

Final Terms

6 February 2017

EUR 500,000,000 0.050 per cent. Mortgage Pfandbriefe due 9 August 2021

Series 15261, Tranche 1

issued pursuant to the

**Euro 50,000,000,000
Debt Issuance Programme**

of

Deutsche Pfandbriefbank AG

Issue Price: 99.901 per cent.

Issue Date: 8 February 2017

These Final Terms are issued to give details of an issue of Notes under the Euro 50,000,000,000 Debt Issuance Programme (the “Programme”) of Deutsche Pfandbriefbank AG (the “Issuer”) established on 15 December 1998 and lastly amended and restated on 11 April 2016. The Final Terms attached to the Base Prospectus dated 11 April 2016 and supplemented on 24 May 2016, 4 July 2016, 22 August 2016, 23 November 2016 and 19 December 2016 are presented in the form of a separate document containing only the final terms according to Article 26 para. 5 subpara. 2 of the Commission’s Regulation (EC) No 809/2004 of 29 April 2004 as amended (the “Regulation”). The Base Prospectus and any supplement thereto and the Final Terms have been published on the website of the Issuer www.pfandbriefbank.com (see <https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html>).

The Final Terms of the Notes must be read in conjunction with the Base Prospectus as so supplemented (save in respect of the Conditions, see below). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. A summary of the individual issue of the Notes is annexed to these Final Terms.

PART I – CONDITIONS
TEIL I – BEDINGUNGEN

Terms not otherwise defined herein shall have the meanings specified in the Terms and Conditions, as set out in the Base Prospectus (the “**Terms and Conditions**”).

Begriffe, die in den im Basisprospekt enthaltenen Emissionsbedingungen (die „Emissionsbedingungen“) definiert sind, haben, falls die Endgültigen Bedingungen nicht etwas anderes bestimmen, die gleiche Bedeutung, wenn sie in diesen Endgültigen Bedingungen verwendet werden.

The Terms and Conditions shall be completed and specified by the information contained in Part I of these Final Terms. The completed and specified provisions of the relevant Option V of the Terms and Conditions of the Notes (Replication Conditions) represent the conditions applicable to the relevant Series of Notes (the “**Conditions**”). If and to the extent the Conditions deviate from the Terms and Conditions, the Conditions shall prevail. If and to the extent the Conditions deviate from other terms contained in this document, the Conditions shall prevail.

Die Emissionsbedingungen werden durch die Angaben in Teil I dieser Endgültigen Bedingungen vervollständigt und spezifiziert. Die vervollständigten und spezifizierten Bestimmungen der maßgeblichen Option V der Emissionsbedingungen der Schuldverschreibungen (Konsolidierte Bedingungen) stellen für die betreffende Serie von Schuldverschreibungen die Bedingungen der Schuldverschreibungen dar (die „Bedingungen“). Sofern und soweit die Emissionsbedingungen von den Bedingungen abweichen, sind die Bedingungen maßgeblich. Sofern und soweit die Bedingungen von den übrigen Angaben in diesem Dokument abweichen, sind die Bedingungen maßgeblich.

The Conditions applicable to the Notes and the English language translation thereof, are as set out below.

Die für die Schuldverschreibungen geltenden Bedingungen sowie die englischsprachige Übersetzung sind wie nachfolgend aufgeführt.

EMISSIONSBEDINGUNGEN FÜR PFANDBRIEFE MIT FESTER VERZINSUNG

EUR 500.000.000 0,050 % Hypothekenpfandbriefe fällig am 9. August 2021, Serie 15261, Tranche 1
begeben aufgrund des

Euro 50.000.000.000
Debt Issuance Programme

der

Deutsche Pfandbriefbank AG

§ 1 WÄHRUNG, STÜCKELUNG, FORM, DEFINITIONEN

- (1) **Währung; Stückelung.** Diese Serie (die „Serie“) der Hypothekenpfandbriefe (die „Schuldverschreibungen“) der Deutsche Pfandbriefbank AG (die „Emittentin“) wird in Euro (die „Festgelegte Währung“) im Gesamtnennbetrag von Euro 500.000.000 (in Worten: Euro fünfhundert Millionen) in Stückelungen von Euro 1.000 (die „Festgelegten Stückerungen“) begeben.
- (2) **Form.** Die Schuldverschreibungen lauten auf den Inhaber.
- (3) **Dauerglobalurkunde.** Die Schuldverschreibungen sind durch eine Dauerglobalurkunde (die „Dauerglobalurkunde“) ohne Zinsscheine verbrieft. Die Dauerglobalurkunde trägt die eigenhändigen Unterschriften zweier ordnungsgemäß bevollmächtigter Vertreter der Emittentin und des von der Bundesanstalt für Finanzdienstleistungsaufsicht bestellten Treuhänders und ist von der Emissionsstelle oder in deren Namen mit einer Kontrollunterschrift versehen. Einzelurkunden und Zinsscheine werden nicht ausgegeben.
- (4) **Clearing System.** Jede die Schuldverschreibungen verbrieftende Globalurkunde (eine „Globalurkunde“) wird vom Clearing System oder im Namen des Clearing Systems verwahrt. „Clearing System“ im Sinne dieser Emissionsbedingungen bedeutet Clearstream Banking AG, Frankfurt am Main („CBF“).
- (5) **Gläubiger von Schuldverschreibungen.** „Gläubiger“ bedeutet jeder Inhaber eines Miteigentumsanteils oder anderen Rechts an den Schuldverschreibungen.
- (6) **Geschäftstag.** Geschäftstag („Geschäftstag“) bedeutet im Sinne dieser Emissionsbedingungen einen Tag (außer einem Samstag oder Sonntag), (i) an dem das Clearing System Zahlungen abwickelt und (ii) an dem alle betroffenen Bereiche von TARGET geöffnet sind, um Zahlungen abzuwickeln.

„TARGET“ bezeichnet das Trans-European Automated Real-time Gross settlement Express Transfer System (TARGET2) oder jedes Nachfolgesystem dazu.

§ 2 STATUS

Die Schuldverschreibungen begründen nicht nachrangige Verbindlichkeiten der Emittentin, die untereinander gleichrangig sind. Die Schuldverschreibungen sind nach Maßgabe des Pfandbriefgesetzes gedeckt und stehen mindestens im gleichen Rang mit allen anderen Verpflichtungen der Emittentin aus Hypothekenpfandbriefen.

§ 3 ZINSEN

- (1) **Zinssatz und Zinszahlungstage.** Die Schuldverschreibungen werden in Höhe ihres Nennbetrags verzinst, und zwar vom 8. Februar 2017 (einschließlich) bis zum Fälligkeitstag (wie in § 5 (1) definiert) (ausschließlich) mit jährlich 0,050 %.

Die Zinsen sind nachträglich am 9. August eines jeden Jahres zahlbar (jeweils ein „Zinszahlungstag“). Die erste Zinszahlung erfolgt am 9. August 2017 und beläuft sich auf Euro 0,25 je Schuldverschreibung im Nennbetrag von Euro 1.000. Die Anzahl der Zinszahlungstage im Kalenderjahr (jeweils ein „Feststellungstermin“) beträgt eins (1).

- (2) **Zahltag.** Fällt der Fälligkeitstag einer Zinszahlung in Bezug auf eine Schuldverschreibung auf einen Tag, der kein Geschäftstag (wie in § 1(6) definiert) ist, dann hat der Gläubiger keinen Anspruch auf Zahlung vor dem nächsten Geschäftstag am jeweiligen Geschäftsort und ist, je nach vorliegender Situation, weder berechtigt, weitere Zinsen oder sonstige Zahlungen aufgrund der Verschiebung zu verlangen noch muss er aufgrund der Verschiebung eine Kürzung der Zinsen hinnehmen.

- (3) **Zinslauf.** Der Zinslauf der Schuldverschreibungen endet mit dem Beginn des Tages, an dem sie zur Rückzahlung fällig werden. Falls die Emittentin die Schuldverschreibungen bei Fälligkeit nicht einlöst, fallen auf den ausstehenden Nennbetrag der Schuldverschreibungen ab dem Fälligkeitstag (einschließlich) bis zum Tag der tatsächlichen Rückzahlung (ausschließlich) Zinsen zum gesetzlich festgelegten Satz für Verzugszinsen¹ an, es sei

¹ Der gesetzliche Verzugszins beträgt für das Jahr fünf Prozentpunkte über dem von der Deutschen Bundesbank von Zeit zu Zeit veröffentlichten Basiszinssatz, §§ 288 Abs. 1, 247 BGB.

denn, die Schuldverschreibungen werden zu einem höheren Zinssatz als dem gesetzlich festgelegten Satz für Verzugszinsen verzinst, in welchem Fall die Verzinsung auch während des vorgenannten Zeitraums zu dem ursprünglichen Zinssatz erfolgt.

(4) **Berechnung von Stückzinsen.** Sofern Zinsen für einen Zeitraum von weniger als einem Jahr zu berechnen sind, erfolgt die Berechnung auf der Grundlage des Zinstagesquotienten (wie nachstehend definiert).

(5) **Zinstagequotient.** „Zinstagequotient“ bezeichnet im Hinblick auf die Berechnung des Zinsbetrages auf eine Schuldverschreibung für einen beliebigen Zeitraum (der „*Zinsberechnungszeitraum*“):

1. wenn der Zinsberechnungszeitraum (einschließlich des ersten aber ausschließlich des letzten Tages dieser Periode) kürzer ist als die Feststellungsperiode, in die das Ende des Zinsberechnungszeitraums fällt oder ihr entspricht, die Anzahl der Tage in dem betreffenden Zinsberechnungszeitraum (einschließlich des ersten aber ausschließlich des letzten Tages dieser Periode) geteilt durch die Anzahl der Tage in der Feststellungsperiode, in die der Zinsberechnungszeitraum fällt;

2. wenn der Zinsberechnungszeitraum länger ist als die Feststellungsperiode, in die das Ende des Zinsberechnungszeitraumes fällt, die Summe aus (A) der Anzahl der Tage in dem Zinsberechnungszeitraum, die in die Feststellungsperiode fallen, in welcher der Zinsberechnungszeitraum beginnt, geteilt durch die Anzahl der Tage in der Feststellungsperiode und (B) der Anzahl von Tagen in dem Zinsberechnungszeitraum, die in die nächste Feststellungsperiode fallen, geteilt durch die Anzahl der Tage in dieser Feststellungsperiode.

„*Feststellungsperiode*“ ist die Periode ab einem Zinszahlungstag oder, wenn es keinen solchen gibt, ab dem Verzinsungsbeginn (jeweils einschließlich desselben) bis zum nächsten oder ersten Zinszahlungstag (ausschließlich desselben). Zum Zwecke der Bestimmung der ersten Feststellungsperiode gilt der 9. August 2016 als Verzinsungsbeginn.

§ 4 ZAHLUNGEN

(1) (a) **Zahlungen auf Kapital.** Zahlungen auf Kapital in Bezug auf die Schuldverschreibungen erfolgen nach Maßgabe des nachstehenden Absatzes (2) an das Clearing System oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearing Systems gegen Vorlage und (außer im Fall von Teilzahlungen) Einreichung der die Schuldverschreibungen zum Zeitpunkt der Zahlung verbriefenden Globalurkunde bei der bezeichneten Geschäftsstelle der Emissionsstelle außerhalb der Vereinigten Staaten.

(b) **Zahlung von Zinsen.** Die Zahlung von Zinsen auf Schuldverschreibungen erfolgt nach Maßgabe von Absatz (2) an das Clearing System oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearing Systems. Die Zahlung von Zinsen auf Schuldverschreibungen erfolgt nur außerhalb der Vereinigten Staaten.

(2) **Zahlungsweise.** Vorbehaltlich geltender steuerlicher und sonstiger gesetzlicher Regelungen und Vorschriften erfolgen zu leistende Zahlungen auf die Schuldverschreibungen in der frei handelbaren und konvertierbaren Währung, die am entsprechenden Fälligkeitstag die Währung des Staates der Festgelegten Währung ist.

(3) **Vereinigte Staaten.** Für die Zwecke des Absatzes (1) dieses § 4 bezeichnet „*Vereinigte Staaten*“ die Vereinigten Staaten von Amerika (einschließlich deren Bundesstaaten und des District of Columbia) sowie deren Territorien (einschließlich Puerto Rico, U.S. Virgin Islands, Guam, American Samoa, Wake Island und Northern Mariana Islands).

(4) **Erfüllung.** Die Emittentin wird durch Leistung der Zahlung an das Clearing System oder dessen Order von ihrer Zahlungspflicht befreit.

(5) **Zahltag.** Fällt der Fälligkeitstag einer Zahlung in Bezug auf eine Schuldverschreibung auf einen Tag, der kein Geschäftstag ist, dann hat der Gläubiger, vorbehaltlich anderweitiger Bestimmungen in diesen Emissionsbedingungen, keinen Anspruch auf Zahlung vor dem nächsten Geschäftstag am jeweiligen Geschäftsort. Der Gläubiger ist nicht berechtigt, weitere Zinsen oder sonstige Zahlungen aufgrund dieser Verzögerung zu verlangen.

(6) **Bezugnahmen auf Kapital.** Bezugnahmen in diesen Emissionsbedingungen auf Kapital der Schuldverschreibungen schließen, soweit anwendbar, die folgenden Beträge ein: den Rückzahlungsbetrag der Schuldverschreibungen; sowie jeden Aufschlag sowie sonstige auf oder in Bezug auf die Schuldverschreibungen zahlbaren Beträge.

(7) **Hinterlegung von Kapital und Zinsen.** Die Emittentin ist berechtigt, beim Amtsgericht München Zins- oder Kapitalbeträge zu hinterlegen, die von den Gläubigern nicht innerhalb von zwölf Monaten nach dem Fälligkeitstag beansprucht worden sind, auch wenn die Gläubiger sich nicht in Annahmeverzug befinden. Soweit eine solche Hinterlegung erfolgt, und auf das Recht der Rücknahme verzichtet wird, erlöschen die Ansprüche der Gläubiger gegen die Emittentin.

§ 5 RÜCKZAHLUNG

Soweit nicht zuvor bereits ganz oder teilweise zurückgezahlt oder angekauft und entwertet, werden die Schuldverschreibungen zu ihrem Rückzahlungsbetrag am 9. August 2021 (der „*Fälligkeitstag*“) zurückgezahlt. Der Rück-

zahlungsbetrag in Bezug auf jede Schuldverschreibung entspricht dem Nennbetrag der Schuldverschreibungen.

§ 6 DIE EMISSIONSSTELLE UND DIE ZAHLSTELLE

(1) **Bestellung; Bezeichnete Geschäftsstelle.** Die anfänglich bestellte Emissionsstelle und die anfänglich bestellte Zahlstelle und deren jeweilige anfänglich bezeichnete Geschäftsstelle lautet wie folgt:

Emissions- und Zahlstelle: Deutsche Pfandbriefbank AG
Freisinger Straße 5
85716 Unterschleißheim
Deutschland

Die Emissionsstelle und die Zahlstelle behalten sich das Recht vor, jederzeit ihre jeweilige bezeichnete Geschäftsstelle durch eine andere bezeichnete Geschäftsstelle in derselben Stadt zu ersetzen.

(2) **Änderung der Bestellung oder Abberufung.** Die Emittentin behält sich das Recht vor, jederzeit die Bestellung der Emissionsstelle oder einer Zahlstelle zu ändern oder zu beenden und eine andere Emissionsstelle oder zusätzliche oder andere Zahlstellen zu bestellen. Die Emittentin wird zu jedem Zeitpunkt (i) eine Emissionsstelle unterhalten und (ii) solange die Schuldverschreibungen an der Börse München notiert sind, eine Zahlstelle (die die Emissionsstelle sein kann) mit bezeichneter Geschäftsstelle in Deutschland und/oder an solchen anderen Orten unterhalten, die die Regeln dieser Börse verlangen. Eine Änderung, Abberufung, Bestellung oder ein sonstiger Wechsel wird nur wirksam (außer im Insolvenzfall, in dem eine solche Änderung sofort wirksam wird), sofern die Gläubiger hierüber gemäß § 10 vorab unter Einhaltung einer Frist von mindestens 30 und nicht mehr als 45 Tagen informiert wurden.

(3) **Vertreter der Emittentin.** Die Emissionsstelle und die Zahlstelle handeln ausschließlich als Vertreter der Emittentin und übernehmen keinerlei Verpflichtungen gegenüber den Gläubigern, und es wird kein Auftrags- oder Treuhandverhältnis zwischen ihnen und den Gläubigern begründet.

§ 7 STEUERN

Alle in Bezug auf die Schuldverschreibungen zahlbaren Kapital- oder Zinsbeträge werden ohne Einbehalt oder Abzug von oder aufgrund von gegenwärtigen oder zukünftigen Steuern, Abgaben, Veranlagungen oder hoheitlichen Gebühren gleich welcher Art geleistet, die von oder in der Bundesrepublik Deutschland oder einer Steuerbehörde der oder in der Bundesrepublik Deutschland auferlegt oder erhoben werden, es sei denn, dieser Einbehalt oder Abzug ist gesetzlich vorgeschrieben; in diesem Fall hat die Emittentin in Bezug auf diesen Einbehalt oder Abzug keine zusätzlichen Beträge zu bezahlen.

§ 8 VORLEGUNGSFRIST

Die in § 801 Absatz 1 Satz 1 BGB bestimmte Vorlegungsfrist wird für die Schuldverschreibungen auf zehn Jahre abgekürzt.

§ 9 BEGEBUNG WEITERER SCHULDVERSCHREIBUNGEN, ANKAUF UND ENTWERTUNG

(1) **Begebung weiterer Schuldverschreibungen.** Die Emittentin ist berechtigt, jederzeit ohne Zustimmung der Gläubiger weitere Schuldverschreibungen mit gleicher Ausstattung (gegebenenfalls mit Ausnahme des Tags der Begebung, des Verzinsungsbeginns und/oder des Ausgabepreises) in der Weise zu begeben, dass sie mit diesen Schuldverschreibungen eine einheitliche Serie bilden.

(2) **Ankauf.** Die Emittentin ist berechtigt, Schuldverschreibungen im Markt oder anderweitig zu jedem beliebigen Preis zu kaufen. Die von der Emittentin erworbenen Schuldverschreibungen können nach Wahl der Emittentin von ihr gehalten, weiterverkauft oder bei der Emissionsstelle zwecks Entwertung eingereicht werden. Sofern diese Käufe durch öffentliches Angebot erfolgen, muss dieses Angebot allen Gläubigern gemacht werden.

(3) **Entwertung.** Sämtliche vollständig zurückgezahlten Schuldverschreibungen sind unverzüglich zu entwerten und können nicht wiederbegeben oder wiederverkauft werden.

§ 10 MITTEILUNGEN

- (1) Alle die Schuldverschreibungen betreffenden Mitteilungen an die Gläubiger werden im Bundesanzeiger veröffentlicht.
- (2) Jede derartige Mitteilung gilt mit dem Tag der Veröffentlichung (bei mehreren Veröffentlichungen mit dem Tag der ersten solchen Veröffentlichung) als wirksam erfolgt.
- (3) Sofern und solange keine Regelungen einer Börse sowie keine einschlägigen gesetzlichen Vorschriften ent-

gegenstehen, ist die Emittentin berechtigt, eine Veröffentlichung nach § 10 (1) durch eine Mitteilung an das Clearing System zur Weiterleitung an die Gläubiger zu ersetzen bzw. zu ergänzen. Jede derartige Mitteilung gilt am fünften Tag nach dem Tag der Mitteilung an das Clearing System als den Gläubigern mitgeteilt.

§ 11

ANWENDBARES RECHT, GERICHTSSTAND UND GERICHTLICHE GELTENDMACHUNG

- (1) **Anwendbares Recht.** Form und Inhalt der Schuldverschreibungen sowie die Rechte und Pflichten der Gläubiger und der Emittentin bestimmen sich in jeder Hinsicht nach deutschem Recht.
- (2) **Gerichtsstand.** Nicht ausschließlich zuständig für sämtliche im Zusammenhang mit den Schuldverschreibungen entstehenden Klagen oder sonstige Verfahren („Rechtsstreitigkeiten“) ist das Landgericht München. Die Zuständigkeit des vorgenannten Gerichts ist ausschließlich, soweit es sich um Rechtsstreitigkeiten handelt, die von Kaufleuten, juristischen Personen des öffentlichen Rechts, öffentlich-rechtlichen Sondervermögen oder Personen ohne allgemeinen Gerichtsstand in der Bundesrepublik Deutschland angestrengt werden.
- (3) **Gerichtliche Geltendmachung.** Jeder Gläubiger von Schuldverschreibungen ist berechtigt, in jedem Rechtsstreit gegen die Emittentin oder in jedem Rechtsstreit, in dem der Gläubiger und die Emittentin Partei sind, seine Rechte aus diesen Schuldverschreibungen im eigenen Namen auf der folgenden Grundlage zu wahren oder geltend zu machen: (i) er bringt eine Bescheinigung der Depotbank bei, bei der er für die Schuldverschreibungen ein Wertpapierdepot unterhält, welche (a) den vollständigen Namen und die vollständige Adresse des Gläubigers enthält, (b) den Gesamtnennbetrag der Schuldverschreibungen bezeichnet, die unter dem Datum der Bestätigung auf dem Wertpapierdepot verbucht sind und (c) bestätigt, dass die Depotbank gegenüber dem Clearing System eine schriftliche Erklärung abgegeben hat, die die vorstehend unter (a) und (b) bezeichneten Informationen enthält; und (ii) er legt eine Kopie der die betreffenden Schuldverschreibungen verbrieften Globalurkunde vor, deren Übereinstimmung mit dem Original eine vertretungsberechtigte Person des Clearing Systems oder des Verwahrers des Clearing Systems bestätigt hat, ohne dass eine Vorlage der Originalbelege oder der die Schuldverschreibungen verbrieften Globalurkunde in einem solchen Verfahren erforderlich wäre. Für die Zwecke des Vorstehenden bezeichnet „Depotbank“ jede Bank oder sonstiges anerkanntes Finanzinstitut, das berechtigt ist, das Wertpapierverwaltungsgeschäft zu betreiben und bei der/dem der Gläubiger ein Wertpapierdepot für die Schuldverschreibungen unterhält, einschließlich des Clearing Systems.

§ 12

SPRACHE

Diese Emissionsbedingungen sind in deutscher Sprache abgefasst. Eine Übersetzung in die englische Sprache ist beigefügt. Der deutsche Text ist bindend und maßgeblich. Die Übersetzung in die englische Sprache ist unverbindlich.

TERMS AND CONDITIONS OF PFANDBRIEFE WITH FIXED INTEREST RATES

EUR 500,000,000 0.050 per cent. Mortgage Pfandbriefe due 9 August 2021, Series 15261, Tranche 1 issued pursuant to the

Euro 50,000,000,000
Debt Issuance Programme
of
Deutsche Pfandbriefbank AG

§ 1

CURRENCY, DENOMINATION, FORM, CERTAIN DEFINITIONS

(1) **Currency; Denomination.** This Series (the “Series”) of Mortgage Pfandbriefe (*Hypothekenpfandbriefe*) (the “Notes”) of Deutsche Pfandbriefbank AG (the “Issuer”) is being issued in Euro (the “Specified Currency”) in the aggregate principal amount of Euro 500,000,000 (in words: Euro five hundred million) in denominations of Euro 1,000 (the “Specified Denominations”).

