pfandbrief programs under their revised covered bond criteria, effective since 12 January 2015. The results of the review were published on 9 July 2015. S&P downgraded the Issuer’s ratings for Public Sector Pfandbriefe from “AA+” to “AA-” and revised the outlook from “negative” to “developing”. The rating of the Mortgage Pfandbriefe remains at AA+ but the outlook improved from “negative” to “stable”.

With respect to the publication of the Issuer on 16 July 2015 as regards the successful placement of 107,580,245 shares with investors and the admission to trading of 134,475,308 shares on the Frankfurt Stock Exchange and consequential measures see “Sale of Hypo Real Estate Holding’s Participation in the Issuer” in Section IV.2 “Information about the Issuer”.

On 17 July 2015, S&P reviewed the Issuer’s unsecured ratings in the light of the initial public offering (IPO) and confirmed the Issuer’s senior unsecured ratings. The outlook was changed from „developing“ to „negative“.

## **2. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “3. BUSINESS OVERVIEW”**

*On page 58 et seq. of the Original Base Prospectus, the second paragraph of the section “3. BUSINESS OVERVIEW” shall be deleted and replaced by the following information:*

“It should be noted that following the approval of the European Commission of the state aid provided to Hypo Real Estate Group (for details see Section IV.2 “Information about the Issuer – Strategic Reorganisation of Hypo Real Estate Group and Approval of State Aid Measures by the European Commission”) the business model was restricted as a consequence of conditions imposed by the European Commission as further specified below. Growth for the next few years had been limited in line with the approval of the European Commission, and new business must generate a defined minimum return. After the reprivatisation those covenants are no longer applicable. For further details on the business of the Issuer at the time of the reprivatisation see pages 214 – 248 of the IPO Prospectus 7 July 2015 as incorporated by reference into this Prospectus (see Section XV.9 “Incorporation by Reference”).”

## **3. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “4. ORGANISATIONAL STRUCTURE”**

*On page 60 of the Original Base Prospectus, the information in the subsection “Dependency of the Issuer within Hypo Real Estate Group” shall be deleted and replaced by the following information:*

“Following the completion of the initial public offering, the Hypo Real Estate Holding will continue to hold 20 per cent. to 24.9 per cent. of the Issuer’s share capital.”

## **4. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “5. TREND INFORMATION”**

*On page 60 of the Original Base Prospectus, the second paragraph of the section “5. TREND INFORMATION” shall be deleted and replaced by the following information:*

“The outlook for the European economy in the second half of 2015 continues to look fairly benign. Private consumption is expected to remain the main pillar of economic growth, as most observers see unemployment declining further from structurally high levels. A further pick-up in business investments should also put the economic recovery on a broader basis. However, net export activity might remain weak, thus not adding significantly to, or in some cases even subtracting from, economic growth. Furthermore, downside risks to the European economic recovery still remain in place. These risks mainly stem from higher short-term and long-term U.S. interest rates, uncertainties regarding the future developments in Greece, the very sluggish pick-up in global trade and persisting geopolitical concerns in Eastern Europe and the Middle East.

Based on a positive development of the income statement in the first three months 2015 and following the completion of the initial public offering, the Issuer continues to aim for further growth in the year 2015. In particular, pbb Group aims to further improve profitability mainly expressed in profit before tax and return on equity before and after tax and efficiency expressed in a lower cost income ratio. As in previous years, it is expected that the Real Estate Finance segment will be the primary driver for profit or loss before tax.”

**5. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “6. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES”**

*On page 61 et seq. of the Original Base Prospectus, the information in the subsection “The Supervisory Board”, shall be deleted and replaced by the following information:*

“In accordance with the Articles of Association, the Supervisory Board consists of nine members of whom six are elected by the General Meeting of Shareholders and three are elected by the employees in accordance with the German One Third-Participation Act (*Drittelbeteiligungsgesetz*).

As at the date of the Fourth Supplement dated 21 July 2015, members of the Supervisory Board of the Issuer are:

