

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 Fifth Supplement (as defined herein) has been published shall have the right, exercisable within two working days after the publication of this Fifth 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. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.

Supplement pursuant to article 16 para. 1 of the German Securities Prospectus Act
dated 19 December 2016

to the base prospectus dated
11 April 2016
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 “Fifth Supplement”) to the base prospectus dated 11 April 2016 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 April 2016 as supplemented on 24 May 2016 (the “First Supplement”), on 4 July 2016 (the “Second Supplement”), on 22 August 2016 (the “Third Supplement”) and on 23 November 2016 (the “Fourth Supplement”) (the base prospectus dated 11 April 2016 together with the First Supplement, the Second Supplement, the Third Supplement and the Fourth 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 Fifth Supplement. As used herein, the term “Base Prospectus” means the Original Base Prospectus as supplemented by the Fifth 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 Fifth 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 Fifth Supplement has been drawn up in accordance with the German Securities Prospectus Act and with a copy of the Fifth Supplement.

This Fifth 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 (see <https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html>). 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 Fifth Supplement and of the Original Base Prospectus.

This Fifth Supplement has been prepared following the dissemination of an ad hoc announcement of Deutsche Pfandbriefbank AG (the “**Issuer**”) with respect to the initiation of an expert procedure concerning a credit default hedge under a synthetic securitization transaction on 13 December 2016 and in connection with rating actions by Standard & Poor’s as regards the long-term senior unsecured and the subordinated debt ratings of the Issuer on 15 December 2016.

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, the Fourth Supplement and the Fifth Supplement.

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

On page 7 of the Original Base Prospectus the following information shall be added at the end of the subsection “Section B – Issuer” under “Element B.13 – Recent developments”:

“On 13 December 2016, the Issuer has disseminated an ad hoc announcement with respect to the initiation of an expert procedure concerning a credit default hedge under a synthetic securitization transaction. In the event of the loss allocation being fully or partially unjustified, the Issuer would have to bear the losses to the respective extent, i.e. fully or partially.

On 15 December 2016, Standard & Poor’s placed the ratings of the Issuer’s long-term senior unsecured debt on credit watch “developing” pending on a review of debt classification. Standard & Poor’s declared that the ratings for certain senior unsecured debt, including Senior Notes under the Programme, will likely be lowered by one notch. In a further rating action, Standard & Poor’s upgraded the Issuer’s subordinated debt rating from “BB” to “BB+”.”

On page 8 et seq. of the Original Base Prospectus the information in “Section B – Issuer” under “Element B.17 – Ratings” shall be deleted and replaced by the following information:

“As of the date of the Fifth Supplement dated 19 December 2016, the following mandated ratings have been assigned:

Standard & Poor’s

Long-Term Senior Unsecured	BBB*
Short-Term Senior Unsecured	A-2
Subordinated Debt	BB+

* Credit watch “developing”

Moody’s

Public Sector Pfandbriefe	Aa1
Mortgage Pfandbriefe	Aa1

DBRS

Long-Term Senior Unsecured	BBB
Short-Term Senior Unsecured	R-2 (high)
Subordinated Debt	BBB (low)

”

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

On page 21 of the Original Base Prospectus the following information shall be added at the end of “Abschnitt B – Emittent” under “Punkt B.13 – Aktuelle Entwicklungen”:

„Am 13. Dezember 2016 hat die Emittentin eine Ad-hoc-Mitteilung hinsichtlich der Einleitung eines Expert Verfahrens bezüglich der Absicherung eines Kreditausfalls unter einer synthetischen Verbriefungstransaktion veröffentlicht. Sollte die Verlustzuweisung ganz oder teilweise unzulässig sein, wäre der Verlust insoweit, also ganz oder teilweise, von der Emittentin zu tragen.

Am 15. Dezember 2016 hat Standard & Poor’s die Ratings der Long-Term Senior Unsecured Verbindlichkeiten der Emittentin auf Credit Watch “developing” gesetzt. Standard & Poor’s hat verkündet, dass bestimmte Ratings bezüglich nicht nachrangiger und nicht besicherter Verbindlichkeiten, unter anderem Schuldverschreibungen unter dem Programm, wahrscheinlich um eine Stufe gesenkt werden. In einer weiteren Ratingaktion hat Standard & Poor’s das Rating für nachrangige Verbindlichkeiten der Emittentin (Subordinated Debt Rating) von “BB” auf “BB+” heraufgestuft.”

On page 22 of the Original Base Prospectus the information in “Abschnitt B – Emittent” under “Punkt B.17 – Rating” shall be deleted and replaced by the following information:

„Zum Datum dieses Fünften Nachtrags vom 19. Dezember 2016 wurden die folgenden mandatierten Ratings erteilt:

Standard & Poor’s

Long-Term Senior Unsecured	BBB*
Short-Term Senior Unsecured	A-2
Subordinated Debt	BB+

* Credit watch “developing”

Moody’s

Public Sector Pfandbriefe	Aa1
Mortgage Pfandbriefe	Aa1

DBRS

Long-Term Senior Unsecured	BBB
Short-Term Senior Unsecured	R-2 (high)
Subordinated Debt	BBB (low)

”

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

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

On page 53 of the Original Base Prospectus the following information shall be added at the end of the subsection “Recent Events”:

“On 13 December 2016, the Issuer has disseminated an ad hoc announcement pursuant to Article 17 of the regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (MAR) with respect to the initiation of an expert procedure concerning a credit default hedge under a synthetic securitization transaction. In February 2007, Hypo Real Estate Bank International AG, which was merged into Deutsche Pfandbriefbank AG in 2009, issued credit linked notes in connection with the Estate UK-3 synthetic securitization transaction (“**Credit Linked Notes**”). Those Credit Linked Notes hedge the default risk from certain credit exposures of the Issuer provided that the conditions for allocation of realized losses have been fulfilled in accordance with the terms of such notes. A default affecting one of the hedged exposures has caused a loss of approximately GBP 113.68 million. The Issuer intended to allocate this loss to the Credit Linked Notes and issued a loss allocation notice to the trustee on 30 November 2016. The trustee of the Estate UK-3 transaction, however, notified the Issuer on 13 December 2016 that in its view there is doubt as to whether such loss allocation is justified and that it will appoint a third party expert to determine the justification. In the event of the loss allocation being fully or partially unjustified, the Issuer would have to bear the losses to the respective extent, i.e. fully or partially.