(2) **Form.** The Notes are being issued in bearer form.

(3) **Permanent Global Note.** The Notes are represented by a permanent global note (the “Permanent Global Note”) without interest coupons. The Permanent Global Note shall be signed manually by two authorized signatories of the Issuer and the independent trustee appointed by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) and shall be authenticated by or on behalf of the Issuing Agent. Definitive Notes and interest coupons will not be issued.

(4) **Clearing System.** Any global note representing the Notes (a “Global Note”) will be kept in custody by or on behalf of the Clearing System. “Clearing System” within the meaning of these Terms and Conditions means Clearstream Banking AG, Frankfurt/Main (“CBF”).

(5) **Holder of Notes.** “Holder” means any holder of a proportionate co-ownership or other beneficial interest or right in the Notes.

(6) **Business Day.** Business Day (“Business Day”) within the meaning of these Terms and Conditions means any day (other than a Saturday or a Sunday) (i) on which the Clearing System settles payments and (ii) on which all relevant parts of TARGET are open to effect payments.

“TARGET” means the Trans-European Automated Real-time Gross settlement Express Transfer system (TARGET2), or any successor system thereto.

§ 2

STATUS

The obligations under the Notes constitute unsubordinated obligations of the Issuer ranking *pari passu* among themselves. The Notes are covered in accordance with the German Pfandbrief Act (*Pfandbriefgesetz*) and rank at least *pari passu* with all other obligations of the Issuer under Mortgage Pfandbriefe (*Hypothekenpfandbriefe*).

§ 3

INTEREST

(1) **Rate of Interest and Interest Payment Dates.** The Notes shall bear interest on their principal amount at the rate of 0.050 per cent. per annum from (and including) 8 February 2017 to (but excluding) the Maturity Date (as defined in § 5 (1)).

Interest shall be payable in arrears on 9 August in each year (each such date, an “Interest Payment Date”). The first payment of interest shall be made on 9 August 2017 and will amount to Euro 0.25 per Note in a denomination of Euro 1,000. The number of Interest Payment Dates per calendar year (each a “Determination Date”) is one (1).

(2) **Payment Business Day.** If the date for payment of interest in respect of any Note is not a Business Day (as defined in § 1(6)), then the Holder shall not be entitled to payment until the next such Business Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay nor, as the case may be, shall the amount of interest to be paid be reduced due to such deferment.

(3) **Accrual of Interest.** The Notes shall cease to bear interest from the beginning of the day they are due for redemption. If the Issuer shall fail to redeem the Notes when due, interest shall continue to accrue on the outstanding principal amount of the Notes beyond the due date (and including) until the day of actual redemption (and excluding) of the Notes. The applicable Rate of Interest will be the default rate of interest established by law², unless the rate of interest under the Notes is higher than the default rate of interest established by law, in which event the rate of interest under the Notes continues to apply during the before-mentioned period of time.

² According to § 288 paragraph 1 and § 247 of the German Civil Code (*Bürgerliches Gesetzbuch*), the default rate of interest established by law is five percentage points above the basic rate of interest published by Deutsche Bundesbank from time to time.

(4) ***Calculation of Interest for Partial Periods.*** If interest is required to be calculated for a period of less than a full year, such interest shall be calculated on the basis of the Day Count Fraction (as defined below).

(5) ***Day Count Fraction.*** “*Day Count Fraction*” means, in respect of the calculation of an amount of interest on any Note for any period of time (the “*Calculation Period*”):

1. if the Calculation Period (from and including the first day of such period but excluding the last) is equal to or shorter than the Determination Period during which the Calculation Period ends, the number of days in such Calculation Period (from and including the first day of such period but excluding the last) divided by the number of days in the Determination Period in which the Calculation Period falls;

2. if the Calculation Period is longer than the Determination Period, in which the Calculation Period ends, the sum of: (A) the number of days in such Calculation Period falling in the Determination Period in which the Calculation Period begins divided by the number of days in such Determination Period and (B) the number of days in such Calculation Period falling in the next Determination Period divided by the number of days in such Determination Period.

“*Determination Period*” means the period from (and including) an Interest Payment Date or, if none, the Interest Commencement Date to, but excluding, the next or first Interest Payment Date. For the purpose of determining the first Determination Period only, 9 August 2016 shall be deemed to be an Interest Commencement Date.

§ 4 PAYMENTS

(1) (a) ***Payment of Principal.*** Payment of principal in respect of Notes shall be made, subject to subparagraph (2) below, to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System upon presentation and (except in the case of partial payment) surrender of the Global Note representing the Notes at the time of payment at the specified office of the Issuing Agent outside the United States.

(b) ***Payment of Interest.*** Payment of interest on Notes shall be made, subject to subparagraph (2), to the Clearing System or to its order for credit to the relevant account holders of the Clearing System. Payment of interest on the Notes shall be payable only outside the United States.

(2) ***Manner of Payment.*** Subject to applicable fiscal and other laws and regulations, payments of amounts due in respect of the Notes shall be made in the freely negotiable and convertible currency which on the respective due dates is the currency of the country of the Specified Currency.

(3) ***United States.*** For purposes of subparagraph (1) of this § 4, “*United States*” means the United States of America (including the States thereof and the District of Columbia) and its possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and Northern Mariana Islands).

(4) ***Discharge.*** The Issuer shall be discharged by payment to, or to the order of, the Clearing System.

(5) ***Payment Business Day.*** If the date for payment of any amount in respect of any Note is not a Business Day, then the Holder shall, subject to any provisions in these Terms and Conditions to the contrary, not be entitled to payment until the next such Business Day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay.

(6) ***References to Principal.*** References in these Terms and Conditions to principal in respect of the Notes shall be deemed to include, as applicable: the Final Redemption Amount of the Notes; and any premium and any other amounts which may be payable under or in respect of the Notes.

(7) ***Deposit of Principal and Interest.*** The Issuer may deposit with the Local Court (*Amtsgericht*) in Munich principal or interest not claimed by Holders within twelve months after the Maturity Date, even though such Holders may not be in default of acceptance of payment. If and to the extent that the deposit is effected and the right of withdrawal is waived, the respective claims of such Holders against the Issuer shall cease.

§ 5 REDEMPTION

Unless previously redeemed in whole or in part or purchased and cancelled, the Notes shall be redeemed at their Final Redemption Amount on 9 August 2021 (the “*Maturity Date*”). The Final Redemption Amount in respect of each Note shall be its principal amount.

§ 6 ISSUING AGENT AND PAYING AGENT

(1) ***Appointment; Specified Offices.*** The initial Issuing Agent and Paying Agent and their respective initial specified office is:

Issuing and Paying Agent: Deutsche Pfandbriefbank AG
Freisinger Straße 5
85716 Unterschleissheim

Germany

The Issuing Agent and the Paying Agent reserve the right at any time to change their respective specified office to some other specified office in the same city.

(2) **Variation or Termination of Appointment.** The Issuer reserves the right at any time to vary or terminate the appointment of the Issuing Agent or any Paying Agent and to appoint another Issuing Agent or additional or other Paying Agents. The Issuer shall at all times maintain (i) an Issuing Agent and (ii) so long as the Notes are listed on the Munich Stock Exchange, a Paying Agent (which may be the Issuing Agent) with a specified office in Germany and/or in such other place as may be required by the rules of such stock exchange). Any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Holders in accordance with § 10.

(3) **Agents of the Issuer.** The Issuing Agent and the Paying Agent act solely as agents of the Issuer and do not have any obligations towards or relationship of agency or trust to any Holder.

§ 7 TAXATION

All payments of principal and interest in respect of the Notes will be made free and clear of, and without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Federal Republic of Germany or any authority therein or thereof having power to tax unless such withholding or deduction is required by law, in which case the Issuer shall pay no additional amounts in relation to that withholding or deduction.

§ 8 PRESENTATION PERIOD

The presentation period provided in § 801 paragraph 1, sentence 1 of the German Civil Code (*Bürgerliches Gesetzbuch*) is reduced to ten years for the Notes.

§ 9 FURTHER ISSUES, PURCHASES AND CANCELLATION

(1) **Further Issues.** The Issuer may from time to time, without the consent of the Holders, issue further Notes having the same terms and conditions as the Notes in all respects (or in all respects except for the Issue Date, Interest Commencement Date and/or Issue Price) so as to form a single series with the Notes.

(2) **Purchases.** The Issuer may at any time purchase Notes in the open market or otherwise and at any price. Notes purchased by the Issuer may, at the option of the Issuer, be held, resold or surrendered to the Issuing Agent for cancellation. If purchases are made by tender, tenders for such Notes must be made available to all Holders of such Notes alike.

(3) **Cancellation.** All Notes redeemed in full shall be cancelled forthwith and may not be reissued or resold.

§ 10 NOTICES

- (1) All notices to Holders relating to the Notes will be published in the federal gazette (*Bundesanzeiger*).
- (2) Every such notice will be deemed to be effective on the date of publication (on the date of the first publication of this kind in the case of several publications).
- (3) If and so long as no rules of any stock exchange or any applicable statutory provision require the contrary, the Issuer may, in lieu of or in addition to a publication set forth in § 10 (1) above, deliver the relevant notice to the Clearing System, for communication by the Clearing System to the Holders. Any such notice shall be deemed to have been given to the Holders on the fifth day after the day on which the said notice was given to the Clearing System.

§ 11 GOVERNING LAW, PLACE OF JURISDICTION AND ENFORCEMENT

- (1) **Governing Law.** The Notes, as to form and content, and all rights and obligations of the Holders and the Issuer, shall be governed by German law.
- (2) **Submission to Jurisdiction.** The District Court (*Landgericht*) in Munich shall have non-exclusive jurisdiction for any action or other legal proceedings ("Proceedings") arising out of or in connection with the Notes. The jurisdiction of such court shall be exclusive if Proceedings are brought by merchants (*Kaufleute*), legal persons under public law (*Juristische Personen des Öffentlichen Rechts*), special funds under public law (*öffentliche rechtliche Sondervermögen*) or persons not subject to the general jurisdiction of the courts of the Federal Republic

of Germany (*Personen ohne allgemeinen Gerichtsstand in der Bundesrepublik Deutschland*).

(3) **Enforcement.** Any Holder of Notes may in any Proceedings against the Issuer, or to which such Holder and the Issuer are parties, protect and enforce in his own name his rights arising under such Notes on the basis of (i) a statement issued by the Custodian with whom such Holder maintains a securities account in respect of the Notes (a) stating the full name and address of the Holder, (b) specifying the aggregate principal amount of Notes credited to such securities account on the date of such statement and (c) confirming that the Custodian has given written notice to the Clearing System containing the information pursuant to (a) and (b) and (ii) a copy of the Note in global form certified as being a true copy by a duly authorized officer of the Clearing System or a depository of the Clearing System, without the need for production in such proceedings of the actual records or the global note representing the Notes. For purposes of the foregoing, “*Custodian*” means any bank or other financial institution of recognized standing authorized to engage in securities custody business with which the Holder maintains a securities account in respect of the Notes and includes the Clearing System.

§ 12 LANGUAGE

These Terms and Conditions are written in the German language and provided with an English language translation. The German text shall be controlling and binding. The English language translation is provided for convenience only.

PART II – OTHER INFORMATION

1. Essential information

Interest of natural and legal persons, including conflict of interests, involved in the issue/offer

- Save as discussed in the Base Prospectus in Section XII. “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has a material interest in the offer.
- Other interest

Reasons for the offer and use of proceeds (if different from making profit and/or hedging risks)

| | |
|--------------------------|-----------------|
| Estimated net proceeds | EUR 498,490,000 |
| Estimated total expenses | EUR 1,100 |

2. Information concerning the Notes (others than those related to specific articles of terms and conditions)

Securities Identification Numbers

| | |
|-----------------------------|--------------|
| Common Code | 156215350 |
| ISIN Code | DE000A2DASJ1 |
| German Securities Code | A2DASJ |
| Any other securities number | |

Historic Interest Rates and further performance as well as volatility

| | |
|-------------------------------------------------------------|----------------|
| Description of the underlying the interest rate is based on | not applicable |
|-------------------------------------------------------------|----------------|

Yield on issue price

| | |
|---------------------------------|---------------------------|
| Method of calculating the yield | 0.072 per cent. per annum |
|---------------------------------|---------------------------|

- ICMA Method: The ICMA Method determines the effective interest rate on notes by taking into account accrued interest on a daily basis.

- Other method (specify)

Eurosystem eligibility

| | |
|--------------------------------------------------------------------------|-----|
| Intended to be held in a manner which would allow Eurosystem eligibility | Yes |
|--------------------------------------------------------------------------|-----|

Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safe keeper or with CBF and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

3. Terms and conditions of the offer

Conditions, offer statistics, expected time table, potential investors and action required to apply for offer

| | |
|-------------------------------------------------------------------------------------------------------------------------|----------------|
| Conditions to which the offer is subject | none |
| Time period, including any possible amendments, during which the offer will be open | not applicable |
| A description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants | not applicable |
| Details of the minimum and/or maximum amount of application, (whether in number of notes or aggregate amount to invest) | not applicable |
| Method and time limits for paying up the securities and for their delivery | not applicable |
| Manner and date in which results of the offer are to be made public | not applicable |

Plan of distribution and allotment

| | |
|------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made | not applicable |
|------------------------------------------------------------------------------------------------------------------------------------|----------------|

Pricing

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Expected price at which the Notes will be offered | not applicable |
| Method of determining the offered price and the process for its disclosure. Indicate the amount of any expenses and taxes specifically charged to the subscriber or purchaser. | not applicable |

Placing and Underwriting

Syndicated Notes

| | |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| Names and addresses of Dealers and underwriting commitments | Barclays Bank PLC 5 The North Colonnade Canary Wharf London E14 4BB United Kingdom |
| | Commerzbank Aktiengesellschaft Kaiserstraße 16 (Kaiserplatz) 60311 Frankfurt am Main Germany |
| | DekaBank Deutsche Girozentrale Mainzer Landstraße 16 60325 Frankfurt am Main Germany |
| | Landesbank Baden-Württemberg Am Hauptbahnhof 2 70173 Stuttgart Germany |
| | Nomura International plc 1 Angel Lane London EC4R 3AB United Kingdom |
| as Joint Lead Managers | |

| | |
|-------------------------------------------------------------------------|---------------------------------------------------|
| <input checked="" type="checkbox"/> firm commitment | EUR 100,000,000 per Joint Lead Manager |
| <input type="checkbox"/> no firm commitment / best efforts arrangements | |
| Date of subscription agreement | 6 February 2017 |
| Stabilising Manager(s) (if any) | not applicable |
| <input type="checkbox"/> Non-syndicated Notes | |
| Name and address of Dealer | |
| Delivery | Delivery against payment |
| Total commissions and concessions | 0.203 per cent. of the Aggregate Principal Amount |

Selling Restrictions

Non-exempt Offer An offer of the Notes may be made by the Dealers and/or financial intermediaries appointed by the relevant Dealers other than pursuant to Article 3(2) of the Prospectus Directive in the Federal Republic of Germany, the Grand Duchy of Luxembourg, the Netherlands, the United Kingdom, Ireland, Austria, Norway, Italy and the Kingdom of Spain (the “Offer States”) from 7 February 2017 to 8 February 2017 (the “Offer Period”).

- TEFRA C
 - TEFRA D
 - Neither TEFRA C nor TEFRA D
- Additional selling restrictions (specify)

4. Admission to trading and dealing agreements

| | |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Listing | Munich (Regulated Market) |
| Admission to trading | Application has been made for the Notes to be admitted to trading on the Munich Stock Exchange with effect from 8 February 2017 |

Estimate of total amount of expenses related to admission to trading

Name and address of the entities which have committed themselves to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment

not applicable

5. Additional information

Post-issuance Information

- Except for notices required under the Terms and Conditions, the Issuer does not intend to report post-issuance information
- The Issuer intends to report post-issuance information as follows:

Rating

The Notes to be issued are expected to be rated as follows:
Moody's: Aa1
Moody's is established in the European Union and is registered under Regulation (EC) no 1060/2009 of the European Parliament and of Council of 16 September 2009 on credit rating

agencies as amended and is 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](http://www.esma.europa.eu/page>List-registered-and-certified-CRAs).

Listing

The above Final Terms comprise the details required to list this issue of Notes (as from 8 February 2017) under the Euro 50,000,000,000 Debt Issuance Programme of Deutsche Pfandbriefbank AG.

6. Information to be provided regarding the consent by the Issuer or person responsible for drawing up the Prospectus

Consent to use Prospectus

Each Dealer and/or each further financial intermediary subsequently reselling or finally placing Notes - if and to the extent this is so expressed below - is entitled to use the Prospectus in the Offer States as specified under "Non-exempt Offer" above for the subsequent resale or final placement of the relevant Notes during the Offer Period as specified under "Non-exempt Offer" above, provided however, that the Prospectus is still valid in accordance with § 9 of 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 by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010).

Deutsche Pfandbriefbank AG

(as Issuing Agent)

ISSUE SPECIFIC SUMMARY

Summaries consist of specific disclosure requirements, known as “Elements”. These Elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.

| Section A – Introduction and warnings | |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A.1 | <p>The Summary is intended as an introduction to the Base Prospectus. Investors should therefore ensure that any decision to invest in the Notes is based on a review of the entire Prospectus, including documents incorporated by reference, any supplements, and the Final Terms. Where claims relating to the information contained in a base prospectus, documents incorporated by reference, any supplements, and the respective Final Terms are brought before a court, the investor acting as plaintiff may, as a result of the laws of individual member states of the European Economic Area, have to bear the cost of translating the Base Prospectus, the documents incorporated by reference, any supplements, and the Final Terms into the language of the court prior to the commencement of legal proceedings. The Issuer can be held liable for the content of this Summary, including any translation prepared, but only in the event that the Summary is misleading, inaccurate or inconsistent when read in conjunction with the other parts of the Prospectus, or, when read in conjunction with the other parts of the Base Prospectus, does not convey all of the key information required.</p> |
| A.2 | <p>Consent to the use of the prospectus</p> <p>Each Dealer and/or each further financial intermediary subsequently reselling or finally placing Notes – if and to the extent this is so expressed in the Final Terms relating to a particular issue of Notes - is entitled to use the Prospectus in the Federal Republic of Germany ,the Grand Duchy of Luxembourg, the Netherlands, the United Kingdom, Ireland, Austria, Norway, Italy and the Kingdom of Spain (the “Offer States”) for the subsequent resale or final placement of the relevant Notes during the Offer Period from 7 February 2017 to 8 February 2017 during which subsequent resale or final placement of the relevant Notes can be made, provided however, that the Prospectus is still valid in accordance with § 9 of the German Securities Prospectus Act (Wertpapierprospektgesetz, “WpPG”) which implements Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010).</p> <p>The Prospectus may only be delivered to potential investors together with all supplements published before such delivery. Any supplement to the Base Prospectus is available for viewing in electronic form on the website of the Issuer www.pfandbriefbank.com (see https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html).</p> <p>When using the Prospectus, each Dealer and/or relevant further financial intermediary must make certain that it complies with all applicable laws and regulations in force in the respective jurisdictions.</p> <p>Any new information with respect to financial intermediaries unknown at the time of the approval of the Base Prospectus or the filing of the Final Terms, as the case may be, will be published on the website of the Issuer www.pfandbriefbank.com (see https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html).</p> <p>In the event of an offer being made by a Dealer and/or a further financial intermediary the Dealer and/or the further financial intermediary shall provide information to investors on the terms and conditions of the offer at the time of that offer.</p> <p>Any Dealer and/or a further financial intermediary using the Base Prospectus for public offerings shall state on its website that it uses the Base Prospectus in accordance with this consent and the conditions attached to this consent</p> |

| Section B – Issuer | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|-------------|-------------|---------------------|-----------------|-----|----|-----------------|-----------------|-----|---|------------------------------|-------------------|--------------------|--------------|-----------------|------|------|----------------------------------------|-----------------|-----|-----|--------|-----------------|-----|-----|
| B.1 | Legal and commercial name | The Issuer acts under its legal name “Deutsche Pfandbriefbank AG”. Since 2 October 2009, the Issuer has been operating under the commercial name “pb Deutsche Pfandbriefbank”. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.2 | Domicile, legal form, legislation | The Issuer is incorporated as a stock corporation under the laws of the Federal Republic of Germany. It is registered with the commercial register in Munich under No. HRB 41054. The Issuer has its registered office at Freisinger Str. 5, 85716 Unterschleissheim, Germany. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.4b | Known trends affecting the Issuer and the industries in which it operates | The international banking sector will continue to operate in a difficult environment during 2016. The Issuer – similar to other banks in the eurozone and in particular to banks located in countries affected by the sovereign debt crisis – is faced by the burden of non-performing loans and increasingly stricter regulation (including supervision in the single supervisory mechanism (“SSM”) by the European Central Bank (“ECB”)). On the other hand, the negative rating pressure on the banking sector – not limited to the countries hit hardest by the sovereign debt crisis, but affecting the European banking sector as a whole – seems to have eased. Most ratings should already reflect plans to more strongly involve subordinated debt investors in bank resolutions, but these plans continue to weigh on banks’ capital costs. Profitability is further limited by rising regulatory requirements and low economic momentum. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.5 | Organisational structure | <p>On 16 July 2015, the initial public offering (IPO) of the Issuer was completed by placing 107,580,245 shares of the Issuer with investors and 134,475,308 shares were admitted to trading on the Frankfurt Stock Exchange.</p> <p>From 2009 to its privatization, the Issuer had formed the strategic core bank of the former Hypo Real Estate Group. On 18 July 2011, the European Commission approved the state aid of the Federal Republic of Germany for Hypo Real Estate Group. With its approval, the European Commission had imposed a number of conditions for its approval.</p> <p>With the redemption of the silent participation (<i>stille Einlage</i>) granted by SoFFin on 6 July 2015 and following the Issuer’s privatization, the restrictions on the Issuer imposed by the European Commission do no longer apply to the Issuer.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.9 | Profit forecasts or estimates | Not applicable. No profit forecasts or estimates are made. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.10 | Qualifications in the audit report | Not applicable. The audit report does not include any qualification. | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 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 | <p>The following table sets forth selected financial information of Deutsche Pfandbriefbank extracted from the audited consolidated financial statements for the financial years ended 31 December 2014 and 2015:</p> <table> <thead> <tr> <th style="text-align: left;">Operating performance according to IFRS</th> <th style="text-align: right;">2015</th> <th style="text-align: right;">2014</th> </tr> </thead> <tbody> <tr> <td>Pre-tax profit/loss</td> <td style="text-align: right;">In Euro million</td> <td style="text-align: right;">195</td> <td style="text-align: right;">54</td> </tr> <tr> <td>Net income/loss</td> <td style="text-align: right;">in Euro million</td> <td style="text-align: right;">230</td> <td style="text-align: right;">4</td> </tr> <tr> <th style="text-align: left;">Balance sheet figures</th> <th style="text-align: right;">31.12.2015</th> <th style="text-align: right;">31.12.2014*</th> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">in Euro billion</td> <td style="text-align: right;">66.8</td> <td style="text-align: right;">74.9</td> </tr> <tr> <td>Equity (excluding revaluation reserve)</td> <td style="text-align: right;">in Euro billion</td> <td style="text-align: right;">2.7</td> <td style="text-align: right;">3.4</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;">in Euro billion</td> <td style="text-align: right;">2.7</td> <td style="text-align: right;">3.5</td> </tr> </tbody> </table> <p>The figures in this table are rounded.</p> | Operating performance according to IFRS | 2015 | 2014 | Pre-tax profit/loss | In Euro million | 195 | 54 | Net income/loss | in Euro million | 230 | 4 | Balance sheet figures | 31.12.2015 | 31.12.2014* | Total assets | in Euro billion | 66.8 | 74.9 | Equity (excluding revaluation reserve) | in Euro billion | 2.7 | 3.4 | Equity | in Euro billion | 2.7 | 3.5 |
| Operating performance according to IFRS | 2015 | 2014 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Pre-tax profit/loss | In Euro million | 195 | 54 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Net income/loss | in Euro million | 230 | 4 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Balance sheet figures | 31.12.2015 | 31.12.2014* | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total assets | in Euro billion | 66.8 | 74.9 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Equity (excluding revaluation reserve) | in Euro billion | 2.7 | 3.4 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Equity | in Euro billion | 2.7 | 3.5 | | | | | | | | | | | | | | | | | | | | | | | | | |