Name and Position	Other Mandates
<p><b>Dr. Günther Bräunig</b> Chairman of the Supervisory Board (Member of the Management Board of KfW)</p>	<p>KfW Frankfurt am Main, Germany, Member of the Management Board AFT – Agence France Trésor, Paris, France, Member of the Strategic Committee True Sale International GmbH, Frankfurt/Main, Germany, Chairman of the Advisory Council</p>
<p><b>Dagmar P. Kollmann</b> Deputy Chairperson of the Supervisory Board (Entrepreneur)</p>	<p>Bank Gutmann Aktiengesellschaft, Vienna, Austria, Member of the Supervisory Board Landeskreditbank Baden-Württemberg – Förderbank (L-Bank), Karlsruhe/Stuttgart, Germany, Member of the Advisory Board KfW IPEX-Bank GmbH, Frankfurt, Germany, Member of the Supervisory Board Deutsche Telekom AG, Bonn, Germany, Member of the Supervisory Board Unibail-Rodamco SE, Paris, France, Member of the Supervisory Board, (since 23 April 2014)</p>
<p><b>Dr. Thomas Duhnkrack</b></p>	<p>Hauck &amp; Aufhäuser Privatbankiers KGaA, Frankfurt am Main, Germany, Member of the Supervisory Board Lloyd Fonds AG, Hamburg, Germany, Deputy Chairman of the Supervisory Board PREMIUM Equity Partners GmbH, Frankfurt am Main, Germany, Partner and Shareholder WWF Deutschland, Berlin, Germany Member of the Board of Trustees.</p>
<p><b>Dr. Christian Gebauer-Rochholz</b><sup>*)</sup> (Bank Employee)</p>	<p>None</p>
<p><b>Georg Kordick</b><sup>*)</sup> (Employee Representative)</p>	<p>None</p>

**Joachim Plessner**

(Former member of the Management Board of Eurohypo AG)

Commerz Real Investmentgesellschaft mbH, Wiesbaden, Germany, Member of the Supervisory Board  
Deutsche Immobilien Chancen Beteiligungs-AG, Frankfurt, Germany, Member of the Supervisory Board  
Pandion AG, Köln, Germany,  
Chairman of the Supervisory Board  
Accumulata Immobilien Development GmbH, München, Germany, Member of the Advisory Board  
GEG German Estate Group AG, Frankfurt, Germany, Member of the Supervisory Board

**Heike Theißing<sup>\*)</sup>**

(Employee Representative)

None

**Dr. Hedda von Wedel**

(Retired President of the Bundesrechnungshof)

None

<sup>\*)</sup> Employee representative according to the One Third-Participation Act (*Drittelbeteiligungsgesetz*).

As regards the replacement of Dr. Jeromin Zettelmeyer, member of the Supervisory Board until 20 July 2015, an application will be filed with the local court (*Amtsgericht*) of Munich to appoint a new member of the Supervisory Board after the resignation of Dr. Jeromin Zettelmeyer taking effect.

The business address of the Supervisory Board of the Issuer is Freisinger Str. 5, 85716 Unterschleissheim, Germany.”

**6. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “7. MAJOR SHAREHOLDER”**

*On page 63 of the Original Base Prospectus, the information in the section “7. MAJOR SHAREHOLDERS” shall be deleted and replaced by the following information:*

“Following the completion of the initial public offering, the Hypo Real Estate Holding will continue to hold 20 per cent. to 24.9 per cent of the Issuer’s share capital.

The German Securities Trading Act (*Wertpapierhandelsgesetz*) requires investors in publicly-traded corporations whose investments reach certain thresholds to notify both the corporation and the BaFin of such change within four trading days. The minimum disclosure threshold is 3 per cent. of the corporation’s issued voting share capital. As at the date of the Fourth Supplement dated 21 July 2015, there is to the Issuer’s knowledge only one shareholder holding more than 3 and less than 5 per cent. of the Deutsche Pfandbriefbank shares.”

**7. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “8. HISTORICAL FINANCIAL INFORMATION”**

*On page 64 of the Original Base Prospectus, the following information shall be added after the fifth paragraph of the subsection “Legal and Arbitration Proceedings”, as supplemented by the Second Supplement:*

“As at the date of the Fourth Supplement dated 21 July 2015, the Issuer and FMS Wertmanagement are debating as to whether the Issuer is entitled to claim reimbursement of (i) certain costs and expenses during its provision of services to FMS Wertmanagement until 30 September 2013 as well as (ii) certain tax advantages in connection with the transfer of former subsidiaries of the Issuer to FMS Wertmanagement.

The Issuer has filed a lawsuit before the regional court (*Landgericht*) Frankfurt am Main against HETA Asset Resolution AG (“HETA”) for omitted coupon payments and has served a third party notice to the Austrian Federal State of Carinthia. Furthermore, the Issuer has filed an appeal against the HETA Moratorium with the Austrian financial markets supervisory authority.”



*On page 64 of the Original Base Prospectus, the following information shall be added at the end of the subsection “Significant Change in Issuer’s Financial Position”, as supplemented by the Second Supplement:*

“On 3 July 2015, SoFFin and the Issuer entered into an agreement regarding the termination of the silent participation of SoFFin (*stille Einlage*). The repayment has occurred on 6 July 2015 (for details see “Agreement on the Repayment of the SoFFin Silent Participation” in Section IV.9 “Material Contracts” below). In the Issuer’s consolidated statement of financial position according to IFRS, equity decreased by EUR 1.0 billion due to this repayment agreement.