On 15 December 2016, Standard & Poor’s placed the ratings of the Issuer’s long-term senior unsecured debt on credit watch “developing” pending on a review of debt classification. Standard & Poor’s declared that the ratings for certain senior unsecured debt, including Senior Notes under the Programme, will likely be lowered by one notch. In a further rating action, Standard & Poor’s upgraded the Issuer’s subordinated debt rating from “BB” to “BB+” (for details see section XIV. 4 “Ratings” below).”

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

On page 59 of the Original Base Prospectus the following information shall be added at the end of the subsection “Legal and Arbitration Proceedings”:

“On 13 December 2016, the Issuer has disseminated an ad hoc announcement with respect to the initiation of an expert procedure concerning a credit default hedge under a synthetic securitization transaction. In the event of the loss allocation being fully or partially unjustified, the Issuer would have to bear the losses to the respective extent, i.e. fully or partially (for details see section “2. Information about the Issuer”, subsection “Recent Events” above).”

IV. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “XIV. GENERAL DESCRIPTION OF THE PROGRAMME”

SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “4. RATINGS”

On page 359 et seq. of the Original Base Prospectus the information in the section “4. Ratings” shall be deleted and replaced by the following information:

“As of the date of the Fifth Supplement dated 19 December 2016, the following mandated ratings have been assigned to the Programme and/or the Issuer’s debt instruments:

Standard & Poor’s		
	Long-Term Senior Unsecured	BBB*
	Short-Term Senior Unsecured	A-2
	Subordinated Debt	BB+
* Credit watch “developing”		
Moody’s		
	Public Sector Pfandbriefe	Aa1
	Mortgage Pfandbriefe	Aa1
DBRS		
	Long-Term Senior Unsecured	BBB
	Short-Term Senior Unsecured	R-2 (high)
	Subordinated Debt	BBB (low)

On 15 December 2016, Standard & Poor’s placed the ratings of the Issuer’s long-term senior unsecured debt on credit watch “developing”. This rating action has been taken in connection with the review of certain long-term debt instruments, including Senior Notes under the Programme, which will in the case of insolvency on or after 1 January 2017 be satisfied only after other senior debt obligations have been satisfied (for details see section III.2 “Risks relating to the Notes – *In connection with the Bank Recovery and Resolution Directive which has been implemented in the Federal Republic of Germany by the Restructuring and Resolution Act with effect as of 1 January 2015, there is the risk that due to the resolution tools contained therein and the related absorption of losses, Holders of Notes, and particularly Holders of Subordinated Notes, may face the risk to fully lose their invested capital and related rights*”). Against this background, Standard & Poor’s declared that it intends to separate the current rating class of senior unsecured debt into two layers and, depending on the instruments’ specific characteristics, to either reclassify them as senior subordinated debt or to retain the senior unsecured classification. In case of classification as senior subordinated debt, ratings of such obligations, including Senior Notes under the Programme, will likely be lowered by one notch. The rating agency aims to resolve this classification in the first quarter of 2017.

In a further rating action, Standard & Poor’s upgraded the Issuer’s subordinated debt rating from “BB” to “BB+”. This is the result of an upgrade of the Issuer’s stand-alone credit profile to “bbb” from “bbb-” previously.

If above reference is made to the “long-term” rating then this expresses an opinion of the ability of the Issuer to honor 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 honor short-term financial obligations.

The ratings have the following meanings:

Standard & Poor’s: BBB*: An obligation rated ‘BBB’ exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

BB*: An obligation rated ‘BB’ is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor’s inadequate capacity to meet its financial commitment on the obligation.

A-2: A short-term obligation rated ‘A-2’ is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor’s capacity to meet its financial commitment on the

obligation is satisfactory.

* 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.

*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.

DBRS: BBB*: Obligations rated 'BBB' are judged to be of adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. May be vulnerable to future events.

R-2 (high)**: A short-term obligation rated 'R-2 (high)' is judged to be at the upper end of adequate credit quality. The capacity for the payment of short-term financial obligations as they fall due is acceptable. May be vulnerable to future events.

* Note: All rating categories other than AAA and D also contain subcategories "(high)" and "(low)". The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category.

** Note: The R-1 and R-2 rating categories are further denoted by the subcategories "(high)", "(middle)", and "(low)".

Standard & Poor's, Moody's and DBRS (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 most recently amended by Regulation (EU) No 462/2013 (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. 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. In case the Notes are expected to be rated, such rating will be disclosed in the relevant Final Terms within Part II, 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 cannot serve as a substitute for personal analysis (see section III.1 "Risks relating to the Issuer – *The Issuer bears the risk of downgrading of the ratings assigned to it, its Pfandbriefe and its other debt instruments including subordinated 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. In case the Federal Republic of Germany sells or reduces its indirect holding in the Issuer, there is a risk of the occurrence of a rating downgrade.*")."

Signatories on behalf of Deutsche Pfandbriefbank AG

Eschborn, as of 19 December 2016

signed by Götz Michl
Managing Director

signed by Martina Horn
Director