| | | <p>* Adjustment in accordance with IAS 8.14 et seq.</p> <p>The following table sets forth selected financial information of Deutsche Pfandbriefbank extracted from the unaudited consolidated interim financial statements for the first half of the financial year 2016:</p> <table> <thead> <tr> <th style="text-align: left;">Operating performance according to IFRS</th><th style="text-align: right;">First Half 2016</th><th style="text-align: right;">First Half 2015</th></tr> </thead> <tbody> <tr> <td>Profit or loss before tax</td><td style="text-align: right;">In Euro million</td><td style="text-align: right;">87</td></tr> <tr> <td>Net income/loss</td><td style="text-align: right;">in Euro million</td><td style="text-align: right;">66</td></tr> <tr> <td>Balance sheet figures</td><td style="text-align: right;">30.06.2016</td><td style="text-align: right;">31.12.2015</td></tr> <tr> <td>Total assets</td><td style="text-align: right;">in Euro billion</td><td style="text-align: right;">67.5</td></tr> <tr> <td>Equity</td><td style="text-align: right;">in Euro billion</td><td style="text-align: right;">2.7</td></tr> </tbody> </table> <p>The figures in this table are rounded.</p> <p>There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements (31 December 2015).</p> <p>Except for the information in this subsection there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since the end of the last financial period for which interim financial information has been published (30 June 2016).</p> <p>In the third quarter of the financial year 2016 the Issuer realized a positive non-recurring effect of Euro 132 million resulting from appreciation in value of its receivables in respect of HETA and reversal of respective provisions, against which the Issuer has recognized Euro 15 million in provisions and expenses as precautionary measure. In connection therewith, it should be noted that the Issuer has announced that its management board and its supervisory board are considering a proposal to the annual general meeting in 2017 – subject to compliance with all legal and regulatory requirements or developments – to distribute for the financial year 2016 a special dividend from the extraordinary gain which resulted from the restructuring of the HETA senior liabilities. This shall not imply any fundamental change to its communicated dividend policy, which the management board will review as soon as the impact of a changed regulatory environment can be perceived.</p> | Operating performance according to IFRS | First Half 2016 | First Half 2015 | Profit or loss before tax | In Euro million | 87 | Net income/loss | in Euro million | 66 | Balance sheet figures | 30.06.2016 | 31.12.2015 | Total assets | in Euro billion | 67.5 | Equity | in Euro billion | 2.7 |
|------------------------------------------------|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------|------------------------|---------------------------|-----------------|----|-----------------|-----------------|----|------------------------------|-------------------|-------------------|--------------|-----------------|------|--------|-----------------|-----|
| Operating performance according to IFRS | First Half 2016 | First Half 2015 | | | | | | | | | | | | | | | | | | |
| Profit or loss before tax | In Euro million | 87 | | | | | | | | | | | | | | | | | | |
| Net income/loss | in Euro million | 66 | | | | | | | | | | | | | | | | | | |
| Balance sheet figures | 30.06.2016 | 31.12.2015 | | | | | | | | | | | | | | | | | | |
| Total assets | in Euro billion | 67.5 | | | | | | | | | | | | | | | | | | |
| Equity | in Euro billion | 2.7 | | | | | | | | | | | | | | | | | | |
| B.13 | Recent developments | <p>The Issuer held senior liabilities with a nominal value of Euro 395 million in total of HETA Asset Resolution AG (“HETA”). On 10 April 2016, the Austrian Financial Market Authority (“FMA”) decided to apply a bail-in, among others, to senior bonds of HETA creditors of 53.98 per cent. Other measures announced by the FMA include the extension of the bonds' maturities to 31 December 2023 and the cancellation of interest payments as of 1 March 2015. In October 2016, the Issuer has accepted a buy-back offer in relation to its senior bonds of HETA from the Carinthian Compensation Payment Fund (<i>Kärntner Ausgleichszahlungs-Fonds</i>), in conjunction with the purchase of a guaranteed zero-coupon bond. The Issuer realised close to 90 per cent. of the nominal value of the senior bonds of HETA resulting in the recognition of an extraordinary gain of Euro 132 million for the Issuer in the third quarter of 2016. The Issuer has sold the zero-coupon bonds at the beginning of the fourth quarter of 2016.</p> <p>Since the second half year of 2016, the Issuer also provides real estate financing in the US on a cross-border basis. The Issuer is looking to cooperate with existing clients investing on an international scale, as well with established banking partners. The focus of activities in the US is on syndicating-in loans, i.e. co-funding</p> | | | | | | | | | | | | | | | | | | |

| | | |
|------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>loans originated by partner banks.</p> <p>On 11 November 2016 the Issuer has announced that its management board and its supervisory board are considering a proposal to the annual general meeting in 2017 – subject to compliance with all legal and regulatory requirements or developments – to distribute for the financial year 2016 a special dividend from an extraordinary gain which resulted from the restructuring of certain HETA senior liabilities the Issuer was holding in addition to the distribution according to its communicated dividend policy. This shall not imply any fundamental change to its communicated dividend policy, which the management board will review as soon as the impact of a changed regulatory environment can be perceived.</p> <p>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.</p> <p>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+".</p> |
| B.14 | Organisational structure and dependence of the Issuer upon other entities within the group | <p>see Element B.5</p> <p>Not applicable. The Issuer is not dependent upon other entities.</p> |
| B.15 | A description of the Issuer's principal activities | <p>The Issuer operates new business only in two business segments: Real estate finance and public investment finance. There is also the segment value portfolio and the reporting column consolidation & adjustments.</p> <p>In the strategic business segment real estate finance the Issuer targets professional national and international real estate investors (such as real estate companies, institutional investors, real estate funds and, in particularly in Germany, regionally oriented smaller and medium-sized enterprises (SME)) with a medium to long term investment orientation. The focus of the Issuer is on the financing of the real estate classes, office buildings, the retail sector, residential housing, retail-and logistic real estate as well as hotels as additions to the portfolio. The Issuer concentrates on cover pool eligible medium to large financing transactions. Regionally, the Issuer offers its customers local expertise for its most important target markets Germany, Great Britain, France, Scandinavia (especially Sweden and Finland) and other selected countries in Central and Eastern Europe (primarily in Poland). In the other European markets the Issuer focuses on metropolitan areas which cover the biggest part of the respective national market. Additionally to the European markets, the Issuer may conclude single business transactions in the US-American real estate market to a limited extent in the future, whereby the Issuer without local presence on its own part primarily participates in financing operations of strategic partners ("syndication-in"). The Issuer provides for transnational and multi-jurisdictional know how in this business segment.</p> <p>In the segment public investment finance, the Issuer offers its customers medium-to long-term financing for public investment projects. The central refinancing instrument is the German Public Pfandbrief. The focus of the financing activities is on public sector facilities, such as educational, sports and cultural facilities, municipal housing, administrative buildings, facilities of healthcare and care of elderly, energy supply and disposal services and road, rail and air infrastructure. Accordingly, besides the conventional loans the Issuer also offers financing operations in the area of state guaranteed export financing, the financing of public-private partnerships, infrastructure financing as well as sale-and-lease back finance for public entities. The financing arrangements are provided to public sector borrowers, companies with a public sector or private legal form as well as special purpose vehicles with a public guarantee. The regional focus is on European countries with good ratings in which lending operations can be refinanced by way of issuing Pfandbriefe and with an established, functioning and improving infrastructure. At</p> |

| | | | | | | | | | | | | | | | | | | |
|-------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|------|-----------------------------|-----|-------------------|-----|---------------------------|-----|----------------------|-----|----------------------------|-----|-----------------------------|------------|-------------------|-----------|
| | | <p>present, the Issuer is focussing particularly on Germany and France.</p> <p>The Issuer in general offers to its clients derivatives only for hedging purposes in context with the offered loan products. In exceptional cases, stand-alone derivatives, paid up-front, may be offered, given that such provision of derivatives does not result in any other risks (in particular caps and floors). The segment value portfolio includes all non-strategic assets and activities of the Issuer and its consolidated subsidiaries.</p> | | | | | | | | | | | | | | | | |
| B.16 | Major shareholders | <p>The German Securities Trading Act (<i>Wertpapierhandelsgesetz</i>) requires investors in publicly-traded corporations whose direct or indirect investments in shares or options to acquire shares reach certain thresholds to notify both the corporation and the BaFin of such change immediately, however at the latest within four trading days. The minimum disclosure threshold is 3 per cent. of the corporation's issued voting share capital.</p> <p>As at the date of the Second Supplement dated 4 July 2016, there are to the Issuer's knowledge and pursuant to the notifications the Issuer has received five shareholders holding, directly or indirectly, more than 3 and less than 5 per cent. and one shareholder holding, directly or indirectly, more than 5 per cent. and less than 10 per cent. of the Issuer's shares and one shareholder, being the Federal Republic of Germany via the German Financial Markets Stabilization Agency (<i>Bundesanstalt für Finanzmarktstabilisierung</i>) and Hypo Real Estate Holding, holding indirectly, more than 10 per cent. of the Issuer's shares (in each case only counting direct or indirect holdings in shares, i.e. disregarding options to acquire shares).</p> | | | | | | | | | | | | | | | | |
| B.17 | Ratings | <p>As of the date of the Fifth Supplement dated 19 December 2016 the following mandated ratings have been assigned:</p> <p>Standard & Poor's</p> <table> <tbody> <tr> <td>Long-Term Senior Unsecured</td> <td>BBB*</td> </tr> <tr> <td>Short-Term Senior Unsecured</td> <td>A-2</td> </tr> <tr> <td>Subordinated Debt</td> <td>BB+</td> </tr> </tbody> </table> <p>* Credit watch "developing"</p> <p>Moody's</p> <table> <tbody> <tr> <td>Public Sector Pfandbriefe</td> <td>Aa1</td> </tr> <tr> <td>Mortgage Pfandbriefe</td> <td>Aa1</td> </tr> </tbody> </table> <p>DBRS</p> <table> <tbody> <tr> <td>Long-Term Senior Unsecured</td> <td>BBB</td> </tr> <tr> <td>Short-Term Senior Unsecured</td> <td>R-2 (high)</td> </tr> <tr> <td>Subordinated Debt</td> <td>BBB (low)</td> </tr> </tbody> </table> | Long-Term Senior Unsecured | BBB* | Short-Term Senior Unsecured | A-2 | Subordinated Debt | BB+ | Public Sector Pfandbriefe | Aa1 | Mortgage Pfandbriefe | Aa1 | Long-Term Senior Unsecured | BBB | Short-Term Senior Unsecured | R-2 (high) | Subordinated Debt | BBB (low) |
| Long-Term Senior Unsecured | BBB* | | | | | | | | | | | | | | | | | |
| Short-Term Senior Unsecured | A-2 | | | | | | | | | | | | | | | | | |
| Subordinated Debt | BB+ | | | | | | | | | | | | | | | | | |
| Public Sector Pfandbriefe | Aa1 | | | | | | | | | | | | | | | | | |
| Mortgage Pfandbriefe | Aa1 | | | | | | | | | | | | | | | | | |
| Long-Term Senior Unsecured | BBB | | | | | | | | | | | | | | | | | |
| Short-Term Senior Unsecured | R-2 (high) | | | | | | | | | | | | | | | | | |
| Subordinated Debt | BBB (low) | | | | | | | | | | | | | | | | | |
| B.18 | Nature and scope of the guarantee | Not applicable. | | | | | | | | | | | | | | | | |
| Section C – Securities | | | | | | | | | | | | | | | | | | |
| C.1 | Type and class of the securities being offered; security identification number | <p>Class and form</p> <p>The Notes will be issued in bearer form only.</p> <p>Fixed Rate Notes</p> <p>The Notes bear a fixed interest income throughout the entire term of the Notes.</p> <p>In the Base Prospectus Option V of the Terms and Conditions of Pfandbriefe applies to this type of Notes.</p> <p>Security identification number</p> <p>The ISIN is DE000A2DASJ1 and the Common Code is 156215350 and the WKN is A2DASJ.</p> | | | | | | | | | | | | | | | | |
| C.2 | Currency of the securities issue | The Notes are issued in Euro. | | | | | | | | | | | | | | | | |
| C.5 | Restrictions on free | Each issue of Notes will be made in accordance with the laws, regulations and | | | | | | | | | | | | | | | | |

| | | |
|-----|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | transferability | <p>legal decrees and any restrictions applicable in the relevant jurisdiction.</p> <p>Any offer and sale of the Notes is subject to the selling restrictions, in particular in the member states to the Agreement on the European Economic Area (EEA), in the United States, the United Kingdom, Italy and Japan.</p> |
| C.8 | Rights attached to the securities including ranking and including limitations to those rights | <p>Taxation</p> <p>All payments of principal and interest in respect of the Notes will be made free and clear of, and without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Federal Republic of Germany or any authority therein or thereof having power to tax unless such withholding or deduction is required by law, in which case the Issuer shall pay no additional amounts in relation to that withholding or deduction.</p> <p>Early redemption for taxation reasons</p> <p>The Notes will not be subject to early redemption for taxation reasons.</p> <p>Events of Default</p> <p>The Notes will not provide for any Event of Default entitling Holders to demand immediate redemption of the Notes.</p> <p>Governing law</p> <p>The Notes, as to form and content, and all rights and obligations of the Holders and the Issuer, shall be governed by German law.</p> <p>Jurisdiction</p> <p>Non-exclusive place of jurisdiction for any legal proceedings arising under the Notes is Munich, Federal Republic of Germany.</p> <p>Ranking</p> <p>The obligations under the Pfandbriefe constitute unsubordinated obligations of the Issuer ranking <i>pari passu</i> among themselves. The Pfandbriefe are covered in accordance with the German Pfandbrief Act (<i>Pfandbriefgesetz</i>) and rank at least <i>pari passu</i> with all other obligations of the Issuer under Mortgage Pfandbriefe (<i>Hypothekenpfandbriefe</i>).</p> <p>Presentation Periods</p> <p>The period during which the Notes must be duly presented is reduced to 10 years.</p> |
| C.9 | Interest; Redemption | <p>see Element C.8.</p> <p>Interest Rate</p> <p>0.050 per cent. per annum.</p> <p>Interest Commencement Date</p> <p>8 February 2017</p> <p>Interest Payment Dates</p> <p>9 August in each year, commencing on 9 August 2017 (first short coupon)</p> <p>Underlying on which interest rate is based</p> <p>Not applicable in the case of Fixed Rate Notes. The interest rate is not based on an underlying.</p> <p>Maturity Date: 9 August 2021</p> <p>Repayment procedures</p> <p>Payment of principal in respect of Notes shall be made to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System.</p> <p>Indication of yield</p> <p>0.072 per cent. per annum.</p> <p>Name of Common Representative</p> <p>Not applicable. No Common Representative has been designated in the Terms and</p> |

| | | |
|--------------------------|------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Conditions of the Notes. |
| C.10 | Derivative component in interest payment | <p>see Element C.9.</p> <p>Not applicable. The interest payment has no derivative component.</p> |
| C.11 | Admission to trading | The regulated market of the Munich Stock Exchange. |
| Section D – Risks | | |
| D.2 | Key information on the key risks that are specific to the Issuer | <p>The Issuer is exposed to the risks of an unexpected default of a business partner or an impairment of the value of assets resulting from the downgrading of a country or business partner and can be distinguished into credit, counterparty default, issuer, country, concentration, fulfilment, tenant and realisation risks.</p> <p>The Issuer is exposed to market risks, in particular risks associated with volatility in credit spreads, interest rates and foreign currency exchange rates which may have a negative effect on the Issuer's assets, financial position and results of operation.</p> <p>The Issuer is exposed to liquidity risks, i.e. the risk of being unable to meet their liquidity requirements, in particular in case of a disruption of funding markets, which may negatively affect their ability to fulfil its due obligations.</p> <p>The Issuer is exposed to risks resulting from its cyclical and low-number high-volume business model.</p> <p>The Issuer is exposed to operational risks including the risk of losses resulting from inadequate or failed internal processes, people and systems or from external events, reputational risk, the risk of cyberattacks and the risk of potential failings of key outsourcing suppliers.</p> <p>The Issuer is exposed to real estate risk in relation to the valuation of its real estate loan portfolio and a potential decline of the value of the underlying real estate portfolio.</p> <p>The Issuer may be exposed to significant allowances on losses for loans and advances, as well as to the risk that the relevant collaterals may not be sufficient.</p> <p>The Issuer bears the risk of failing proceeds for new business and increased funding costs which may negatively affect the Issuer's financial position.</p> <p>If market interest rate levels remained at the current low level in the long term or further decrease, negative impacts on the earnings situation of the Issuer cannot be excluded and market turmoils may arise.</p> <p>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.</p> <p>The Issuer is exposed to risks in relation to the conditions in the international financial markets and the global economy which may have a negative impact on the Issuer's business conditions and opportunities.</p> <p>Geopolitical conflicts may adversely impact the markets and the Issuer's profitability and business opportunities.</p> <p>The Issuer has been and will continue to be directly affected by the European sovereign debt crisis, and it may be required to take impairments on its exposures to sovereign debt and other financial instruments which benefit from a state guarantees or similar instruments, such as its claims against HETA Asset Resolution AG.</p> <p>Pending litigation and litigation which might become pending in the future might have a considerably negative impact on the results of operations of the Issuer.</p> <p>The Issuer is exposed to the risk of default in the cover pools for Pfandbriefe, this may in particular be related to unfavourable regional economic conditions that may have a negative impact on the cover pools.</p> <p>Changes to the method of valuation of financial instruments may adversely impact</p> |

| | | |
|-----|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>the Issuer and his development in earnings.</p> <p>Changes to the risk-assessment concept may have an adverse impact on the capital ratio of the Issuer.</p> <p>The prospective withdrawal of the UK from the EU could adversely affect the economic conditions in the UK, Europe and globally and in particular the real estate markets in both the UK and the EU and, thus, may have a negative impact on the financial condition of the Issuer and its ability to make payments under the Notes.</p> <p>Legislative changes, changes in the regulatory environment as well as investigations and proceedings by regulatory authorities may adversely affect the business of the Issuer. If the Issuer fails to address, or appears to fail to address, appropriately any changes or initiatives in banking regulation, its reputation could be harmed and its results of operations and financial condition may be adversely affected.</p> <p>Based on EBA guidelines published in December 2014, the ECB may demand a higher capitalisation and higher capital ratios of the Issuer in the future. This could impact the development in assets, financial position and earnings of the Issuer and, in turn, might have a significant negative impact on the ability of the Issuer to fulfil its obligations in relation to Notes.</p> <p>The planned introduction of additional bank levies and of a financial transaction tax might make certain business activities of the Issuer unprofitable.</p> <p>External tax audits may result in additional tax income and, thus, in higher tax expenses for previous periods.</p> <p>The Issuer may have tax disadvantages, if it loses existing tax loss and interest carry-forwards.</p> <p>The Issuer continues to bear risks related to FMS Wertmanagement despite the transfer of assets and liabilities and the termination of the servicing activities, not least due to the exposure associated with related back-to-back derivatives.</p> |
| D.3 | Key information on the key risks that are specific to the securities | <p>General Risks Relating to the Notes</p> <p>Some Notes are complex financial instruments. A potential investor should not invest in Notes unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.</p> <p>The Issuer's financial situation may deteriorate and the Issuer may become insolvent, in which case any payment claims under the Notes are neither secured nor guaranteed by any deposit protection fund or governmental agency and the Holder of Notes may lose part or all of their invested capital (<u>risk of total loss</u>).</p> <p>The Notes may be listed or unlisted and no assurance can be given that a liquid secondary market for the Notes will develop or continue. In an illiquid market, an investor may not be able to sell his Notes at any time at fair market prices.</p> <p>A Holder of a Note denominated in a foreign currency is exposed to the risk of changes in currency exchange rates which may affect the yield and/or the redemption amount of such Notes.</p> <p>The Holder of Notes is exposed to the risk of an unfavourable development of market prices of its Notes which materialises if the Holder sells the Notes prior to the final maturity of such Notes.</p> <p>If the Issuer has the right to redeem the Notes prior to maturity, a Holder of such Notes is exposed to the risk that due to early redemption his investment will have a lower than expected yield.</p> <p>Subordinated Notes establish unsecured and subordinated liabilities of the Issuer ranking <i>pari passu</i> among themselves and <i>pari passu</i> with all other unsecured and subordinated obligations of the Issuer unless statutory provisions or the conditions of such obligations provide otherwise. In the event of the Issuer's liquidation or insolvency of the Issuer, these obligations will be subordinated to the claims of all unsubordinated creditors of the Issuer with the result that, in all cases specified, payments will not be made on the liabilities until all of the Issuer's unsubordinated</p> |

| | |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>creditors have been satisfied in full.</p> <p>The Holders of Subordinated Notes are not entitled to set off claims arising from the Subordinated Notes against any of the Issuer's claims. No security of whatever kind and no guarantee is, or shall at any time be, provided by the Issuer or any other person securing or guaranteeing rights of the Holders under such Notes, which enhances the seniority of the claims under the Notes and Notes are not, or shall not at any time be, subject to any arrangement that enhances the seniority of the claims under the Subordinated Notes. Furthermore, the termination, the redemption and the repurchase of Subordinated Notes are subject to specific restrictions. The specific terms of Subordinated Notes particularly show effect on the market value of the Subordinated Notes with the result that the market value of instruments from the same issuer with the same specific terms but without subordination is generally higher.</p> <p>In case of redemption of Subordinated Notes caused by a regulatory event there is no guarantee for the Holders to reinvest their amounts invested and redeemed on similar terms.</p> <p>Potential purchasers and sellers of the Notes may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Notes are transferred or other jurisdictions.</p> <p>Holders of the Notes may not be entitled to receive grossed-up amounts to compensate for tax, duty, withholding or other payment.</p> <p>The Issuer may, under certain circumstances, be required by FATCA to withhold tax on payments made to certain investors and additionally, the Issuer itself could be exposed to FATCA withholding tax on certain of its assets which would reduce the profitability, and, thus, the cash available to make payments under the Notes.</p> <p>The lawfulness of the acquisition of the Notes might be subject to legal restrictions which may affect the validity of the purchase.</p> <p>Should the German Bond Act apply to the Notes (other than Pfandbriefe), the Terms and Conditions of such Notes may be modified by resolution of the Holders passed by the majority stated in the relevant Terms and Conditions or, as the case may be, stipulated by the German Bond Act. Holders therefore bear the risk that the initial Terms and Conditions of the Notes may be modified to their individual disadvantage.</p> <p>With regard to the obligations arising in connection with the Notes (other than Pfandbriefe) the Issuer is under certain conditions entitled to appoint a substitute debtor whose insolvency risk might differ from the Issuer's risk.</p> <p>In case of financial difficulties, the Issuer may initiate a reorganisation proceeding (<i>Reorganisationsverfahren</i>) or restructuring proceeding (<i>Sanierungsverfahren</i>) on the basis of the German Bank Reorganisation Act (<i>Kreditinstitute-Reorganisationsgesetz</i>) which may adversely affect the rights of the Holders of Notes (except Pfandbriefe). If the financial difficulties amount to the Issuer's insolvency, Holders of Notes may lose part or all of their invested capital (<u>risk of total loss</u>).</p> <p>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.</p> <p>Risks relating to Fixed Rate Notes</p> <p>A Holder of a Fixed Rate Note is exposed to the risk that the price of such Note falls as a result of changes in the market interest rate. It is possible that the yield of a Fixed Rate Note at the time of the issuance is negative, in particular if the interest rate is zero per cent. or close to zero per cent. and/or if the issue price is higher than 100 per cent. of the principal amount.</p> <p>In the Base Prospectus Option V of the Terms and Conditions of Pfandbriefe applies to this type of Notes.</p> |
| Section E – Offer | |

| | | |
|------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| E.2b | Reasons for the offer and use of proceeds when different from making profit | The net proceeds from each issue will be used for general financing purposes of the Issuer. |
| E.3 | Description of the terms and conditions of the offer | Issue Date: 8 February 2017 Issue Price: 99.901 per cent. |
| E.4 | Any interest that is material to the issue/offer including conflicting interests | Save as discussed in the Base Prospectus in Section XII. "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. |
| E.7 | Estimated expenses charged to the investor by the Issuer or the offeror | None. |

EMISSIONSSPEZIFISCHE ZUSAMMENFASSUNG

Zusammenfassungen bestehen aus bestimmten Offenlegungspflichten, den sogenannten „Punkten“. Diese Punkte sind in den nachfolgenden Abschnitten A – E gegliedert und nummeriert (A.1 – E.7).