For additional information on changes in the final position of the Issuer since 31 March 2015, see pages O-1 – O-2 of the IPO Prospectus 7 July 2015 as incorporated by reference into this Prospectus (see Section XV.9 “Incorporation by Reference”).”

## **8. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “9. MATERIAL CONTRACTS”**

*On page 65 of the Original Base Prospectus, the last paragraph of the subsection “FMS Wertmanagement” shall be deleted.*

*On page 65 of the Original Base Prospectus, the first paragraph of the subsection “Hypo Real Estate Group” shall be deleted and replaced by the following information:*

“Two framework agreements (*Rahmenverträge*), which have been replaced by the New Framework Agreement with effect as of 20 July 2015 as described below, had been entered into with SoFFin: On 24 August 2010, a framework agreement (*Rahmenvertrag*) between Hypo Real Estate Holding, the Issuer and the SoFFin relating to the capitalisation measures granted by the SoFFin (the SoFFin’s shareholding and silent partnerships); and, on 30 September 2010, a framework agreement (*Rahmenvertrag*) between Hypo Real Estate Holding, the Issuer, FMSA, FMS Wertmanagement and the SoFFin relating to the establishment of the deconsolidated environment (*Abwicklungsanstalt*). Both framework agreements referred to the obligations of Hypo Real Estate Holding and of the Issuer in relation to the granted stabilisation measures, in particular as regards business policy, the European Union state aid proceedings, the compensation policy as well as penalties and possible compensation claims for damages in connection with the establishment of the deconsolidated environment (*Abwicklungsanstalt*). The Issuer assumes joint and several liability for all payment obligations of its subsidiaries resulting from the transaction agreements which have been transferred as part of the process of transferring assets to FMS Wertmanagement.

The SoFFin represented by the FMSA, the FMSA and the Issuer entered into a new framework agreement on the granting of stabilization measures which have become effective following the Issuer’s reprivatization, i.e. on 20 July 2015, in order to replace the framework agreements dated 24 August 2010 and 30 September 2010 between the Issuer on one side and the FMSA and SoFFin on the other side (the “New Framework Agreement”). The New Framework Agreement governs solely the future relationship between the Issuer and the FMSA and FMS Wertmanagement. The Issuer, the FMSA and SoFFin have therefore agreed that the effectiveness of such agreement between the Issuer, the FMSA and SoFFin shall not require the consent of the other parties to the framework agreements dated 24 August 2010 and 30 September 2010, respectively, in particular the consent of FMS Wertmanagement. Hypo Real Estate Holding has granted its consent to the New Framework Agreement and the release of the Issuer from its obligations towards the FMSA and SoFFin under the framework agreements dated 24 August 2010 and 30 September 2010. The New Framework Agreement is not the basis for granting new state aid measures but instead, the parties thereto agreed on the general conditions and requirements for the continued utilization of the capitalization measures already granted and not repaid prior to the offering of the shares.”

*On page 66 of the Original Base Prospectus, the following paragraphs shall be added after the subsection “Material Acquisitions and Divestitures”:*

### **“Agreement on the Repayment of the silent participation (*stille Einlage*)**

On 3 July 2015, SoFFin and the Issuer entered into an agreement regarding the termination of the silent participation of SoFFin (*stille Einlage*). Such agreement provided for a termination of the silent participation (*stille Einlage*) with immediate effect and required the Issuer to repay the silent participation (*stille Einlage*) at par, i.e. in an amount of EUR 1.0 billion, to SoFFin prior to the completion of the initial public offering. The repayment has occurred on 6 July 2015.

### **Lock-Up Agreements and other Agreements in connection with the Reprivatisation**

In addition to a lock-up commitment pursuant to which the Issuer has committed itself, inter alia, to an obligation vis-à-vis the underwriters of the shares publicly offered that it will refrain from certain measures regarding capital increases and measures with similar effect, Hypo Real Estate Holding, the Issuer, SoFFin and FMSA entered also into a separate lock-up agreement on or around 22 June 2015 (the “HRE Lock-up Agreement”), which contains a commitment of Hypo Real Estate Holding as the selling shareholder. The recitals to the HRE Lock-up Agreement state as the basis for Hypo Real Estate Holding's and SoFFin's willingness to enter into a lock-up commitment vis-à-vis the Issuer that prior to the reprivatization of the Issuer the indirect shareholding of the Federal Republic of Germany in the Issuer has been taken into account for the purpose of determining its issuer credit rating, and that such indirect shareholding continues to be both sufficient and required for the Issuer to maintain the issuer credit rating at investment grade level.