Diese Zusammenfassung enthält alle Punkte, die in eine Zusammenfassung für diese Art von Wertpapieren und für Emittenten dieses Typs aufzunehmen sind. Da einige Punkte nicht zu berücksichtigen sind, ist die Nummerierung zum Teil nicht durchgängig und es kann zu Lücken kommen.

Auch wenn ein Punkt aufgrund der Art des Wertpapiers bzw. für Emittenten dieses Typs in die Zusammenfassung aufgenommen werden muss, ist es möglich, dass bezüglich dieses Punkts keine relevante Information zu geben ist. In diesem Fall enthält die Zusammenfassung an der entsprechenden Stelle eine kurze Beschreibung der Schlüsselinformation und den Hinweis „Nicht anwendbar“.

| Abschnitt A - Einleitung und Warnhinweise | |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A.1 | <p>Die Zusammenfassung ist als Einführung zum Basisprospekt zu verstehen. Der Anleger sollte jede Entscheidung zur Anlage in die Schuldverschreibungen auf die Prüfung des gesamten Prospekts, einschließlich der durch Verweis einbezogenen Dokumente, etwaiger Nachträge und der Endgültigen Bedingungen stützen. Für den Fall, dass vor einem Gericht Ansprüche aufgrund der in einem Basisprospekt, durch Verweis einbezogenen Dokumenten, etwaigen Nachträgen sowie den in den jeweiligen Endgültigen Bedingungen enthaltenen Informationen geltend gemacht werden, könnte der klagende Anleger aufgrund einzelstaatlicher Rechtsvorschriften von Mitgliedstaaten des Europäischen Wirtschaftsraums die Kosten für eine Übersetzung des Basisprospekts, der durch Verweis einbezogenen Dokumente, etwaiger Nachträge und der Endgültigen Bedingungen in die Gerichtssprache vor Prozessbeginn zu tragen haben. Die Emittentin kann für den Inhalt dieser Zusammenfassung, einschließlich einer gegebenenfalls angefertigten Übersetzung davon, haftbar gemacht werden, jedoch nur für den Fall, dass die Zusammenfassung irreführend, unrichtig oder widersprüchlich ist, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird oder sie, wenn sie zusammen mit den anderen Teilen des Basisprospekts gelesen wird, nicht alle erforderlichen Schlüsselinformationen vermittelt.</p> |
| A.2 | <p>Zustimmung zur Verwendung des Prospekts</p> <p>Jeder Platzeur und/oder jeder weitere Finanzintermediär, der die emittierten Schuldverschreibungen nachfolgend weiter verkauft oder endgültig platziert ist – sofern und soweit dies in diesen Endgültigen Bedingungen für eine bestimmte Emission von Schuldverschreibungen so erklärt wird – berechtigt, den Prospekt in der Bundesrepublik Deutschland, dem Großherzogtum Luxemburg, den Niederlanden, dem Vereinigten Königreich, Irland, Österreich, Norwegen, Italien und dem Königreich Spanien (die „Angebotsländer“) für den späteren Weiterverkauf oder die endgültige Platzierung der Schuldverschreibungen während der Angebotsfrist vom 7. Februar 2017 bis 8. Februar 2017 während welcher der spätere Weiterverkauf oder die endgültige Platzierung der Schuldverschreibungen vorgenommen werden darf, zu verwenden, vorausgesetzt jedoch, dass der Prospekt in Übereinstimmung mit § 9 des deutschen Wertpapierprospektgesetzes („WpPG“), welches die Richtlinie 2003/71/EG des Europäischen Parlaments und des Rates vom 4. November 2003 (geändert durch Richtlinie 2010/73/EU des Europäischen Parlaments und des Rates vom 24. November 2010) umsetzt, noch gültig ist.</p> <p>Der Prospekt darf potentiellen Investoren nur zusammen mit sämtlichen bis zur Übergabe veröffentlichten Nachträgen übergeben werden. Jeder Nachtrag zum Prospekt kann in elektronischer Form auf der Internetseite des Emittenten www.pfandbriefbank.com (see https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html) eingesehen werden.</p> <p>Bei der Nutzung des Prospektes hat jeder Platzeur und/oder jeweiliger weiterer Finanzintermediär sicherzustellen, dass er alle anwendbaren, in den jeweiligen Jurisdiktionen geltenden Gesetze und Rechtsvorschriften beachtet.</p> <p>Etwaige neue Informationen zu Finanzintermediären, die zum Zeitpunkt der Billigung des Basisprospektes oder der Hinterlegung der Endgültigen Bedingungen unbekannt waren, werden auf der Website der Emittentin www.pfandbriefbank.com (see https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html) veröffentlicht.</p> <p>Für den Fall, dass ein Platzeur und/oder weiterer Finanzintermediär ein Angebot macht, informiert dieser Platzeur und/oder weiterer Finanzintermediär die Anleger zum Zeitpunkt der Angebotsvorlage über die Angebotsbedingungen der Schuldverschreibungen.</p> |

| | | Jeder Platzeur und/oder weiterer Finanzintermediär der den Basisprospekt für öffentliche Angebote nutzt, wird auf seiner Website veröffentlichen, dass er den Basisprospekt in Übereinstimmung mit dieser Zustimmung und den mit dieser verbundenen Bedingungen nutzt. | | | | | | | | | | | | | | | | | | | | | |
|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------|------|----------------------------------|--|--|----------------------|-----------------|-----|-----------------------|-----------------|-----|---------------------|-------------------|--------------------|-------------|---------|------|--|--|------|
| Abschnitt B – Emittent | | | | | | | | | | | | | | | | | | | | | | | |
| B.1 | Juristische und kommerzielle Bezeichnung der Emittentin | Die Emittentin handelt unter der Firma „Deutsche Pfandbriefbank AG“. Seit dem 2. Oktober 2009 tritt die Emittentin unter dem kommerziellen Namen „pb Deutsche Pfandbriefbank“ auf. | | | | | | | | | | | | | | | | | | | | | |
| B.2 | Sitz, Rechtsform, Rechtsordnung | Die Emittentin wurde gemäß den Gesetzen der Bundesrepublik Deutschland als Aktiengesellschaft errichtet. Sie ist beim Handelsregister in München unter der Nummer HRB 41054 eingetragen. Der eingetragene Geschäftssitz der Emittentin ist Freisinger Str. 5, 85716 Unterschleißheim, Deutschland. | | | | | | | | | | | | | | | | | | | | | |
| B.4b | Trends, die sich auf die Emittentin und die Branchen, in denen sie tätig ist, auswirken | Der internationale Bankensektor sieht sich im Jahr 2016 weiter einem schwierigen operativen Umfeld ausgesetzt. Die Emittentin ist, wie auch andere Banken in der Eurozone (insbesondere Banken, die in Ländern angesiedelt sind, die von der Staatsschuldenkrise betroffen sind) der Belastung durch notleidende Kredite und zunehmend strengere Regulierung (einschließlich der Aufsicht in dem einheitlichen Bankenaussichtsmechanismus (SSM) durch die Europäische Zentralbank (EZB)) ausgesetzt. Der negative Ratingdruck auf dem Bankensektor – welcher nicht ausschließlich auf die Krisenländer beschränkt war, sondern den Europäischen Bankensektor im Allgemeinen betraf – scheint sich aber abgeschwächt zu haben. Die Pläne, Investoren nachrangiger Anleihen bei Abwicklungen stark einzubeziehen, dürften inzwischen in den meisten Bankratings reflektiert sein, wirken sich aber weiter negativ auf die Kapitalkosten der Banken aus. Steigende Anforderungen seitens der Bankenregulierung und die immer noch relativ schwache wirtschaftliche Dynamik begrenzen außerdem die Rentabilität des Sektors. | | | | | | | | | | | | | | | | | | | | | |
| B.5 | Konzernstruktur | <p>Am 16. Juli 2015 erfolgte das öffentliche Angebot von Aktien der Emittentin (IPO). 107.580.245 Aktien der Emittentin wurden bei Investoren platziert und 134.475.308 Aktien zum Handel an der Frankfurter Wertpapierbörsen zugelassen.</p> <p>Vom Jahr 2009 bis zu ihrer Privatisierung war die Emittentin die strategische Kernbank der früheren Hypo Real Estate Group. Am 18. Juli 2011 hat die Europäische Kommission die staatliche Hilfe der Bundesrepublik Deutschland für die Hypo Real Estate Group genehmigt. Die Europäische Kommission hat ihre Genehmigung an eine Reihe von Bedingungen geknüpft.</p> <p>Aufgrund der Rückzahlung der durch die SoFFin gewährten stillen Einlage am 6. Juli 2015 und der Privatisierung der Emittentin finden die der Emittentin durch die Europäische Kommission auferlegten Beschränkungen keine Anwendung mehr.</p> | | | | | | | | | | | | | | | | | | | | | |
| B.9 | Gewinnprognosen oder – schätzungen | Nicht anwendbar. Gewinnprognosen oder -schätzungen sind nicht erfolgt. | | | | | | | | | | | | | | | | | | | | | |
| B.10 | Beschränkungen im Bestätigungsvermerk | Nicht anwendbar. Der Bestätigungsvermerk enthält keine Beschränkungen. | | | | | | | | | | | | | | | | | | | | | |
| B.12 | Ausgewählte wesentliche historische Finanzinformationen über den Emittenten, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition des Emittenten | <p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zur Deutsche Pfandbriefbank aus dem geprüften konsolidierten Jahresabschluss für die zum 31. Dezember 2014 und 2015 beendeten Geschäftsjahre:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"></th> <th style="text-align: right; width: 15%;">2015</th> <th style="text-align: right; width: 15%;">2014</th> </tr> </thead> <tbody> <tr> <td>Ergebniszahlen gemäß IFRS</td> <td></td> <td></td> </tr> <tr> <td>Ergebnis vor Steuern</td> <td style="text-align: right;">in Mio. Euro</td> <td style="text-align: right;">195</td> </tr> <tr> <td>Ergebnis nach Steuern</td> <td style="text-align: right;">in Mio. Euro</td> <td style="text-align: right;">230</td> </tr> <tr> <td>Bilanzzahlen</td> <td style="text-align: right;">31.12.2015</td> <td style="text-align: right;">31.12.2014*</td> </tr> <tr> <td>Bilanzsumme</td> <td style="text-align: right;">in Mrd.</td> <td style="text-align: right;">66,8</td> </tr> <tr> <td></td> <td></td> <td style="text-align: right;">74,9</td> </tr> </tbody> </table> | | 2015 | 2014 | Ergebniszahlen gemäß IFRS | | | Ergebnis vor Steuern | in Mio. Euro | 195 | Ergebnis nach Steuern | in Mio. Euro | 230 | Bilanzzahlen | 31.12.2015 | 31.12.2014* | Bilanzsumme | in Mrd. | 66,8 | | | 74,9 |
| | 2015 | 2014 | | | | | | | | | | | | | | | | | | | | | |
| Ergebniszahlen gemäß IFRS | | | | | | | | | | | | | | | | | | | | | | | |
| Ergebnis vor Steuern | in Mio. Euro | 195 | | | | | | | | | | | | | | | | | | | | | |
| Ergebnis nach Steuern | in Mio. Euro | 230 | | | | | | | | | | | | | | | | | | | | | |
| Bilanzzahlen | 31.12.2015 | 31.12.2014* | | | | | | | | | | | | | | | | | | | | | |
| Bilanzsumme | in Mrd. | 66,8 | | | | | | | | | | | | | | | | | | | | | |
| | | 74,9 | | | | | | | | | | | | | | | | | | | | | |

| | | | | |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|-------------------|
| | | Euro | | |
| | Bilanzielles Eigenkapital | | | |
| | (ohne Neubewertungsrücklage) | in Mrd. Euro | 2,7 | 3,4 |
| | Bilanzielles Eigenkapital | in Mrd. Euro | 2,7 | 3,5 |
| | Die Zahlen in dieser Tabelle sind gerundet. * Anpassung gemäß IAS 8.14 ff. | | | |
| | Die folgende Tabelle enthält ausgewählte Finanzinformationen zur Deutschen Pfandbriefbank, welche dem ungeprüften Konzernzwischenabschluss für das erste Halbjahr des Finanzjahres 2016 entnommen wurden: | | | |
| | | Erstes Halbjahr 2016 | Erstes Halbjahr 2015 | |
| | Ergebniszahlen gemäß IFRS | | | |
| | Ergebnis vor Steuern | in Mio. Euro | 87 | 112 |
| | Ergebnis nach Steuern | in Mio. Euro | 66 | 88 |
| | Bilanzzahlen | | 30.06.2016 | 31.12.2015 |
| | Bilanzsumme | in Mrd. Euro | 67,5 | 66,8 |
| | Bilanzielles Eigenkapital | in Mrd. Euro | 2,7 | 2,7 |
| | Die Zahlen in dieser Tabelle sind gerundet. | | | |
| | Seit dem Datum der Veröffentlichung des letzten geprüften Jahresabschlusses (31. Dezember 2015) hat es keine wesentlichen negativen Veränderungen in den Aussichten der Emittentin gegeben. | | | |
| | Abgesehen von den Informationen in diesem Absatz hat es seit dem Ende des Stichtages, für den Zwischenfinanzinformationen veröffentlicht wurden (30. Juni 2016), keine wesentlichen Veränderungen in der Finanzlage der Emittentin und ihrer konsolidierten Tochtergesellschaften gegeben. | | | |
| | Im dritten Quartal des Geschäftsjahrs 2016 hat die Emittentin einen positiven einmaligen Sonderertrag in Höhe von Euro 132 Millionen aus der Wertzuschreibung in Bezug auf ihre Forderungen gegen die HETA und der Auflösung entsprechender Rückstellungen realisiert. Dem Sonderertrag hat die Emittentin einen Betrag in Höhe von Euro 15 Millionen für vorsorgliche Rückstellungen und Aufwendungen gegenüber gestellt. In diesem Zusammenhang sollte beachtet werden, dass die Emittentin bekannt gemacht hat, dass ihr Vorstand und Aufsichtsrat erwägen, der Hauptversammlung 2017 –vorbehaltlich der Erfüllung aller rechtlichen und regulatorischen Vorgaben und Entwicklungen– für das Geschäftsjahr 2016 zusätzlich zur Ausschüttung im Rahmen der kommunizierten Dividendenstrategie eine Sonderdividende vorzuschlagen, die sich aus einem Sonderertrag aus der Restrukturierung nicht nachrangiger Verbindlichkeiten der HETA ergeben hat. Damit verbindet die Emittentin keine grundsätzliche Änderung ihrer kommunizierten Dividendenpolitik, die der Vorstand überprüfen wird, sobald die Auswirkungen einer veränderten Regulierung absehbar sind. | | | |

| | | |
|------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| B.13 | Aktuelle Entwicklungen | <p>Die Emittentin hielt nicht nachrangige Verbindlichkeiten der HETA Asset Resolution AG („HETA“) mit einem Nominalvolumen von insgesamt Euro 395 Millionen. Am 10. April 2016 hat die Österreichische Finanzmarktaufsicht („FMA“) entschieden, das Instrument der Herabschreibung (<i>Bail-In</i>) unter anderem auf nicht nachrangige Schuldtitel der HETA Gläubiger in Höhe von 53,98 % anzuwenden. Weitere Maßnahmen, die von der FMA verkündet wurden, umfassten eine Verlängerung der Fälligkeiten der Schuldverschreibungen bis zum 31. Dezember 2023 sowie die Streichung der Zinszahlungen ab dem 1. März 2015. Im Oktober 2016 hat die Emittentin ein Rückkaufangebot des Kärntner Ausgleichszahlungs-Fonds in Bezug auf die von ihr gehaltenen nicht nachrangigen Verbindlichkeiten der HETA in Verbindung mit dem Erwerb von garantierten Nullkupon-Schuldverschreibungen angenommen. Die Emittentin hat nahezu 90 % des Nominalvolumens der nicht nachrangigen Verbindlichkeiten der HETA realisiert, weshalb ein Sonderertrag in Höhe von Euro 132 Millionen für die Emittentin im dritten Quartal 2016 verbucht wurde. Die Emittentin hat die Nullkupon-Schuldverschreibungen zu Beginn des vierten Quartals 2016 verkauft.</p> <p>Seit dem zweiten Halbjahr 2016 betreibt die Emittentin im Wege des grenzüberschreitenden Geschäfts in den Vereinigten Staaten Immobilienfinanzierung. Die Emittentin will mit bestehenden, international investierenden Kunden und etablierten Bankpartnern zusammenarbeiten. Der Schwerpunkt der Aktivitäten in den Vereinigten Staaten liegt auf syndizierten Krediten, d.h. Beteiligung der Emittentin an der Finanzierung von Darlehen, die von Partnerbanken arrangiert werden.</p> <p>Am 11. November 2016 hat die Emittentin bekannt gemacht, dass ihr Vorstand und ihr Aufsichtsrat erwägen, der Hauptversammlung 2017 – vorbehaltlich der Erfüllung aller rechtlichen und regulatorischen Vorgaben und Entwicklungen – für das Geschäftsjahr 2016 zusätzlich zur Ausschüttung im Rahmen der kommunizierten Dividendenstrategie eine Sonderdividende vorzuschlagen, die sich aus einem Sonderertrag aus der Restrukturierung bestimmter nicht nachrangiger Verbindlichkeiten der HETA ergeben hat. Damit verbindet die Emittentin keine grundsätzliche Änderung ihrer kommunizierten Dividendenpolitik, die der Vorstand überprüfen wird, sobald die Auswirkungen einer veränderten Regulierung absehbar sind.</p> <p>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.</p> <p>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.</p> |
| B.14 | Konzernstruktur sowie Abhängigkeit des Emittenten von anderen Konzerngesellschaften | <p>siehe Punkt B.5</p> <p>Entfällt. Die Emittentin ist nicht abhängig von anderen Gesellschaften.</p> |
| B.15 | Beschreibung der Haupttätigkeiten des Emittenten | <p>Die Emittentin tätigt Neugeschäft nur in zwei Geschäftssegmenten: Real Estate Finance und Public Investment Finance. Darüber hinaus gibt es noch das Segment Value Portfolio sowie die Berichtsspalte Consolidation & Adjustments.</p> <p>In dem strategischen Geschäftsbereich Real Estate Finance richtet sich das Produktangebot der Emittentin an professionelle nationale und internationale Immobilieninvestoren (wie Immobilienunternehmen, institutionelle Investoren, Immobilienfonds und insbesondere in Deutschland auch an regional orientierte kleinere und mittelständige Unternehmen (KMU)) mit einem mittel- bis langfristigen Anlagehorizont. Der Schwerpunkt der Emittentin liegt auf Finanzierungen der Immobilienarten Bürogebäude, dem Einzelhandel, große Apartmentgebäude (Mehrfamilienhäuser), Einzelhandels- und Logistikimmobilien sowie Hotels als Portfoliobemischung. Die Emittentin konzentriert sich auf deckungsstockfähige mittlere bis größere Finanzierungen. Regional bietet die Emittentin ihren Kunden sowohl lokale Expertise in ihren wichtigsten Zielmärkten Deutschland, Großbritannien, Frankreich, Skandinavien (im</p> |

| | | | | | | | | | | | | |
|-----------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|------|-----------------------------|-----|-------------------|-----|---------------------------|-----|----------------------|-----|
| | | <p>Speziellen Schweden und Finnland) sowie in ausgewählten Ländern Mittel- und Osteuropas (im Wesentlichen Polen). In den anderen europäischen Märkten konzentriert sich die Emittentin im Wesentlichen auf die Metropolregionen, welche den größten Teil des entsprechenden nationalen Marktes abdecken. Ergänzend zu den europäischen Märkten erwägt die Emittentin künftig im begrenzten Maße einzelne Geschäftsabschlüsse im US amerikanischen Immobilienmarkt zu tätigen, wobei – ohne lokale Präsenz – primär Beteiligungen an Finanzierungen von strategischen Partnern eingegangen werden. Die Emittentin bietet länderübergreifendes und multi-jurisdiktionales Know-how in diesem Geschäftssegment.</p> <p>Im Segment Public Investment Finance bietet die Emittentin ihren Kunden mittel- bis langfristige Finanzierungen für öffentliche Investitionsprojekte an. Das zentrale Refinanzierungsinstrument ist der deutsche öffentliche Pfandbrief. Der Schwerpunkt des Finanzierungsangebotes liegt auf öffentlichen Einrichtungen, wie z.B. Bildungs-, Sport und Kultureinrichtungen, kommunalem Wohnungsbau, Verwaltungsgebäuden sowie Einrichtungen der Gesundheits- und Altersversorgung, der Versorgungs- und Entsorgungswirtschaft oder der Straßen-, Schienen- und Luftverkehrsinfrastruktur. Entsprechend bietet die Emittentin neben klassischen Darlehen auch Finanzierungen in den Bereichen der öffentlich garantierten Exportfinanzierung, der Finanzierung öffentlich-privater Partnerschaften, der Infrastrukturfinanzierung sowie der sale-and-lease back Finanzierung für öffentliche Institutionen. Finanzierungen werden an öffentlich-rechtliche Schuldner, Unternehmen in öffentlicher oder privater Rechtsform sowie an Zweckgesellschaften mit öffentlicher Gewährleistung vergeben. Der regionale Schwerpunkt liegt auf europäischen Ländern mit guten Ratings, in denen sich Aktivgeschäfte über die Emission von Pfandbriefen refinanzieren lassen und in denen eine funktionierende, gute Infrastruktur besteht. Aktuell konzentriert sich die Emittentin insbesondere auf Deutschland und Frankreich.</p> <p>Die Emittentin bietet ihren Kunden Derivate prinzipiell nur zu Absicherungszwecken in Verbindung mit ihren Krediten an. In Ausnahmefällen werden stand-alone Derivate mit Upfront-Payments abgeschlossen, vorausgesetzt, dass deren Gewährung zu keinem anderweitigen Risiko führt, das berücksichtigt werden muss (insbesondere caps und floors).</p> <p>Das Segment Value Portfolio beinhaltet alle nicht-strategischen Vermögenswerte und Aktivitäten der Emittentin und ihrer vollkonsolidierten Tochterunternehmen.</p> | | | | | | | | | | |
| B.16 | Unmittelbare oder mittelbare Beteiligungen oder Beherrschungsverhältnisse | <p>Nach dem deutschen Wertpapierhandelsgesetz (WpHG) haben Investoren von börsennotierten Gesellschaften, deren direkte oder indirekte Beteiligungen in Aktien oder Optionsrechten zu Erwerb von Aktien bestimmte Schwellenwerte erreichen, sowohl der Gesellschaft als auch der BaFin solche Veränderungen unverzüglich, spätestens jedoch innerhalb von vier Handelstagen mitzuteilen. Die Mindestschwelle im Hinblick auf die Mitteilung liegt bei 3% des stimmberechtigten Stammkapitals an einer Gesellschaft.</p> <p>Zum Datum des 2. Nachtrags vom 4. Juli 2016 gibt es nach Kenntnis der Emittentin und infolge der Mitteilungen, die die Emittentin erhalten hat, fünf Anteilseigner, welche direkt oder indirekt mehr als 3% und weniger als 5% halten, sowie einen Anteilseigner, der direkt oder indirekt, mehr als 5% und weniger als 10% der Aktien der Emittentin hält und einen Anteilseigner, die indirekte Beteiligung der Bundesrepublik Deutschland über den Finanzmarktstabilisierungsfonds und die Hypo Real Estate Holding, der indirekt mehr als 10% der Aktien der Emittentin hält (es wird jeweils nur das direkte oder indirekte Halten der Aktien gezählt, d.h. ohne Berücksichtigung der Optionsrechte zum Erwerb von Aktien).</p> | | | | | | | | | | |
| B.17 | Rating | <p>Zum Datum dieses Fünften Nachtrags vom 19. Dezember 2016 wurden die folgenden mandatierten Ratings erteilt:</p> <p>Standard & Poor's</p> <table> <tbody> <tr> <td>Long-Term Senior Unsecured</td> <td>BBB*</td> </tr> <tr> <td>Short-Term Senior Unsecured</td> <td>A-2</td> </tr> <tr> <td>Subordinated Debt</td> <td>BB+</td> </tr> </tbody> </table> <p>* Credit watch "developing"</p> <p>Moody's</p> <table> <tbody> <tr> <td>Public Sector Pfandbriefe</td> <td>Aa1</td> </tr> <tr> <td>Mortgage Pfandbriefe</td> <td>Aa1</td> </tr> </tbody> </table> | Long-Term Senior Unsecured | BBB* | Short-Term Senior Unsecured | A-2 | Subordinated Debt | BB+ | Public Sector Pfandbriefe | Aa1 | Mortgage Pfandbriefe | Aa1 |
| Long-Term Senior Unsecured | BBB* | | | | | | | | | | | |
| Short-Term Senior Unsecured | A-2 | | | | | | | | | | | |
| Subordinated Debt | BB+ | | | | | | | | | | | |
| Public Sector Pfandbriefe | Aa1 | | | | | | | | | | | |
| Mortgage Pfandbriefe | Aa1 | | | | | | | | | | | |

| | | |
|------|-----------------------------|-----------------------------------------------------------------------------------------------------------------|
| | | DBRS Long-Term Senior Unsecured BBB Short-Term Senior Unsecured R-2 (high) Subordinated Debt BBB (low) |
| B.18 | Art und Umfang der Garantie | Entfällt. |

Abschnitt C – Wertpapiere

| | | |
|-----|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| C.1 | Art und Gattung der Wertpapiere, einschließlich Wertpapierkennung | <p>Gattung und Form Die Schuldverschreibungen werden nur als Inhaberpapiere begeben.</p> <p>Fest verzinsliche Schuldverschreibungen Die Schuldverschreibungen haben einen festen Zinsertrag über die gesamte Laufzeit der Schuldverschreibungen. Im Basisprospekt findet Option V der Emissionsbedingungen für Pfandbriefe auf diese Art von Schuldverschreibungen Anwendung.</p> <p>Wertpapierkennung Die ISIN ist DE000A2DASJ1 und der Common Code ist 156215350 und die WKN ist A2DASJ.</p> |
| C.2 | Währung der Wertpapierremission | Die Schuldverschreibungen sind in Euro begeben. |
| C.5 | Beschränkung der freien Übertragbarkeit | Jede Emission von Schuldverschreibungen wird in Übereinstimmung mit den in der betreffenden Jurisdiktion geltenden Gesetzen, Vorschriften und Rechtsakten sowie den dort anwendbaren Beschränkungen erfolgen. Angebot und Verkauf der Schuldverschreibungen unterliegen Verkaufsbeschränkungen, insbesondere in den Vertragsstaaten des Europäischen Wirtschaftsraums (EWR), in den Vereinigten Staaten, im Vereinigten Königreich, in Italien und in Japan. |
| C.8 | Rechte, die mit den Wertpapieren verbunden sind, einschließlich der Rangordnung und der Beschränkungen dieser Rechte | <p>Besteuerung Alle in Bezug auf die Schuldverschreibungen zahlbaren Kapital- oder Zinsbeträge werden frei von und ohne Einbehalt oder Abzug von oder aufgrund von gegenwärtigen oder zukünftigen Steuern, Abgaben, Veranlagungen oder hoheitlichen Gebühren gleich welcher Art geleistet, die von oder in der Bundesrepublik Deutschland oder einer Steuerbehörde der oder in der Bundesrepublik Deutschland auferlegt oder erhoben werden, es sei denn, dieser Einbehalt oder Abzug ist gesetzlich vorgeschrieben; in diesem Fall hat die Emittentin in Bezug auf diesen Einbehalt oder Abzug keine zusätzlichen Beträge zu bezahlen.</p> <p>Vorzeitige Rückzahlung aus Steuergründen Für die Schuldverschreibungen ist keine vorzeitige Rückzahlung aus Steuergründen vorgesehen.</p> <p>Kündigungsgründe Für die Schuldverschreibungen sind keine Kündigungsgründe vorgesehen, die die Gläubiger berechtigen, die unverzügliche Rückzahlung der Schuldverschreibungen zu verlangen.</p> <p>Anwendbares Recht Form und Inhalt der Schuldverschreibungen sowie die Rechte und Pflichten der Gläubiger und der Emittentin bestimmen sich in jeder Hinsicht nach deutschem Recht.</p> <p>Gerichtsstand Nicht ausschließlicher Gerichtsstand für alle gerichtlichen Verfahren im Zusammenhang mit den Schuldverschreibungen ist München, Bundesrepublik Deutschland.</p> <p>Rangordnung Die Pfandbriefe begründen nicht nachrangige Verbindlichkeiten der Emittentin, die untereinander gleichrangig sind. Die Pfandbriefe sind nach Maßgabe des Pfandbriefgesetzes gedeckt und stehen mindestens im gleichen Rang mit allen anderen</p> |

| | | |
|------|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>Verpflichtungen der Emittentin aus Hypothekenpfandbriefen.</p> <p>Vorlegungsfristen</p> <p>Die Vorlegungsfrist wird für die Schuldverschreibungen auf zehn Jahre abgekürzt.</p> |
| C.9 | Zinsen, Rückzahlung | <p>siehe Punkt C.8.</p> <p>Zinssatz</p> <p>0,050 % per annum.</p> <p>Verzinsungsbeginn</p> <p>8. Februar 2017</p> <p>Zinszahlungstage</p> <p>9. August eines jeden Jahres, beginnend ab dem 9. August 2017 (erster kurzer Kupon)</p> <p>Basiswert auf dem der Zinssatz basiert</p> <p>Nicht anwendbar im Fall von fest verzinslichen Schuldverschreibungen. Der Zinssatz basiert nicht auf einem Basiswert.</p> <p>Fälligkeitstag: 9. August 2021</p> <p>Rückzahlungsverfahren</p> <p>Zahlungen auf Kapital in Bezug auf die Schuldverschreibungen erfolgen an das Clearing System oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearing Systems.</p> <p>Rendite</p> <p>0,072 % per annum.</p> <p>Name des Vertreters der Inhaber der Schuldverschreibungen</p> <p>Nicht anwendbar. Es ist kein gemeinsamer Vertreter in den Anleihebedingungen der Schuldverschreibungen bestellt.</p> |
| C.10 | Derivative Komponente bei Zinszahlung | <p>siehe Punkt C.9.</p> <p>Nicht anwendbar. Die Zinszahlung weist keine derivative Komponente auf.</p> |
| C.11 | Zulassung zum Handel | Regulierter Markt der Börse München. |

Abschnitt D – Risiken

| | | |
|-----|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| D.2 | Zentrale Angaben zu den zentralen Risiken, die dem Emittenten eigen sind | <p>Die Emittentin ist dem Risiko eines unerwarteten Ausfalls eines Geschäftspartners oder einer Wertminderung von Vermögenswerten auf Grund der Bonitätsverschlechterung eines Staates oder Geschäftspartners ausgesetzt, welches nach Kredit-, Kontrahenten-, Emittenten-, Länder-, Konzentrations-, Erfüllungs-, Mieter- und Verwertungsrisiko unterschieden werden kann.</p> <p>Die Emittentin ist Marktrisiken ausgesetzt, insbesondere Risiken im Zusammenhang mit Schwankungen bei Kreditspannen, Zinssätzen und Fremdwährungskursen, welche sich negativ auf die Vermögens-, Finanzlage und Ertragslage der Emittentin auswirken können.</p> <p>Die Emittentin ist Liquiditätsrisiken ausgesetzt, das heißt dem Risiko, ihren Liquiditätsbedarf nicht decken zu können, besonders im Falle einer Störung der Refinanzierungsmärkte, was negative Auswirkungen auf ihre Fähigkeit haben kann, fälligen Zahlungsverpflichtungen nachzukommen.</p> <p>Die Emittentin ist Risiken ausgesetzt, die sich aus ihrem zyklischen Geschäftsmodell ergeben, das großvolumig ist und auf geringen Stückzahlen basiert.</p> <p>Die Emittentin ist operationellen Risiken ausgesetzt, einschließlich den Risiken unzureichender oder fehlender Prozesse, menschlicher Fehler, Technologieversagen, externer Ereignisse, dem Reputationsrisiko, dem Risiko von Cyberattacken und dem Risiko eines potenziellen Ausfalls von wesentlichen Outsourcing-Anbietern.</p> <p>Die Emittentin ist Immobilienrisiken im Zusammenhang mit der Bewertung ihres Immobilienkreditportfolios und eines möglichen Wertverlusts des dem zugrunde liegenden Immobilienportfolios ausgesetzt.</p> <p>Die Emittentin ist dem Risiko zukünftiger signifikanter Abschreibungen auf Forde-</p> |
|-----|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>rungen ausgesetzt. Des Weiteren könnten die jeweiligen Sicherheiten nicht ausreichen.</p> <p>Die Emittentin trägt das Risiko, dass Gewinne für Neugeschäfte ausbleiben und die Refinanzierungskosten steigen, was sich negativ auf die Finanzlage der Emittentin auswirken kann.</p> <p>Sollten die Marktzinssätze langfristig auf dem derzeit niedrigen Stand bleiben oder noch weiter sinken, können negative Auswirkungen auf einige Portfolios der Emittentin nicht ausgeschlossen werden und es kann zu Marktturbulenzen kommen.</p> <p>Die Emittentin trägt das Risiko von Herabstufungen ihrer Emittenten Ratings oder der Ratings ihrer Pfandbriefe sowie ihrer anderen Verbindlichkeiten, einschließlich ihrer nachrangigen Verbindlichkeiten, 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. Für den Fall, dass die Bundesrepublik Deutschland ihre indirekte Beteiligung an der Emittentin veräußert oder reduziert, besteht das Risiko einer Herabstufung der Ratings der Emittentin.</p> <p>Die Emittentin ist Risiken in Zusammenhang mit den Bedingungen an den internationalen Finanzmärkten und der globalen Wirtschaft ausgesetzt, die einen negativen Einfluss auf die Geschäftsbedingungen und -möglichkeiten der Emittentin haben können.</p> <p>Geopolitische Konflikte können die Märkte und die Profitabilität und die Geschäftsmöglichkeiten der Emittentin negativ beeinflussen.</p> <p>Die Emittentin war bereits und wird auch weiterhin von der Europäischen Staatsschuldenkrise unmittelbar betroffen sein, wodurch sie gezwungen sein könnte, Wertberichtigungen auf Forderungen gegen Staaten und andere Finanzierungsinstrumente, die derzeit von einer Staatsgarantie oder von ähnlichen Instrumenten profitieren, wie die Forderung gegen HETA Asset Resolution AG, vorzunehmen.</p> <p>Derzeit anhängige wie auch künftig noch anhängig werdende Rechtsstreitigkeiten können die Ertragslage der Emittentin erheblich beeinträchtigen.</p> <p>Die Emittentin ist dem Risiko von Ausfällen im Deckungsstock für Pfandbriefe ausgesetzt, das insbesondere im Zusammenhang mit ungünstigen regionalen wirtschaftlichen Umständen verbunden sein kann, die negative Auswirkungen auf die Deckungsstücke haben können.</p> <p>Änderungen bei den Methoden zur Bewertung von Finanzinstrumenten können sich nachteilig auf die Emittentin und ihre Ertragsentwicklung auswirken.</p> <p>Der voraussichtliche Austritt Großbritanniens aus der Europäischen Union könnte sich auf die wirtschaftlichen Bedingungen in Großbritannien, Europa und weltweit und insbesondere die Immobilienmärkte sowohl in Großbritannien als auch der Europäischen Union nachteilig auswirken und somit negative Auswirkungen auf die finanzielle Situation der Emittentin und ihre Fähigkeit, Zahlungen unter den Schuldverschreibungen zu leisten, haben.</p> <p>Änderungen des Risikotragfähigkeitskonzepts können eine nachteilige Wirkung auf das Deckungskapital der Emittentin haben.</p> <p>Rechtsänderungen, Änderungen der aufsichtsrechtlichen Anforderungen, sowie Ermittlungen und Verfahren von Aufsichtsbehörden können das Geschäft der Emittentin negativ beeinflussen. Sollte die Emittentin es versäumen, oder den Eindruck erwecken es zu versäumen, alle Änderungen oder Gesetzesinitiativen im Rahmen der Bankenregulierung ordnungsgemäß umzusetzen, könnte ihr Ruf Schaden nehmen und dadurch die Ertragslage sowie die finanzielle Situation der Emittentin negativ beeinflusst werden, was im Gegenzug einen deutlich negativen Einfluss auf die Fähigkeit der Emittentin, ihre Verpflichtungen hinsichtlich der Schuldverschreibungen zu erfüllen, haben kann.</p> <p>Basierend auf Leitlinien der EBA, die im Dezember 2014 veröffentlicht wurden, kann die EZB von der Emittentin künftig eine höhere Eigenkapitalausstattung und eine höhere Eigenkapitalquote verlangen. Hierdurch können sich Auswirkungen auf die Vermögens-, Finanz- und Ertragslage der Emittentin ergeben.</p> <p>Die geplante Einführung zusätzlicher Bankenabgaben und einer Finanztransaktionssteuer könnte bestimmte Geschäftsaktivitäten der Emittentin unrentabel werden</p> |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | | |
|-----|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>lassen.</p> <p>Aus steuerlichen Außenprüfungen können sich zusätzliche zu versteuernde Erträge und folglich erhöhte Steueraufwendungen für vorangegangene Zeiträume ergeben.</p> <p>Die Emittentin könnte Steuernachteile erleiden, wenn sie bestehende steuerliche Verlust- und Zinsvorträge verliert.</p> <p>Die Emittentin ist ungeachtet der Übertragung von Vermögenswerten und Verbindlichkeiten sowie der Beendigung des Servicing weiterhin Risiken mit Bezug auf die FMS Wertmanagement ausgesetzt, nicht zuletzt aufgrund von Risiken in Zusammenhang mit Back-to-Back-Derivaten.</p> |
| D.3 | Zentrale Angaben zu den zentralen Risiken, die den Wertpapieren eigen sind | <p>Allgemeine mit den Schuldverschreibungen verbundene Risiken</p> <p>Manche Schuldverschreibungen sind komplexe Finanzinstrumente. Potenzielle Anleger sollte nicht in diese Schuldschreibungen investieren, wenn sie (selbst oder durch ihre Finanzberater) nicht über die nötige Expertise verfügen, um die Wertentwicklung der Schuldverschreibungen unter den wechselnden Bedingungen, die resultierenden Wertveränderungen der Schuldverschreibungen sowie die Auswirkungen einer solchen Anlage auf ihr Gesamtportfolio einzuschätzen.</p> <p>Die finanzielle Situation der Emittentin könnte sich verschlechtern und die Emittentin könnte insolvent werden. In einem solchen Fall sind Zahlungsansprüche unter den Schuldverschreibungen weder gesichert noch garantiert durch den Einlagensicherungsfonds oder staatliche Einrichtungen und Anleger könnten Teile ihres investierten Kapitals oder ihr gesamtes investiertes Kapital verlieren (Totalverlustrisiko).</p> <p>Die Schuldverschreibungen können gelistet oder nicht gelistet sein und es kann keine Zusicherung gegeben werden, dass ein liquider Sekundärmarkt für die Schuldverschreibungen entstehen wird oder fortbestehen wird. In einem illiquiden Markt könnte es sein, dass ein Anleger seine Schuldverschreibungen nicht zu jedem Zeitpunkt zu angemessenen Marktpreisen veräußern kann.</p> <p>Ein Gläubiger von Schuldverschreibungen, die auf eine ausländische Währung lauten, ist Wechselkursrisiken ausgesetzt, welche Auswirkungen auf die Rendite und/oder den Rückzahlungsbetrag der Schuldverschreibungen haben können.</p> <p>Der Gläubiger von Schuldverschreibungen ist dem Risiko nachteiliger Entwicklungen der Marktpreise seiner Schuldverschreibungen ausgesetzt, welches sich materialisieren kann, wenn der Gläubiger seine Schuldverschreibungen vor Endfälligkeit veräußert.</p> <p>Sofern der Emittentin das Recht eingeräumt wird, die Schuldverschreibungen vor Fälligkeit zurückzuzahlen, ist der Gläubiger dieser Schuldverschreibungen dem Risiko ausgesetzt, dass infolge der vorzeitigen Rückzahlung seine Kapitalanlage eine geringere Rendite als erwartet aufweisen wird.</p> <p>Nachrangige Schuldverschreibungen begründen unbesicherte und nachrangige Verbindlichkeiten der Emittentin, die untereinander und mit allen anderen unbesicherten und nachrangigen Verbindlichkeiten der Emittentin gleichrangig sind, soweit gesetzliche Vorschriften oder die Bedingungen dieser anderen Verbindlichkeiten nicht etwas anderes vorsehen. Im Falle einer Liquidation oder Insolvenz der Emittentin sind diese Verbindlichkeiten nachrangig gegenüber den Forderungen aller nicht nachrangigen Gläubiger der Emittentin, mit dem Ergebnis, dass in all diesen Fällen, Zahlungen auf die Verbindlichkeiten nicht geleistet werden, bevor die Forderungen der nicht nachrangigen Gläubiger der Emittentin nicht befriedigt wurden.</p> <p>Die Gläubiger nachrangiger Schuldverschreibungen dürfen Forderungen aus den nachrangigen Schuldverschreibungen nicht gegen Forderungen der Emittentin aufrechnen. Für die Rechte der Gläubiger aus den Schuldverschreibungen ist diesen keine Sicherheit irgendwelcher Art oder Garantie durch die Emittentin oder durch Dritte gestellt, die den Ansprüchen aus den Schuldverschreibungen einen höheren Rang verleiht, oder eine sonstige Vereinbarung getroffen, der zufolge die Ansprüche aus den Schuldverschreibungen anderweitig einen höheren Rang erhalten; eine solche Sicherheit oder Garantie oder Vereinbarung wird auch zu keinem Zeitpunkt gestellt oder vereinbart werden. Des Weiteren unterliegen die Kündigung, die Rückzahlung und der Rückkauf nachrangiger Schuldverschreibungen bestimmten Beschränkungen. Die speziellen Bedingungen nachrangiger Schuldverschreibungen beeinflussen den Marktwert nachrangiger Schuldverschreibungen dahingehend, dass</p> |