For further details on the HRE Lock-up Agreement and on other agreements the Issuer entered into in connection with the reprivatisation see pages 249 - 262 of the IPO Prospectus 7 July 2015 as incorporated by reference into this Prospectus (see Section XV.9 “Incorporation by Reference”).”

**VI. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION “V. HYPO REAL ESTATE GROUP”**

*On page 67 et seq. of the Original Base Prospectus, the information in the section “V. HYPO REAL ESTATE GROUP” as supplemented by the Second Supplement, shall be deleted and replaced by the following information:*

“Following the termination of the Keep Well Statement as of 20 July 2015, information as regards Hypo Real Estate Group is no longer relevant for the Issuer.”

**VII. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION “XV. GENERAL DESCRIPTION OF THE PROGRAMME”**

**1. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “4. RATINGS”**

*On page 370 of the Original Base Prospectus, the information in the first paragraph as supplemented by the First Supplement and by the Second Supplement shall be deleted and replaced by the following information:*

“As of the date of the Fourth Supplement dated 21 July 2015, the following mandated ratings have been assigned to the Issuer:

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	Aa2*

\* Continuation of rating mandate is currently being assessed

DBRS

Long-Term Senior Unsecured	A (low)*
Short-Term Senior Unsecured	R-1 (low)*

\* Under review negative

”

*On page 370 of the Original Base Prospectus, the following information shall be added after the seventh paragraph as supplemented by the First Supplement and by the Second Supplement:*

“S&P reviewed both of the Issuer’s Pfandbrief programs under their revised covered bond criteria, effective since 12 January 2015. The results of the review were published on 9 July 2015. S&P downgraded the Issuer’s ratings for Public Sector Pfandbriefe from “AA+” to “AA-” and revised the outlook from “negative” to “developing”. The rating of the Mortgage Pfandbriefe remains at AA+ but the outlook improved from “negative” to “stable”.

On 17 July 2015, S&P reviewed the Issuer’s unsecured ratings in the light of the initial public offering and confirmed the Issuer’s senior unsecured ratings. The outlook was changed from „developing“ to „negative“.”

**2. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “9. INCORPORATION BY REFERENCE”**

*On page 373 of the Original Base Prospectus, the following item shall be added at the end of the list of the documents incorporated by reference into the Original Base Prospectus:*

- Prospectus for the public offering of the Issuer dated 7 July 2015 published on the website of the Issuer ([www.pfandbriefbank.com](http://www.pfandbriefbank.com)) and filed with and approved by BaFin on 7 July 2015 in accordance with Sections 13, 14 WpPG (“IPO Prospectus 7 July 2015”).”

*On page 374 of the Original Base Prospectus, the tenth paragraph of the subsection “Table of Incorporated Sections” incorporating Hypo Real Estate Group Financial Information 2013 into the Original Base Prospectus, shall be deleted.*

*On page 375 of the Original Base Prospectus, the following information shall be added at the end of the table of the subsection “Table of Incorporated Sections”:*

“57	IV.2 Deutsche Pfandbriefbank AG – Information about the Issuer – Sale of Hypo Real Estate Holding’s Participation in the Issuer	<b><u>IPO Prospectus 7 July 2015</u></b> Section 5 - Offering (pages 109 – 115)
58	IV.3 Deutsche Pfandbriefbank AG – Business Overview	<b><u>IPO Prospectus 7 July 2015</u></b> Section 15 Business (pages 214 – 248)
64	IV.8 Deutsche Pfandbriefbank AG – Historical Financial Information – Significant Change in Issuer’s Financial Position	<b><u>IPO Prospectus 7 July 2015</u></b> Section 27 Recent Developments and Outlook (pages O-1 – O-2)
66	IV.9 Deutsche Pfandbriefbank AG – Material Contracts	<b><u>IPO Prospectus 7 July 2015</u></b> Subsection - 15.11 Material Contracts (pages 249 – 262)”

**VIII. SUPPLEMENTAL INFORMATION  
RELATING TO THE APPENDICES**

*On page 379 of the Original Base Prospectus, the section “APPENDIX II. Hypo Real Estate Group Financial Information 2014” shall be deleted.*

*On page 380 of the Original Base Prospectus, the section “APPENDIX III. Hypo Real Estate Holding Financial Information 2014” shall be deleted.*

Signatories on behalf of Deutsche Pfandbriefbank AG

Eschborn, as of 21 July 2015

signed by Götz Michl  
Managing Director

signed by Martina Horn  
Director