| | | |
|------------------------------|------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>der Marktwert von Schuldverschreibungen derselben Emittentin und mit denselben Bedingungen, aber ohne Nachrang, grundsätzlich höher ist.</p> <p>Im Falle der Rückzahlung von nachrangigen Schuldverschreibungen aufgrund eines regulatorischen Ereignisses gibt es keine Garantie für die Gläubiger, dass sie die angelegten und zurückgezahlten Beträge zu ähnlichen Konditionen reinvestieren können.</p> <p>Potenzielle Käufer und Verkäufer der Schuldverschreibungen könnten verpflichtet sein, gemäß den Gesetzen und Bestimmungen, die in dem Land, in dem die Schuldverschreibungen übertragen werden, oder in anderen Jurisdiktionen gelten, möglicherweise Steuern oder anderweitige Gebühren zahlen zu müssen.</p> <p>Gläubiger von Schuldverschreibungen haben gegebenenfalls keinen Anspruch auf einen Ausgleich für Steuern, Abgaben, Abzüge oder sonstige Zahlungen.</p> <p>Die Emittentin könnte unter den FATCA-Regelungen unter Umständen dazu verpflichtet sein, eine Quellensteuer auf Zahlungen an bestimmte Investoren zu leisten und darüber hinaus könnte die Emittentin selbst der FATCA-Quellensteuer auf bestimmte Vermögenswerte unterliegen, welche die Profitabilität reduzieren, und daher die zur Verfügung stehenden Barmittel reduzieren könnte, um Zahlungen unter den Schuldverschreibungen zu leisten.</p> <p>Die Rechtmäßigkeit des Kaufs der Schuldverschreibungen könnte Gegenstand von rechtlichen Beschränkungen sein, welche die Wirksamkeit des Kaufs beeinträchtigen könnte.</p> <p>Sollte das Schuldverschreibungsgesetz auf die Schuldverschreibungen (ausgenommen Pfandbriefe) zur Anwendung kommen, können die Emissionsbedingungen dieser Schuldverschreibungen durch mehrheitlichen Beschluss der Gläubiger, wie in den jeweiligen Emissionsbedingungen oder im Schuldverschreibungsgesetz vorgesehen, geändert werden. Anleger sind daher dem Risiko ausgesetzt, dass die anfänglichen Emissionsbedingungen der Schuldverschreibungen zu ihrem Nachteil geändert werden.</p> <p>Die Emittentin ist unter bestimmten Voraussetzungen berechtigt, eine Nachfollgeschulderin hinsichtlich der Verpflichtungen aus den Schuldverschreibungen (ausgenommen Pfandbriefe) zu bestimmen, deren Insolvenzrisiko von dem Insolvenzrisiko der Emittentin abweichen kann.</p> <p>Im Fall von finanziellen Schwierigkeiten kann die Emittentin ein Reorganisationsverfahren oder ein Sanierungsverfahren auf Basis des Kreditinstitute-Reorganisationsgesetzes einleiten, die sich nachteilig auf die Rechte der Anleger von Schuldverschreibungen (mit Ausnahme von Pfandbriefen) auswirken können. Sofern die finanziellen Schwierigkeiten zur Insolvenz der Emittentin führen, könnten Gläubiger von Schuldverschreibungen einen Teil oder ihr gesamtes investiertes Kapital verlieren (<u>Totalverlustrisiko</u>).</p> <p>In Verbindung mit der Richtlinie zur Sanierung und Abwicklung von Kreditinstituten, welche in der Bundesrepublik Deutschland durch das Gesetz zur Sanierung und Abwicklung von Instituten und Finanzgruppen (Sanierungs- und Abwicklungsgesetz – „SAG“) umgesetzt wird und welches am 1. Januar 2015 in Kraft getreten ist, besteht das Risiko, dass aufgrund einer darin vorgesehenen Abwicklungsinstrumente und der damit verbundenen Übernahme von Verlusten, Gläubiger von Schuldverschreibungen und im speziellen Inhaber von nachrangigen Schuldverschreibungen, ihr investiertes Kapital und damit verbundene Rechte ganz oder teilweise zu verlieren.</p> <p>Risiken in Bezug auf fest verzinsliche Schuldverschreibungen</p> <p>Gläubiger festverzinslicher Schuldverschreibungen sind dem Risiko eines Kursrückgangs infolge einer Änderung des Marktzinses ausgesetzt. Es ist möglich, dass die Rendite einer festverzinslichen Schuldverschreibung zum Zeitpunkt der Emission negativ ist, insbesondere wenn der Zinssatz bei null Prozent oder nahe null Prozent und/oder der Emissionspreis über 100 % des Nennbetrags liegt.</p> <p>In dem Basisprospekt findet Option V der Emissionsbedingungen für Pfandbriefe auf diese Art von Schuldverschreibungen Anwendung.</p> |
| Abschnitt E – Angebot | | |
| E.2b | Gründe für das Angebot | Der Nettoemissionserlös aus der Begebung von Schuldverschreibungen dient allge- |

| | | |
|-----|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | und Verwendung der Erlöse, sofern nicht zur Gewinnerzielung | meinen Finanzierungszwecken der Emittentin. |
| E.3 | Beschreibung der Angebotskonditionen | Tag der Begebung: 8. Februar 2017 Ausgabepreis: 99,901 % |
| E.4 | Bestehende Interessen, einschließlich potentieller Interessenkonflikte | Mit Ausnahme der im Basisprospekt im Abschnitt XII. „Subscription and Sale“ angesprochenen Interessen bestehen bei den an der Emission beteiligten Personen nach Kenntnis der Emittentin keine wesentlichen Interessen an dem Angebot. |
| E.7 | Schätzung der Ausgaben, die dem Anleger vom Emittenten oder Anbieter in Rechnung gestellt werden | Keine. |

SINTESI DELLA SPECIFICA EMISSIONE

La sintesi è composta da specifici obblighi informativi, detti “Elementi”. Questi Elementi sono numerati nelle sezioni A - E (A.1 - E.7).

Questa sintesi contiene tutti gli Elementi che devono necessariamente essere inclusi in una sintesi per questo tipo di titoli e di Emittente. Poiché non è necessario affrontare alcuni Elementi, ci possono essere interruzioni nella sequenza di numerazione degli Elementi.

Anche se in ragione del tipo di titolo e di Emittente potrebbe essere necessario inserire un Elemento nella sintesi, è possibile che non possa essere fornita nessuna informazione rilevante per quanto riguarda l'Elemento. In questo caso, nella sintesi è stata inclusa una breve descrizione dell'Elemento con la menzione di “non applicabile”.

| Sezione A - Introduzione e avvertenze | |
|----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A.1 | <p>Tale Sintesi deve essere intesa come una introduzione al Prospetto di Base. Gli investitori dovrebbero pertanto assicurarsi che qualsiasi decisione di investimento nei Titoli sia basata su una analisi del Prospetto nella sua interezza, inclusi i documenti incorporati per riferimento, eventuali supplementi, e le Condizioni Definitive. Nel caso in cui i reclami relativi alle informazioni contenute nel Prospetto di Base, nei documenti incorporati per riferimento, negli eventuali supplementi e nelle relative Condizioni Definitive siano prodotti innanzi ad un tribunale, l'investitore in qualità di attore potrebbe, in conformità con le leggi dei singoli stati membri dell'Area Economica Europea, dover sostenere le spese di traduzione del Prospetto di Base, dei documenti incorporati per riferimento, degli eventuali supplementi, e delle Condizioni Definitive nella lingua del tribunale prima dell'inizio del procedimento giudiziario. L'Emittente può essere ritenuto responsabile per il contenuto di questa Sintesi, ivi incluse le relative traduzioni, ma solo nel caso in cui la Sintesi sia fuorviante, imprecisa o incoerente, se letta in combinazione con le altre parti del Prospetto, o, se letta in combinazione con le altre parti del Prospetto di Base, non copra tutte le informazioni chiave richieste.</p> |
| A.2 | <p>Consenso all'utilizzo del prospetto</p> <p>Ogni Operatore e/o ogni altro intermediario finanziario che successivamente alla rivendita o emissione di Titoli - se e nella misura in cui questo sia previsto dalle Condizioni Definitive relative a una particolare emissione di Titoli - ha il diritto di utilizzare il Prospetto nella Repubblica Federale Tedesca, nel Granducato del Lussemburgo, nei Paesi Bassi, nel Regno Unito, in Irlanda, in Austria, in Norvegia, in Italia e nel Regno di Spagna (“Stati dell’Offerta”) per successiva rivendita o definitivo collocamento dei relativi Titoli durante il Periodo di Offerta dal 7 febbraio 2017 all’8 febbraio 2017 nel corso del quale la successiva rivendita o il collocamento definitivo dei relativi Titoli può essere effettuato, a condizione che il Prospetto sia ancora valido ai sensi del § 9 del della legge tedesca sui prospetti (<i>Wertpapierprospektgesetz</i>, “WpPG”), in attuazione della direttiva 2003/71/CE del Parlamento Europeo e del Consiglio del 4 novembre 2003 (come modificata dalla direttiva 2010/73/UE del Parlamento europeo e del Consiglio del 24 novembre 2010).</p> <p>Il Prospetto può essere consegnato solo a potenziali investitori insieme a tutti i supplementi pubblicati prima di tale consegna. Qualsiasi supplemento al Prospetto di Base è disponibile per la visualizzazione in formato elettronico sul sito internet dell’Emittente www.pfandbriefbank.com (vedi https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html).</p> <p>Quando si utilizza il Prospetto, ogni Operatore e/o ogni altro intermediario finanziario deve accertarsi che sia conforme a tutte le leggi e normative vigenti nei rispettivi ordinamenti.</p> <p>Qualsiasi nuova informazione, per quanto concerne gli intermediari finanziari sconosciuti al momento della approvazione del Prospetto di Base o del deposito delle Condizioni Definitive, a seconda dei casi, sarà pubblicata sul sito internet dell’Emittente www.pfandbriefbank.com (vedi https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html).</p> <p>In caso di offerta effettuata da parte di un Operatore e/o altro intermediario finanziario, l’Operatore e/o ogni altro intermediario finanziario deve, al momento di tale offerta, fornire informazioni agli investitori sui termini e sulle condizioni dell’offerta al tempo di detta offerta.</p> |

| | | |
|------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Qualsiasi Operatore e/o altro intermediario finanziario usando il Prospetto di Base per l'offerta pubblica deve riportare sul suo sito web che utilizza il Prospetto di Base ai sensi del presente accordo e le condizioni associate a questo accordo. |
| Sezione B - Emissente | | |
| B.1 | Denominazione legale e commerciale | L'Emissente agisce con denominazione legale "Deutsche Pfandbriefbank AG". Dal 2 ottobre 2009, l'Emissente ha operato con denominazione commerciale "pb Deutsche Pfandbriefbank". |
| B.2 | Domicilio, forma giuridica, legislazione | L'Emissente è costituita come società per azioni ai sensi delle leggi della Repubblica Federale Tedesca. È registrata presso il registro delle imprese di Monaco di Baviera al n. HRB 41054. L'Emissente ha la sede legale in Freisinger Str. 5, 85716 Unterschleissheim, Germania. |
| B.4b | Le tendenze note riguardanti l'Emissente ed i settori in cui opera | Il settore bancario internazionale continuerà ad operare in un contesto difficile per tutto il 2016. L'Emissente - similmente ad altre banche della zona euro e in particolare alle banche che si trovano in paesi colpiti dalla crisi del debito pubblico - deve far fronte al peso di prestiti in sofferenza e di una regolamentazione sempre più severa (incluso il Meccanismo di Vigilanza Unico ("SSM") della Banca Centrale Europea ("BCE"))). D'altra parte, la pressione della valutazione negativa sul settore bancario - non limitato ai paesi più duramente colpiti dalla crisi del debito pubblico, ma che colpisce il settore bancario europeo nel suo complesso - sembra essersi attenuata. La maggior parte delle valutazioni dovrebbe già riflettere l'intenzione di coinvolgere maggiormente gli investitori a debito subordinato in risoluzioni bancarie, ma questi piani continuano a pesare sui costi di capitale delle banche. La redditività è ulteriormente limitata dai crescenti requisiti normativi e dal momento di lenta dinamica economica. |
| B.5 | Struttura organizzativa | Il 16 luglio 2015, l'offerta pubblica iniziale (IPO) dell'Emissente è stata completata allocando 107.580.245 azioni dell'Emissente presso gli investitori e 134.475.308 azioni sono state ammesse alla negoziazione alla Borsa di Francoforte. Dal 2009 alla sua privatizzazione, l'Emissente aveva costituito la banca strategica centrale dell'ex Hypo Real Estate Group. Il 18 luglio 2011, la Commissione Europea ha approvato l'aiuto di stato della Repubblica Federale Tedesca per Hypo Real Estate Group. Con la sua approvazione, la Commissione Europea ha imposto una serie di condizioni per l'approvazione. Con il riscatto del conferimento tacito (<i>stille Einlage</i>) concesso da SoFFin il 6 luglio 2015 e in seguito alla privatizzazione dell'Emissente, le restrizioni all'Emissente imposte dalla Commissione Europea non sono più applicabili all'Emissente. |
| B.9 | Previsioni o stime degli utili | Non applicabile. Non sono state effettuate previsioni o stime degli utili. |
| B.10 | Qualifiche nel rapporto di revisione contabile | Non applicabile. La relazione di revisione contabile non comprende alcuna qualifica. |

| B.12 | <p>Selezione di informazioni storiche finanziarie riguardanti le dichiarazioni rese dall'Emittente, sulle tendenze e cambiamenti significativi della situazione finanziaria o commerciale dell'Emittente</p> <p>La seguente tabella espone le principali informazioni finanziarie di Deutsche Pfandbriefbank estratte dai bilanci consolidati certificati per i periodi di imposta chiusi al 31 Dicembre 2014 e 2015:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 60%;"></th><th style="text-align: right; width: 20%;"></th><th style="text-align: right; width: 20%;"></th></tr> <tr> <th></th><th style="text-align: right;">2015</th><th style="text-align: right;">2014</th></tr> </thead> <tbody> <tr> <td>Andamento delle performance secondo IFRS</td><td></td><td></td></tr> <tr> <td>Utile/perdite al lordo delle imposte</td><td style="text-align: right;">in milioni di Euro</td><td style="text-align: right;">195</td><td style="text-align: right;">54</td></tr> <tr> <td>Utile/perdite al netto</td><td style="text-align: right;">in milioni di Euro</td><td style="text-align: right;">230</td><td style="text-align: right;">4</td></tr> <tr> <td>Dati di bilancio</td><td></td><td style="text-align: right;">31.12.2015</td><td style="text-align: right;">31.12.2014*</td></tr> <tr> <td>Totale attività</td><td style="text-align: right;">in miliardi di Euro</td><td style="text-align: right;">66,8</td><td style="text-align: right;">74,9</td></tr> <tr> <td>Capitale netto (escluso rivalutazione delle riserve)</td><td style="text-align: right;">in miliardi di Euro</td><td style="text-align: right;">2,7</td><td style="text-align: right;">3,4</td></tr> <tr> <td>Capitale netto</td><td style="text-align: right;">in miliardi di Euro</td><td style="text-align: right;">2,7</td><td style="text-align: right;">3,5</td></tr> </tbody> </table> <p>I dati della presente tabella sono arrotondati.</p> <p>*Rettifica in base allo IAS 8.14 e segg.</p> <p>La seguente tabella espone le principali informazioni finanziarie di Deutsche Pfandbriefbank estratte dai bilanci infranuali consolidati non revisionati dell'Emittente, per la prima metà dell'esercizio 2016:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 60%;"></th><th style="text-align: right; width: 20%;"></th><th style="text-align: right; width: 20%;"></th></tr> <tr> <th></th><th style="text-align: right;">Prima metà del 2016</th><th style="text-align: right;">Prima metà del 2015</th></tr> </thead> <tbody> <tr> <td>Andamento delle performance secondo IFRS</td><td></td><td></td></tr> <tr> <td>Utile/perdite al lordo delle imposte</td><td style="text-align: right;">in milioni di Euro</td><td style="text-align: right;">87</td><td style="text-align: right;">112</td></tr> <tr> <td>Utile/perdite al netto</td><td style="text-align: right;">in milioni di Euro</td><td style="text-align: right;">66</td><td style="text-align: right;">88</td></tr> <tr> <td>Dati di bilancio</td><td></td><td style="text-align: right;">31.06.2016</td><td style="text-align: right;">31.12.2015</td></tr> <tr> <td>Totale attività</td><td style="text-align: right;">in miliardi di Euro</td><td style="text-align: right;">67,5</td><td style="text-align: right;">66,8</td></tr> <tr> <td>Capitale netto</td><td style="text-align: right;">in miliardi di Euro</td><td style="text-align: right;">2,7</td><td style="text-align: right;">2,7</td></tr> </tbody> </table> | | | | | 2015 | 2014 | Andamento delle performance secondo IFRS | | | Utile/perdite al lordo delle imposte | in milioni di Euro | 195 | 54 | Utile/perdite al netto | in milioni di Euro | 230 | 4 | Dati di bilancio | | 31.12.2015 | 31.12.2014* | Totale attività | in miliardi di Euro | 66,8 | 74,9 | Capitale netto (escluso rivalutazione delle riserve) | in miliardi di Euro | 2,7 | 3,4 | Capitale netto | in miliardi di Euro | 2,7 | 3,5 | | | | | Prima metà del 2016 | Prima metà del 2015 | Andamento delle performance secondo IFRS | | | Utile/perdite al lordo delle imposte | in milioni di Euro | 87 | 112 | Utile/perdite al netto | in milioni di Euro | 66 | 88 | Dati di bilancio | | 31.06.2016 | 31.12.2015 | Totale attività | in miliardi di Euro | 67,5 | 66,8 | Capitale netto | in miliardi di Euro | 2,7 | 2,7 |
|------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|--|--|-------------|-------------|-------------------------------------------------|--|--|--------------------------------------|--------------------|-----|----|------------------------|--------------------|-----|---|-------------------------|--|-------------------|--------------------|-----------------|---------------------|------|------|------------------------------------------------------|---------------------|-----|-----|----------------|---------------------|-----|-----|--|--|--|--|----------------------------|----------------------------|-------------------------------------------------|--|--|--------------------------------------|--------------------|----|-----|------------------------|--------------------|----|----|-------------------------|--|-------------------|-------------------|-----------------|---------------------|------|------|----------------|---------------------|-----|-----|
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 2015 | 2014 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Andamento delle performance secondo IFRS | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Utile/perdite al lordo delle imposte | in milioni di Euro | 195 | 54 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Utile/perdite al netto | in milioni di Euro | 230 | 4 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dati di bilancio | | 31.12.2015 | 31.12.2014* | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Totale attività | in miliardi di Euro | 66,8 | 74,9 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Capitale netto (escluso rivalutazione delle riserve) | in miliardi di Euro | 2,7 | 3,4 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Capitale netto | in miliardi di Euro | 2,7 | 3,5 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Prima metà del 2016 | Prima metà del 2015 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Andamento delle performance secondo IFRS | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Utile/perdite al lordo delle imposte | in milioni di Euro | 87 | 112 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Utile/perdite al netto | in milioni di Euro | 66 | 88 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dati di bilancio | | 31.06.2016 | 31.12.2015 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Totale attività | in miliardi di Euro | 67,5 | 66,8 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Capitale netto | in miliardi di Euro | 2,7 | 2,7 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| | | |
|------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>I dati della presente tabella sono arrotondati.</p> <p>Non ci sono stati sostanziali cambiamenti negativi delle prospettive dell'Emittente dalla data di pubblicazione dell'ultimo bilancio revisionato (31 dicembre 2015).</p> <p>Fatta eccezione per le informazioni di questa sottosezione non ci sono stati cambiamenti sostanziali della posizione finanziaria dell'Emittente e delle sue controllate consolidate dalla fine dell'ultimo periodo finanziario per il quale le informazioni finanziarie infrannuali sono state pubblicate (30 giugno 2016).</p> <p>Nel terzo trimestre dell'esercizio 2016 l'Emittente ha realizzato una componente positiva non ricorrente pari a Euro 132 milioni derivanti dalla rivalutazione dei propri crediti nei confronti di HETA e l'annullamento dei rispettivi accantonamenti, a fronte dei quali l'Emittente aveva concesso, come misura precauzionale, 15 milioni di Euro in accantonamenti e spese. In relazione a ciò, si deve rilevare che l'Emittente ha annunciato che il suo consiglio di amministrazione e il suo consiglio di sorveglianza stanno prendendo in considerazione una proposta per la riunione generale annuale del 2017 - fatto salvo il rispetto di tutte le prescrizioni legali e normative o degli sviluppi - di distribuire per l'esercizio 2016 uno speciale dividendo a seguito di una straordinaria plusvalenza che risulta dalla ristrutturazione delle passività senior di HETA. Ciò non implica alcun cambiamento fondamentale nella sua politica dei dividendi comunicata e che il consiglio di amministrazione rivedrà non appena verrà percepito l'impatto di un mutato contesto regolamentare.</p> |
| B.13 | Sviluppi recenti | <p>L'Emittente detiene passività senior con un valore nominale di Euro 395 milioni in totale di HETA Asset Resolution AG (“HETA”). Il 10 aprile 2016 l'Austrian Financial Market Authority (“FMA”) ha stabilito, inter alia, di applicare un bail-in del 53,98 per cento alle obbligazioni privilegiate dei creditori HETA. Altre misure annunciate da FMA includono l'estensione della scadenza delle obbligazioni al 31 dicembre 2023 e la cancellazione dei pagamenti degli interessi a partire dal 1° marzo 2015. Nell'ottobre 2016 l'Emittente in relazione alle sue passività senior di HETA ha accettato l'offerta di riacquisto di Carinthian Compensation Payment Fund (<i>Kärntner Ausgleichszahlungs-Fonds</i>), in concomitanza con l'acquisto di obbligazioni garantite zero coupon. L'Emittente ha realizzato quasi il 90 per cento del valore nominale delle obbligazioni senior di HETA realizzata dal riconoscimento di una straordinaria plusvalenza di Euro 132 milioni per l'Emittente nel terzo trimestre 2016. L'Emittente ha venduto le obbligazioni zero coupon all'inizio del quarto trimestre 2016.</p> <p>Dalla seconda metà dell'anno 2016, l'Emittente prevede anche finanziamenti immobiliari negli Stati Uniti su base transfrontaliera. L'Emittente sta cercando di collaborare con i clienti esistenti investendo su scala internazionale, così come con consolidati partner bancari. Il focus delle attività negli Stati Uniti è in prestiti sindacati, i.e. cofinanziamenti originati da banche partner.</p> <p>L'11 novembre 2016, l'Emittente ha annunciato che il suo consiglio di amministrazione e il suo consiglio di sorveglianza stanno prendendo in considerazione una proposta per la riunione generale annuale del 2017 - fatto salvo il rispetto di tutte le prescrizioni legali e normative o degli sviluppi - di distribuire per l'esercizio 2016 uno speciale dividendo a seguito di una straordinaria plusvalenza che risulta dalla ristrutturazione delle passività senior di HETA.</p> <p>Ciò non implica alcun cambiamento fondamentale nella sua politica dei dividendi comunicata e che il consiglio di amministrazione rivedrà non appena verrà percepito l'impatto di un mutato contesto regolamentare.</p> <p>Il 13 dicembre 2016, l'Emittente ha diffuso un annuncio <i>ad hoc</i> con riguardo all'avvio di una procedura arbitrale in materia di insufficienza di crediti a copertura di un'operazione di cartolarizzazione sintetica. Nel caso in cui l'allocazione delle perdite sia stata completamente o parzialmente ingiustificata, l'Emittente dovrà sopportare le perdite nella rispettiva misura, i.e. completamente o parzialmente.</p> <p>Il 15 dicembre 2016, Standard & Poor ha classificato come crediti sotto osservazione “<i>in sviluppo</i>”, in attesa di una revisione della classificazione del debito, i rating degli strumenti di debito senior di lungo periodo non garantiti dell'Emittente. Standard & Poor ha dichiarato che i rating per alcuni strumenti di debito senior non garantiti, tra cui <i>Senior Notes</i> nell'ambito del Programma, saranno probabilmente abbassati di una tassa. In una ulteriore azione di rating, Standard & Poor ha aggiornato i rating del debito subordinato dell'Emittente da “BB” a “BB +”.</p> |

| | | |
|------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| B.14 | Struttura organizzativa e dipendenza dell'Emittente da altri soggetti all'interno del gruppo | vedi Elemento B.5 Non applicabile. L'Emittente non dipende da altri soggetti. |
| B.15 | Una descrizione delle principali attività dell'Emittente | <p>L'Emittente svolge nuove attività economiche solo in due segmenti di attività: finanza immobiliare e finanza degli investimenti pubblici. Vi sono, inoltre, l'ulteriore segmento portafoglio di valori e la colonna consolidamento & adeguamenti.</p> <p>Nel segmento finanziario immobiliare l'Emittente si rivolge agli investitori immobiliari nazionali ed internazionali (come ad esempio le società immobiliari, investitori istituzionali, fondi immobiliari e anche le piccole e medie imprese (PMI) e clienti con centro di interesse in Germania) con orientamento degli investimenti a medio-lungo termine. Il centro di interesse dell'Emittente è sul finanziamento di cespiti immobiliari, quali uffici, settore di dettaglio, case residenziali, cespiti di dettaglio e logistica, nonché hotel in aggiunta al portafoglio. L'Emittente si rivolge alla copertura di gruppi di medi e grandi finanziamenti qualificati. A livello regionale, l'Emittente offre ai suoi clienti le competenze locali per i più importanti mercati della Germania, Gran Bretagna, Francia, Scandinavia (in particolare Svezia e Finlandia) e di altri paesi selezionati in Europa centrale e orientale (principalmente Polonia). Negli altri mercati europei l'Emittente si rivolge alle aree metropolitane che coprono la maggior parte del rispettivo mercato nazionale. In aggiunta ai mercati europei, l'Emittente può concludere transazioni commerciali singole nel mercato immobiliare statunitense-americano in misura limitata in futuro, per cui l'Emittente senza la presenza locale da parte sua partecipa principalmente in operazioni di finanziamento di partner strategici (“syndication-in”). L'Emittente fornisce know-how transnazionale e pluri-giurisdizionale in tale settore di attività.</p> <p>Nel segmento della finanza di investimenti pubblici, l'Emittente offre ai propri clienti finanziamenti a medio-lungo termine per progetti di investimento pubblici. Lo strumento di rifinanziamento centrale è il German Public Pfandbrief. Il centro di interesse delle attività di finanziamento è sulle strutture del settore pubblico, abitazioni comunali, la fornitura di energia e servizi di smaltimento, sanità, cura delle strutture per anziani e per l'istruzione, trasporto stradale, ferroviario e trasporto aereo. Di conseguenza, oltre ai prestiti convenzionali l'Emittente offre, altresì, operazioni di finanziamento nel campo della finanza per l'esportazione dei beni garantita dallo Stato, il finanziamento delle associazioni pubblico-private, il finanziamento delle infrastrutture nonché la finanza sale-and-lease back per gli enti pubblici. Le modalità di finanziamento sono fornite ai mutuatari del settore pubblico, società pubbliche o private, così come alle società veicolo costituite per fini particolari e garantite dallo Stato. Il centro di interessi a livello territoriale si colloca nei Paesi europei con buon affidamento in cui le operazioni di prestito possono essere rifinanziate per mezzo di emissione di obbligazioni garantite e attraverso il consolidamento, del funzionamento e del miglioramento delle infrastrutture. Allo stato attuale, l'Emittente si sta concentrando in particolare su Germania e Francia.</p> <p>L'Emittente nelle offerte generali ai suoi clienti deriva solo a scopo di copertura contestualmente ai prodotti di finanziamento offerti. In casi eccezionali, possono essere offerti derivati indipendenti, versati immediatamente, dato che tale disposizione di derivati non comporti altri rischi (in particolare caps e floors). Il segmento portafoglio di valori comprende tutti i portafogli non strategici e le attività dell'Emittente e delle sue controllate consolidate.</p> |
| B.16 | Principali azionisti | <p>La Legge Tedesca sulla Negoziazione di Titoli (<i>Wertpapierhandelsgesetz</i>) richiede agli investitori in società i cui titoli sono scambiati in mercati pubblici, i cui investimenti diretti o indiretti in azioni o opzioni di acquisto di azioni raggiungano determinate soglie, di informare immediatamente sia la società sia la BaFin di tale cambiamento, o comunque al più tardi entro quattro giorni di mercato aperto. La soglia minima di segnalazione è del 3 per cento del capitale azionario emesso della società che comporti diritto di voto.</p> <p>Alla data del Secondo Supplemento datato 4 luglio 2016, ci sono, per quanto a conoscenza dell'Emittente e ai sensi delle notifiche che l'Emittente ha ricevuto: cinque azionisti che detengono, direttamente o indirettamente, oltre il 3 e meno del 5 per cento; un azionista che detiene, direttamente o indirettamente, oltre il 5 per</p> |

| | | | | | | | | | | | | | | | | | | |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------|------------------------------------------|-----|---------------------------------|-----|--------------------------------------------------------------------|-----|--------------------------------------------------------|-----|------------------------------------------|-----|------------------------------------------|------------|---------------------------------|-------------|
| | | cento e meno del 10 per cento delle azioni dell'Emittente e un azionista, la Repubblica Federale Tedesca tramite l'agenzia per la stabilizzazione dei mercati finanziari (<i>Bundesanstalt für Finanzmarktstabilisierung</i>) e Hypo Real Estate Holding, che detengono indirettamente, oltre il 10 per cento delle azioni dell'Emittente (in ogni caso tenendo presenti solamente le partecipazioni dirette o indirette in azioni, vale a dire trascurando le opzioni ad acquisire azioni). | | | | | | | | | | | | | | | | |
| B.17 | Valutazioni | <p>Alla data del Quinto Supplemento datato 19 dicembre 2016, sono stati assegnati all'Emittente i seguenti rating obbligatori:</p> <p>Standard & Poor's*</p> <table> <tr> <td>Strumenti di lungo periodo non garantiti</td> <td>BBB*</td> </tr> <tr> <td>Strumenti di breve periodo non garantiti</td> <td>A-2</td> </tr> <tr> <td>Strumenti di debito subordinato</td> <td>BB+</td> </tr> </table> <p>* crediti sotto osservazione "in sviluppo"</p> <p>Moody's</p> <table> <tr> <td>Obbligazioni garantite (<i>Pfandbriefe</i>) del Settore Pubblico</td> <td>Aa1</td> </tr> <tr> <td>Obbligazioni garantite (<i>Pfandbriefe</i>) da Mutuo</td> <td>Aa1</td> </tr> </table> <p>DBRS</p> <table> <tr> <td>Strumenti di lungo periodo non garantiti</td> <td>BBB</td> </tr> <tr> <td>Strumenti di breve periodo non garantiti</td> <td>R-2 (alto)</td> </tr> <tr> <td>Strumenti di debito subordinato</td> <td>BBB (basso)</td> </tr> </table> | Strumenti di lungo periodo non garantiti | BBB* | Strumenti di breve periodo non garantiti | A-2 | Strumenti di debito subordinato | BB+ | Obbligazioni garantite (<i>Pfandbriefe</i>) del Settore Pubblico | Aa1 | Obbligazioni garantite (<i>Pfandbriefe</i>) da Mutuo | Aa1 | Strumenti di lungo periodo non garantiti | BBB | Strumenti di breve periodo non garantiti | R-2 (alto) | Strumenti di debito subordinato | BBB (basso) |
| Strumenti di lungo periodo non garantiti | BBB* | | | | | | | | | | | | | | | | | |
| Strumenti di breve periodo non garantiti | A-2 | | | | | | | | | | | | | | | | | |
| Strumenti di debito subordinato | BB+ | | | | | | | | | | | | | | | | | |
| Obbligazioni garantite (<i>Pfandbriefe</i>) del Settore Pubblico | Aa1 | | | | | | | | | | | | | | | | | |
| Obbligazioni garantite (<i>Pfandbriefe</i>) da Mutuo | Aa1 | | | | | | | | | | | | | | | | | |
| Strumenti di lungo periodo non garantiti | BBB | | | | | | | | | | | | | | | | | |
| Strumenti di breve periodo non garantiti | R-2 (alto) | | | | | | | | | | | | | | | | | |
| Strumenti di debito subordinato | BBB (basso) | | | | | | | | | | | | | | | | | |
| B.18 | Natura e scopo delle garanzie | Non applicabile. | | | | | | | | | | | | | | | | |
| Sezione C - Obbligazioni | | | | | | | | | | | | | | | | | | |
| C.1 | Tipo e classe delle garanzie offerte, numero di identificazione della garanzia | <p>Classe e tipo</p> <p>I Titoli saranno emessi al portatore.</p> <p>Titoli a Tasso Fisso</p> <p>I Titoli hanno un margine di interesse fisso per l'intera durata del Titolo.</p> <p>Nel Prospetto di Base Opzione V Termini e Condizioni delle obbligazioni garantite (<i>Pfandbriefe</i>) si applica a questo tipo di Titoli.</p> <p>Numero di identificazione dello strumento finanziario</p> <p>L'ISIN è DE000A2DASJ1 e il Codice Comune è 156215350 e la WKN è A2DASJ.</p> | | | | | | | | | | | | | | | | |
| C.2 | Valuta di emissione delle garanzie emesse | I Titoli sono emessi in Euro. | | | | | | | | | | | | | | | | |
| C.5 | Restrizioni alla libera trasferibilità | Ogni emissione di Titoli sarà effettuata in conformità con le leggi, i regolamenti e decreti legge e le eventuali restrizioni applicabili nella giurisdizione r. Qualsiasi offerta e la vendita dei titoli sono soggetti alle restrizioni di vendita, in particolare negli Stati membri che aderiscono all'Accordo dell'Area Economica Europea (EEA), negli Stati Uniti, il Regno Unito, Italia e Giappone. | | | | | | | | | | | | | | | | |
| C.8 | Diritti connessi agli strumenti finanziari, tra cui la graduatoria e comprese le limitazioni a tali diritti | <p>Tassazione</p> <p>Tutti i pagamenti di capitale e interessi in relazione ai Titoli saranno effettuati liberi ed esenti da, e senza ritenuta o deduzione per qualsiasi imposta, presenti o futuri, dazi, valutazioni o oneri governativi di qualsiasi natura imposti, trattenuti o riscossi da parte o per conto della Repubblica Federale Tedesca o di qualsiasi autorità che abbia la facoltà di tassare, a meno che tale ritenuta o deduzione sia richiesta dalla legge. In tal caso l'Emittente non dovrà disporre il pagamento di alcun importo aggiuntivo in relazione a tale ritenuta o deduzione.</p> <p>Rimborso anticipato per motivi fiscali</p> <p>I Titoli non saranno oggetto di rimborso anticipato per motivi fiscali.</p> <p>Eventi di Inadempimento</p> <p>I Titoli non potranno prevedere eventi di default che autorizzano l'Emittente ad esigere un rimborso immediato dei Titoli.</p> <p>Legge applicabile</p> | | | | | | | | | | | | | | | | |

| | | |
|---------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>I Titoli, per forma e contenuto, e tutti i diritti e gli obblighi dei Portatori e dell’Emittente, sono disciplinati dal diritto tedesco.</p> <p>Giurisdizione</p> <p>Il foro competente, in via non esclusiva, per eventuali procedimenti legali derivanti ai sensi dei Titoli è Monaco di Baviera, Repubblica Federale Tedesca.</p> <p>Graduatoria dei Diritti</p> <p>Gli obblighi ai sensi dei <i>Pfandbriefe</i> costituiscono obbligazioni non subordinate dell’Emittente <i>pari passu</i> tra di loro .</p> <p>I Pfandbriefe sono trattati ai sensi della Legge Tedesca sulle Obbligazioni (<i>Pfandbriefgesetz</i>) e sono almeno di grado <i>pari passu</i> rispetto a tutte le altre obbligazioni dell’Emittente ai sensi di Obbligazioni garantite da Mutuo (<i>Hypotheekenpfandbriefe</i>).</p> <p>Periodi di presentazione</p> <p>Il periodo durante il quale i Titoli devono essere debitamente presentati è ridotto a 10 anni.</p> |
| C.9 | Interesse; Rimborso | <p>vedi Elemento C.8.</p> <p>Tasso di interesse</p> <p>0,050 per cento. per anno.</p> <p>Data di decorrenza degli interessi</p> <p>8 febbraio 2017</p> <p>Date di pagamento degli interessi</p> <p>9 agosto di ogni anno, a partire dal 9 agosto 2017 (primo short coupon)</p> <p>Sottostante su cui si basa il tasso di interesse</p> <p>Non applicabile nel caso di Titoli a Tasso Fisso. Il tasso di interesse non è basato su un sottostante.</p> <p>Data di scadenza: 9 agosto 2021</p> <p>Procedure di rimborso</p> <p>Il pagamento di capitale in relazione ai Titoli sarà effettuato al Sistema di Compensazione, ovvero a suo nome sui conti dei relativi portatori di conti del Sistema di Compensazione.</p> <p>Indicazione del rendimento</p> <p>0,072 per cento. per anno.</p> <p>Nome del rappresentante comune</p> <p>Non applicabile. Nessun rappresentante comune è stato designato nei Termini e Condizioni dei Titoli.</p> |
| C.10 | Componente derivati nel pagamento di interesse | <p>vedi Elemento C.9.</p> <p>Non applicabile. Il pagamento di interessi non ha alcuna componente derivativa.</p> |
| C.11 | Ammissione alle negoziazione | Il mercato regolamentato della Borsa di Monaco di Baviera. |
| Sezione D – Rischi | | |
| D.2. | Informazioni fondamentali sui principali rischi che sono specifici per l’Emittente | <p>L’Emittente è esposto ai rischi di inadempienza imprevista di un partner commerciale o di una svalutazione del valore delle attività derivanti dal declassamento di un paese o partner commerciale e possono essere distinti in credito, insolvenza della controparte, emittente, Paese, concentrazione, adempimento, e rischio del conduttore.</p> <p>L’Emittente è esposto a rischi di mercato, in particolare quelli connessi a volatilità degli spread di credito, tassi di interesse e dei tassi di cambio delle valute estere, che possono avere un effetto negativo sul patrimonio dell’Emittente, sulla situazione finanziaria e sui risultati dell’operazione.</p> |

| | |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>L'Emittente è esposto a rischi di liquidità, ossia il rischio di non essere in grado di soddisfare le sue esigenze di liquidità, in particolare in caso di sconvolgimento del mercato finanziario, che potrebbe influenzare negativamente la sua capacità di adempiere agli obblighi dovuti.</p> <p>L'Emittente è esposto a rischi derivanti dal suo modello aziendale ad alto valore aggiunto, di carattere ciclico e con volumi ridotti.</p> <p>L'Emittente è esposto a rischi operativi, tra cui il rischio di perdite derivanti da processi interni inadeguati o falliti, da errori umani e di sistema o da eventi esterni, rischio di reputazione, il rischio di attacchi informatici e il rischio di potenziali difetti di fornitori chiave di outsourcing.</p> <p>L'Emittente è esposto al rischio immobiliare in relazione alla valutazione del suo portafoglio di prestito immobiliare e un potenziale declino del valore del sottostante portafoglio immobiliare.</p> <p>L'Emittente potrebbe essere esposto a significative indennità su perdite per prestiti e acconti, nonché al rischio che le relative garanzie collaterali non siano sufficienti.</p> <p>L'Emittente si assume il rischio di mancati proventi in relazione a nuove imprese e dell'aumento dei costi di finanziamento che potrebbero influire negativamente sulla posizione finanziaria dell'Emittente.</p> <p>Se i livelli dei tassi di interesse di mercato sono rimasti all'attuale basso livello nel lungo termine o sono calati ulteriormente, non possono essere esclusi impatti negativi sulla situazione degli utili dell'Emittente e potrebbero sorgere tensioni nel mercato.</p> <p>L'Emittente si assume il rischio di declassamento dei rating ad esso assegnati, i suoi Pfandbriefe e gli altri strumenti di debito, compresi gli strumenti subordinati che potrebbero avere un effetto negativo sulle opportunità di finanziamento dell'Emittente, sugli eventi realizzativi e sui diritti di risoluzione relativi ai derivati e agli altri contratti, nonché in relazione ad adeguate controparti per le operazioni di copertura del rischio e, quindi, sull'attività aziendale dell'Emittente, sulla liquidità e sullo sviluppo delle sue risorse, della sua posizione finanziaria e dei suoi guadagni. Nel caso in cui la Repubblica Federale Tedesca venda o riduca la sua partecipazione indiretta nell'Emittente, c'è il rischio del verificarsi di un declassamento del rating.</p> <p>L'Emittente è esposto a rischi in relazione alle condizioni dei mercati finanziari internazionali e all'economia globale che possono avere un impatto negativo sulle condizioni e le opportunità di business dell'Emittente.</p> <p>I conflitti geopolitici possono avere un impatto negativo sui mercati e sulla redditività e sulle opportunità di business dell'Emittente.</p> <p>L'Emittente è stato e continuerà ad essere direttamente colpito dalla crisi del debito sovrano europeo, e gli potrà essere richiesto di adottare rettifiche di valore sulle sue esposizioni al debito sovrano e altri strumenti finanziari che beneficiano di una garanzia dello Stato o strumenti simili, come le sue pretese contro HETA Asset Resolution AG.</p> <p>Il contenzioso pendente e il contenzioso che potrebbe diventare pendente in futuro, potrebbe avere un impatto negativo considerevole sui risultati delle operazioni dell'Emittente.</p> <p>L'Emittente è esposto al rischio di default nelle <i>cover pools</i> per Pfandbriefe, ciò può in particolare essere correlato a condizioni economiche regionali sfavorevoli che possono avere un impatto negativo sulle stesse <i>cover pools</i>.</p> <p>Modifiche al metodo di valutazione degli strumenti finanziari possono avere un impatto negativo sull'Emittente e sullo sviluppo di utili.</p> <p>Modifiche al concetto di valutazione del rischio possono avere un impatto negativo sul coefficiente patrimoniale dell'Emittente.</p> <p>Il prospettato ritiro del Regno Unito dall'Unione Europea potrebbe alterare negativamente le condizioni economiche nel Regno Unito, in Europa e nel mondo e, in particolare, i mercati immobiliari sia del Regno Unito che dell'Unione Europea potrebbero, quindi, avere un impatto negativo sulla condizione finanziaria</p> |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | | |
|-----|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>dell'Emittente e la sua capacità di effettuare pagamenti in relazione ai Titoli.</p> <p>Le modifiche legislative, i cambiamenti nel contesto normativo, nonché le indagini e i procedimenti da parte delle autorità di regolamentazione possono influenzare negativamente l'attività dell'Emittente. Se l'Emittente non riesce ad affrontare, o sembra non riesca ad affrontare, in modo appropriato eventuali modifiche o iniziative in merito a regolamentazione bancaria, la sua reputazione potrebbe essere danneggiata e i suoi risultati operativi e le sue condizioni finanziarie possono esserne influenzate negativamente.</p> <p>Sulla base di linee guida dell'EBA pubblicate nel mese di dicembre 2014, la BCE può richiedere una capitalizzazione superiore e coefficienti patrimoniali più elevati dell'Emittente in futuro. Questo potrebbe avere un impatto sullo sviluppo delle attività, la situazione finanziaria e gli utili dell'Emittente e, a sua volta, potrebbe avere un impatto negativo sulla capacità dell'Emittente di adempiere ai suoi obblighi in relazione ai Titoli.</p> <p>La prevista introduzione di prelievi sulle banche supplementari e di una tassa sulle transazioni finanziarie potrebbe rendere alcune attività dell'Emittente non redditizie.</p> <p>Verifiche fiscali esterne possono comportare entrate fiscali supplementari e, in tal modo, oneri fiscali più elevati per i periodi precedenti.</p> <p>L'Emittente può avere svantaggi fiscali, se perde il beneficio della perdita fiscale e degli interessi riportabili a nuovo.</p> <p>L'Emittente continua a sopportare i rischi legati alla FMS Wertmanagement nonostante il trasferimento di attività e passività e la cessazione delle attività di <i>servicing</i>, non da ultimo a causa dell'esposizione associata ai relativi derivati di back-to-back.</p> |
| D.3 | Le informazioni fondamentali sui principali rischi specifici per i titoli | <p>Rischi generali relative alle Titoli</p> <p>Alcune Titoli sono strumenti finanziari complessi. Un potenziale investitore non dovrebbe investire in Titolia meno che non abbia le competenze (da solo o insieme ad un consulente finanziario) per valutare l'andamento die Titoli in condizioni mutevoli, gli effetti risultanti sul valore dei Titoli e l'impatto che questo investimento avrà sul portafoglio di investimento complessivo del potenziale investitore.</p> <p>La situazione finanziaria dell'Emittente può deteriorarsi e l'Emittente può diventare insolvente, in tal caso, eventuali richieste di pagamento in base ai Titoli non sono né fissate né garantite da qualsiasi fondo di garanzia dei depositi o agenzia governativa e il Titolare die Titoli può perdere una parte o tutto il proprio capitale investito (<u>rischio di perdita totale</u>).</p> <p>I Titoli possono essere quotati o non quotati e non si può garantire che si sviluppi o continui un mercato secondario liquido per i Titoli. In un mercato illiquido, un investitore può non essere in grado di vendere i suoi Titoli in qualsiasi momento, a prezzi di mercato equi.</p> <p>Il Portatore di un Titolo denominato in valuta estera è esposto al rischio di variazione dei tassi di cambio che possono influire sul rendimento e/o valore di rimborso di tali Titoli.</p> <p>Il Portatore di Titoli è esposto al rischio di un andamento sfavorevole dei prezzi di mercato die suoi Titoli, cosa che si materializza se il Portatore vende i Titoli prima della scadenza finale di tali Titoli.</p> <p>Se l'Emittente ha il diritto di rimborsare i Titoli prima della scadenza, il Portatore di tali Titoli è esposto al rischio che a causa di rimborso anticipato il suo investimento abbia un rendimento più basso del previsto.</p> <p>Titoli subordinati stabiliscono passività non protette e subordinate del ranking dell'Emittente <i>pari passu</i> tra loro e <i>pari passu</i> con tutte le altre obbligazioni non garantite e subordinate dell'Emittente, a meno che le disposizioni di legge o le condizioni di tali obbligazioni non dispongano diversamente. In caso di liquidazione o di insolvenza dell'Emittente, tali obbligazioni saranno subordinate alle pretese di tutti i creditori non subordinati dell'Emittente con il risultato che, in tutti i casi specificati, non saranno effettuati i pagamenti sulle passività fino a quando tutti i creditori non subordinati dell'Emittente non saranno stati soddisfatti</p> |

| | |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>in pieno.</p> <p>I Portatori di Titoli Subordinati non hanno diritto a compensare i crediti derivanti dai Titoli Subordinati nei confronti di qualsiasi rivendicazioni dell'Emittente. Non esiste nessuna sicurezza di qualsiasi tipo e nessuna garanzia, fornita da parte dell'Emittente o di qualsiasi altra persona che assicura o garantisce i diritti dei Portatori di tali Titoli, cosa che aumenta l'anzianità delle rivendicazioni ai sensi dei Titoli e i Titoli non sono, o non potranno in qualsiasi momento essere, soggetta a qualsiasi accordo che migliora l'anzianità delle rivendicazioni in merito ai Titoli Subordinati. Inoltre, la risoluzione, la redenzione e il riacquisto dei Titoli Subordinati sono soggetti a restrizioni specifiche. Le condizioni specifiche di Titoli Subordinati dimostrano particolare effetto sul valore di mercato dei Titoli Subordinati con il risultato che il valore di mercato degli strumenti dello stesso emittente con gli stessi termini specifici ma senza subordinazione è generalmente superiore.</p> <p>In caso di rimborso di Titoli Subordinati causato da un evento normativo, non vi è alcuna garanzia per i Portatori di reinvestire i loro importi investiti e di averli rimborsati a condizioni analoghe.</p> <p>I potenziali acquirenti e venditori di Titoli possono essere tenuti a pagare le tasse o altri oneri documentali o competenze in conformità con le leggi e le pratiche del paese in cui i Titoli sono trasferiti o di altre giurisdizioni.</p> <p>I Portatori di Titoli non possono avere diritto a ricevere somme lorde per compensare tasse, imposte, ritenute o altro pagamento.</p> <p>L'Emittente dovrà, in determinate circostanze, trattenere, come richiesto da FATCA, l'imposta sui pagamenti effettuati ad alcuni investitori e, inoltre, l'Emittente stesso potrà dover versare a FATCA la ritenuta alla fonte su alcuni dei suoi beni cosa che ridurrebbe la redditività, e, quindi, la liquidità disponibile per effettuare i pagamenti in relazione ai Titoli.</p> <p>La legittimità dell'acquisizione dei Titoli potrebbe essere soggetta a restrizioni legali, che potrebbero influire sulla validità dell'acquisto.</p> <p>Nel caso in cui la Legge Tedesca sulle Obbligazioni fosse applicabile ai Titoli (diversi dai <i>Pfandbriefe</i>), i Termini e Condizioni di tali Titoli potranno essere modificati con delibera dei Portatori a maggioranza, così come indicato nei Termini e Condizioni o, come in questo specifico caso, regolamentati dalla Legge Tedesca sulle Obbligazioni. I Portatori di conseguenza si accollano il rischio, che i Termini iniziali e le Condizioni dei Titoli possano essere modificate a loro specifico svantaggio.</p> <p>Per quanto riguarda gli obblighi derivanti in relazione ai Titoli (diversi dai <i>Pfandbriefe</i>), l'Emittente si riserva il diritto, in determinate circostanze, di nominare un debitore sostituto il cui rischio di insolvenza potrebbe essere diverso dal rischio dell'Emittente.</p> <p>In caso di difficoltà finanziarie, l'Emittente può avviare un procedimento di riorganizzazione (<i>Reorganisationsverfahren</i>) o di risanamento (<i>Sanierungsverfahren</i>) sulla base dell'Atto per la Riorganizzazione della Banca Tedesca (<i>Kreditinstitute-Reorganisationsgesetz</i>), che potrebbe negativamente ledere i diritti dei Portatori dei Titoli (eccetto per <i>Pfandbriefe</i>). Se le difficoltà finanziarie equivalgono all'insolvenza dell'Emittente, i Portatori dei Titoli potrebbero perdere una parte o tutto il loro capitale investito (<u>Rischio di perdita totale</u>).</p> <p>Congiuntamente alla Direttiva di Ripristino e Risoluzione delle crisi bancarie, che è stata implementata nella Repubblica Federale Tedesca dall'Atto per la Ristrutturazione e Risoluzione, con effetto dal 1° gennaio 2015, vi è il rischio che a causa della presenza di specifici strumenti risolutivi in esso contenuti e al relativo assorbimento di perdite, i Portatori dei Titoli, e in particolare i Portatori di Titoli Subordinati, possano incorrere nel rischio di perdere completamente il capitale investito e i diritti connessi.</p> <p>Rischi relativi ai Titoli a Reddito Fisso</p> <p>Il Portatore di un Titolo a Reddito Fisso è esposto al rischio, che il prezzo di un Titolo possa precipitare a seguito di variazioni del tasso di interesse di mercato. È possibile che la resa di un Titolo a Reddito Fisso, al momento del rilascio, sia negativa, in particolare se il tasso di interesse è zero per cento, o vicino allo zero</p> |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | | |
|----------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>per cento e/o se il prezzo di emissione è superiore al 100 per cento della quota capitale.</p> <p>Nel prospetto di base Opzione V dei Termini e Condizioni di <i>Pfandbriefe</i> si applica a questo tipo di Titoli.</p> |
| Sezione E - Offerta | | |
| E.2b | Ragioni dell'offerta e impiego dei proventi, se diversi dalla ricerca di profitto | I proventi netti di ogni operazione saranno utilizzati a scopo di finanziamento generico dell'Emittente. |
| E.3 | Descrizione dei termini e delle condizioni dell'offerta | <p>Data di Emissione: 8 febbraio 2017</p> <p>Prezzo di Emissione: 99,901 per cento.</p> |
| E.4 | Qualsiasi interesse che è significativo per l'emissione/offerta tra cui interessi in conflitto | Salvo quanto discusso nel Prospetto di Base nella sezione XIII “Sottoscrizione e Vendita”, per quanto a conoscenza dell'Emittente, nessuna persona coinvolta nell'offerta dei Titoli ha interessi materiali all'offerta. |
| E.7 | Spese stimate addebitate all'investitore da parte dell'Emittente o l'offerente | Nessuna. |

RESUMEN ESPECÍFICO

El presente texto es un resumen de los principales requisitos de información, conocidos como “Elementos”. Estos Elementos están numerados en las Secciones A – E (A.1 – E.7).

Este resumen contiene todos los Elementos requeridos que deben ser incluidos en un resumen de este tipo de acciones y Emisor. Dado que algunos Elementos no son requeridos, puede haber huecos en la secuencia de numeración de los Elementos.

Aún cuando pueda ser requerido un determinado Elemento a efectos del resumen por el tipo de acciones y Emisor, es posible que no pueda darse información relevante del mismo. En este caso se incluirá en el resumen una breve descripción del Elemento con la mención de que “no es aplicable”.

| Sección A – Introducción | |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A.1 | <p>Este Resumen debe ser leído como una introducción a este Folleto. Toda decisión de un inversor de invertir en los Bonos debe basarse en la consideración de este Folleto en su conjunto, incluyendo los documentos incorporados por referencia, cualquier suplemento al mismo y las Condiciones Finales aplicables. Si se interpusiese ante los tribunales una reclamación relacionada con la información contenida en este Folleto, incluyendo los documentos incorporados por referencia, cualquier suplemento al mismo y las Condiciones Finales aplicables, el inversor demandante podría estar obligado, según la legislación nacional de dicho tribunal, a pagar el coste de la traducción del Folleto, así como de los documentos incorporados por referencia, cualquier suplemento al mismo y las Condiciones Finales aplicables antes de iniciarse el proceso judicial. Los Emisores que han redactado este Resumen, incluyendo cualquier traducción del mismo, y que hayan solicitado o vayan a solicitar su notificación, podrían estar sujetos a responsabilidad civil, aunque únicamente en el caso de que el resumen, leído en relación con las demás partes de este Folleto, induzca a error, o bien sea impreciso o incongruente.</p> |
| A.2 | <p>Consentimiento para el uso del folleto.</p> <p>Cada distribuidor y/o intermediario financiero que negocie o coloque los Bonos – siempre y cuando así se contemple en las Condiciones Finales relativas a una emisión particular de Bonos – está autorizado a utilizar el Folleto en la República Federal de Alemania, el Gran Ducado de Luxemburgo, los Países Bajos, el Reino Unido, Irlanda, Austria, Noruega, Italia y el Reino de España] (los “Estados oferentes”) para la subsiguiente reventa o colocación final de los Bonos durante el período de oferta de 7 de febrero de 2017 a 8 de febrero de 2017 durante el cual la reventa o colocación final de los Bonos puede efectuarse, siempre y cuando el Folleto continúe siendo válido de acuerdo con § 9 de la Ley Alemana de Folletos de acciones (Wertpapierprospektgesetz, “WpPG”) que implementa la Directiva 2003/71/EC del Parlamento Europeo y del Consejo de 4 de Noviembre de 2003 (en la redacción dada por la Directiva 2010/73/EU del Parlamento Europeo y el Consejo de 24 de Noviembre de 2010).</p> <p>El Folleto será entregado únicamente a potenciales inversores conjuntamente con los complementos publicados con carácter previo a la entrega. Cualquier complemento al Folleto Base está disponible en formato electrónico en la página web del Emisor www.pfandbriefbank.com (ver https://www.pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html).</p> <p>Cuando utilice este Folleto, cada distribuidor y/o intermediario financiero relevante debe asegurarse de que cumple con todas las leyes y normativas vigentes en cada jurisdicción respectiva.</p> <p>Cualquier información nueva en relación con los intermediarios financieros desconocidos al tiempo de aprobación del Folleto Base o la presentación de las Condiciones Finales, serán publicadas en la página web del Emisor www.pfandbriefbank.com (ver https://pfandbriefbank.com/debt-instruments/emissionsprogramme/dip-programm.html).</p> <p>En el caso de una oferta realizada por un Distribuidor y/o un intermediario financiero, el Distribuidor y/o el intermediario financiero deberán proporcionar a los inversores la información de los términos y condiciones de la oferta al tiempo de la misma.</p> <p>Cualquier Distribuidor y/o intermediario financiero que utilice el Folleto Base para ofertas públicas deberá incluir en su página web que está utilizando el Folleto Base de acuerdo con este consentimiento y las condiciones ad-</p> |

| | | juntas a dicho consentimiento. | | | | | | | | | | | | |
|---------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------|-------------|---------------------------------------------------|--|--|------------------------------|--------------------------|----|----------------|--------------------------|---|
| Sección B – Emisor | | | | | | | | | | | | | | |
| B.1 | Nombre legal y comercial | El Emisor actúa bajo su denominación legal “Deutsche Pfandbriefbank AG”. A partir del 2 de Octubre de 2009 el Emisor opera con el nombre comercial “pbB Deutsche Pfandbriefbank”. | | | | | | | | | | | | |
| B.2 | Domicilio, forma legal, legislación | El Emisor está constituido como una sociedad de capital conforme a la Ley de la República Federal de Alemania. Está registrada en el registro mercantil de Munich con el número HRB 41054. El Emisor tiene su domicilio social en Freisinger Str. 5, 85716 Unterschleissheim, Alemania. | | | | | | | | | | | | |
| B.4b | Factores que afectan al Emisor y la industria en que opera | El sector bancario a nivel internacional continuará operando en un entorno difícil durante 2016. El Emisor - de forma similar a otros bancos en la eurozona y en particular a bancos situados en países afectados por la crisis de la deuda soberana se enfrenta a la carga de la morosidad en los préstamos y el incremento de la regulación, cada vez más estricta, (incluyendo la supervisión en el mecanismo único de supervisión (“MUS”) por el Banco Central Europeo (“BCE”)). Por otro lado, la presión negativa de los rating en el sector bancario – no limitado a los países que han sido afectados más duramente por la crisis de la deuda soberana, sino que ha afectado al sector bancario europeo en su totalidad – parece haberse aliviado. La mayoría de los ratings deberían reflejar los planes para involucrar con mayor fuerza a los inversores en deuda subordinada en la resolución bancaria, pero estos planes continúan suponiendo un incremento en los costes de capital bancarios. Los beneficios están limitados por el incremento de los requisitos regulatorios y el bajo momento económico. | | | | | | | | | | | | |
| B.5 | Estructura organizativa | <p>El 16 de julio de 2015, la oferta pública de venta (OPV) inicial del Emisor se completó colocando 107.580.245 acciones a inversores y 134.475.308 acciones fueron admitidas a negociación en la Bolsa de Frankfurt.</p> <p>Desde 2009 hasta su privatización, el Emisor ha formado el centro estratégico bancario del grupo predecesor Hypo Real Estate. El 18 de julio de 2011 la Comisión Europea aprobó la ayuda de estado de la República Federal de Alemania para el grupo Hypo Real Estate. Con su aprobación, la Comisión Europea ha impuesto una serie de condiciones para su aprobación.</p> <p>Con la cancelación de la aportación pasiva (<i>stille Einlage</i>) concedida por SoFFin el 6 de julio de 2015 y a continuación de la privatización del Emisor, las restricciones impuestas al Emisor por la Comisión Europea ya no resultan aplicables.</p> | | | | | | | | | | | | |
| B.9 | Proyección de beneficio o estimación | No aplica. No se han efectuado estimaciones o proyecciones de beneficios. | | | | | | | | | | | | |
| B.10 | Calificación en el informe de auditoría | No aplica. El informe de auditoría no incluye ninguna calificación. | | | | | | | | | | | | |
| B.12 | Información financiera clave seleccionada relativa al Emisor, comunicación de información sobre tendencias y cambios significativos en la posición financiera o comercializadora del Emisor | <p>La siguiente tabla muestra la información financiera seleccionada de Deutsche Pfandbriefbank extraída de los estados financieros consolidados auditados de los ejercicios finalizados el 31 de Diciembre de 2014 y 2015.</p> <table> <thead> <tr> <th></th> <th style="text-align: right;">2015</th> <th style="text-align: right;">2014</th> </tr> </thead> <tbody> <tr> <td>Rendimiento de explotación conforme a IFRS</td> <td></td> <td></td> </tr> <tr> <td>Resultado antes de impuestos</td> <td style="text-align: right;">En 195 millones de Euros</td> <td style="text-align: right;">54</td> </tr> <tr> <td>Resultado neto</td> <td style="text-align: right;">En 230 millones de Euros</td> <td style="text-align: right;">4</td> </tr> </tbody> </table> | | 2015 | 2014 | Rendimiento de explotación conforme a IFRS | | | Resultado antes de impuestos | En 195 millones de Euros | 54 | Resultado neto | En 230 millones de Euros | 4 |
| | 2015 | 2014 | | | | | | | | | | | | |
| Rendimiento de explotación conforme a IFRS | | | | | | | | | | | | | | |
| Resultado antes de impuestos | En 195 millones de Euros | 54 | | | | | | | | | | | | |
| Resultado neto | En 230 millones de Euros | 4 | | | | | | | | | | | | |

| | | <p>Balance de situación</p> <table> <tbody> <tr> <td>Total activo</td><td>En miles de 66,8 millones de Euros</td><td>31.12.2015 74,9</td></tr> <tr> <td>Patrimonio neto (excluidas las reservas de revalorización)</td><td>En miles de 2,7 millones de Euros</td><td>3,4</td></tr> <tr> <td>Patrimonio neto</td><td>En miles de 2,7 millones de Euros</td><td>3,5</td></tr> </tbody> </table> <p>Las cifras de esta tabla están redondeadas.</p> <p>* Ajuste de acuerdo con la IAS 8.14 y ss.</p> <p>La siguiente tabla muestra la información financiera seleccionada de Deutsche Pfandbriefbank extraída de los estados financieros consolidados no auditados correspondientes al primer semestre del ejercicio 2016:</p> <table> <thead> <tr> <th></th><th style="text-align: right;">Primer semestre 2016</th><th style="text-align: right;">Primer semestre 2015</th></tr> </thead> <tbody> <tr> <td>Rendimiento de explotación conforme a IFRS</td><td></td><td></td></tr> <tr> <td>Resultado antes de impuestos</td><td>En 87 millones de Euros</td><td>112</td></tr> <tr> <td>Resultado neto</td><td>En 66 millones de Euros</td><td>88</td></tr> <tr> <td>Balance de situación</td><td style="text-align: right;">30.06.2016</td><td style="text-align: right;">31.12.2015</td></tr> <tr> <td>Total activo</td><td>En miles de 67,5 millones de Euros</td><td>66,8</td></tr> <tr> <td>Patrimonio neto</td><td>En miles de 2,7 millones de Euros</td><td>2,7</td></tr> </tbody> </table> <p>Las cifras de esta tabla están redondeadas.</p> <p>No ha habido cambios materiales adversos en el folleto del Emisor desde la fecha de publicación de los últimos estados financieros auditados (31 de diciembre de 2015).</p> <p>Exceptuando la información contenida en esta subsección, no ha habido modificaciones sustanciales en la posición financiera del Emisor y sus filiales consolidadas desde la finalización del último período del que se ha publicado la información financiera provisional (30 de junio de 2016).</p> <p>En el tercer trimestre del ejercicio 2016, el Emisor realizó un resultado positivo extraordinario de 132 millones de euros, resultante de la revaloración de los derechos relativos a HETA y de la reversión de las respectivas provisiones, contra las que el Emisor ha reconocido 15 millones de euros en provisiones y gastos como medida de precaución.</p> <p>En relación con lo anterior, cabe señalar que el Emisor ha anunciado que su Consejo de Administración y su Consejo de Supervisión propondrán en la Asamblea General de 2017 -quedando sujeto al cumplimiento de todos los requisitos o desarrollos legales y reglamentarios- la distribución para el ejercicio 2016, de un dividendo extraordinario por la ganancia extraordinaria resultante de la reestructuración de los pasivos senior de HETA. Esto no implicará ningún cambio fundamental sobre su política de dividendos, que el Consejo de Administración revisará tan pronto como se perciba un cambio en el entorno regulatorio.</p> | Total activo | En miles de 66,8 millones de Euros | 31.12.2015 74,9 | Patrimonio neto (excluidas las reservas de revalorización) | En miles de 2,7 millones de Euros | 3,4 | Patrimonio neto | En miles de 2,7 millones de Euros | 3,5 | | Primer semestre 2016 | Primer semestre 2015 | Rendimiento de explotación conforme a IFRS | | | Resultado antes de impuestos | En 87 millones de Euros | 112 | Resultado neto | En 66 millones de Euros | 88 | Balance de situación | 30.06.2016 | 31.12.2015 | Total activo | En miles de 67,5 millones de Euros | 66,8 | Patrimonio neto | En miles de 2,7 millones de Euros | 2,7 |
|------------------------------------------------------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------------------------|--------------------|------------------------------------------------------------|-----------------------------------|-----|-----------------|-----------------------------------|-----|--|----------------------|----------------------|---------------------------------------------------|--|--|------------------------------|-------------------------|-----|----------------|-------------------------|----|-----------------------------|-------------------|-------------------|--------------|------------------------------------|------|-----------------|-----------------------------------|-----|
| Total activo | En miles de 66,8 millones de Euros | 31.12.2015 74,9 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Patrimonio neto (excluidas las reservas de revalorización) | En miles de 2,7 millones de Euros | 3,4 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Patrimonio neto | En miles de 2,7 millones de Euros | 3,5 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Primer semestre 2016 | Primer semestre 2015 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rendimiento de explotación conforme a IFRS | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Resultado antes de impuestos | En 87 millones de Euros | 112 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Resultado neto | En 66 millones de Euros | 88 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Balance de situación | 30.06.2016 | 31.12.2015 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total activo | En miles de 67,5 millones de Euros | 66,8 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Patrimonio neto | En miles de 2,7 millones de Euros | 2,7 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.13 | Novedades recientes | <p>El Emisor tenía exclusivamente pasivos senior, con un valor nominal total de 395 millones de Euros de HETA Asset Resolution AG (“HETA”). El 10 de Abril de 2016, la Autoridad Austriaca de Mercados Financieros (“AAMF”) decidió conceder una garantía, entre otros, a los acreedores de bonos senior de HETA del 53,98 por ciento. Otras medidas anunciadas por el AAMF incluyen la extensión de los vencimientos de bonos al 31 de Diciembre de 2023 y la cancelación de los pagos</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| | | |
|------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>de interés a partir del 1 de Marzo de 2015. En octubre de 2016 el emisor ha aceptado una oferta de recompra en relación con sus bonos senior de HETA del Fondo de Compensación de Pagos de Carintia (<i>Kärnter Ausgleichszahlungsfonds</i>)conjuntamente con la compra de un bono garantizado de cupón cero..</p> <p>El Emisor realizó cerca del 90% del valor nominal de los bonos senior de HETA, lo que dio lugar a una plusvalía extraordinaria para el Emisor de 132 millones de euros en el tercer trimestre de 2016. El Emisor ha vendido los bonos de cupón cero al comienzo del cuarto trimestre.</p> <p>Desde el segundo semestre de 2016, el Emisor también proporciona financiación transfronteriza inmobiliaria en Estados Unidos. El Emisor está considerando cooperar con los clientes existentes invirtiendo a escala internacional, así como con socios bancarios consolidados. Las actividades desarrolladas en Estados Unidos tienen por objeto la sindicación de préstamos, i.e., la cofinanciación de préstamos originados por bancos asociados.</p> <p>El 11 de noviembre de 2016, el Emisor ha anunciado que su Consejo de Administración y su Junta de Supervisión están estudiando proponer a la Asamblea General de 2017-quedando sujeto al cumplimiento de todos los requisitos o desarrollos legales y reglamentarios- la distribución, para el ejercicio 2016, un dividendo extraordinario resultante de la reestructuración de los pasivos senior de HETA que el Emisor mantenía, además de la distribución de acuerdo con su política de dividendos.</p> <p>Esto no implicará ningún cambio fundamental sobre su, ya comunicada, política de dividendos, que el Consejo de Administración revisará tan pronto como se perciba un cambio en el entorno regulatorio.</p> <p>El 13 de diciembre de 2016, el Emisor ha difundido un anuncio específico, en relación con el inicio de un procedimiento de cobertura por impago de crédito en una operación de titulización sintética. En caso de que la asignación de pérdidas sea total o parcialmente injustificada, el Emisor tendría que soportar esas pérdidas total o parcialmente.</p> <p>El 15 de diciembre de 2016, Standard & Poor's calificó la deuda senior no garantizada a largo plazo del Emisor, como "en desarrollo" pendiente de la revisión de la clasificación de la deuda. Standard & Poor's declaró que las calificaciones de ciertas deudas no garantizadas senior, incluidas las Obligaciones Negociables Senior del Programa, se reducirán probablemente en un nivel. En otra acción de calificación, Standard & Poor's elevó la calificación de deuda subordinada del Emisor de "BB" a "BB +".</p> |
| B.14 | Estructura organizativa y dependencia del Emisor de otras entidades del grupo | <p>Ver Elemento B.</p> <p>No aplicable. El Emisor no es dependiente de otras entidades.</p> |
| B.15 | Descripción de las actividades del Emisor | <p>El Emisor desarrolla su actividad en dos sectores: financiación inmobiliaria y financiación de inversión pública. Así mismo está el sector de gestión de cartera y la columna de información consolidada y ajustes.</p> <p>En el segmento de negocio estratégico de financiación inmobiliaria el Emisor selecciona inversores inmobiliarios profesionales tanto nacionales como internacionales (como sociedades inmobiliarias, inversores institucionales, fondos de inversión inmobiliarios y, en particular en Alemania, pequeñas y medianas empresas que operan localmente (SME)) con un horizonte de inversiones a medio-largo plazo. El objetivo del Emisor se centra en financiar bienes inmuebles, como edificios de oficinas, el sector de ventas minoristas, residencial, minoristas y centros logísticos así como hoteles como incorporaciones a la cartera. El Emisor se concentra en fondos comunes cualificados, operaciones de financiación grandes y medianas. El Emisor ofrece a sus clientes conocimiento local de los mercados más importantes de Alemania, Reino Unido, Francia, Escandinavia (especialmente Suecia y Finlandia) y otros países del centro y el este de la Unión Europea (principalmente en Polonia).</p> <p>En el resto de mercados Europeos el Emisor se concentra en las áreas metropolitanas que cubren la mayor parte del mercado nacional respectivo. Adicionalmente a</p> |

| | | | | | | | | | | | | | | |
|------------------------------------|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|------|------------------------------------|-----|-------------------|-----|--------------------------|--|----------------------------|-----|----------------------|-----|
| | | <p>los mercados Europeos, el Emisor puede concluir operaciones aisladas en el mercado Americano inmobiliario, pero sólo parcialmente a futuro, a través de las cuales el Emisor sin presencia local básicamente participa en la financiación de operaciones de socios estratégicos (“sindicación”). El Emisor aporta su know-how en este sector del mercado para operaciones transfronterizas y multi-jurisdiccionales.</p> <p>En el segmento de financiación de inversión pública, el Emisor ofrece a sus clientes financiación a medio-largo plazo para proyectos de inversión públicos. El instrumento de refinanciación central es el Pfandbrief Alemán público. El foco de la actividad de financiación se centra en el sector de infraestructuras, como educación, deportes e instalaciones culturales, alojamiento, edificios administrativos, instalaciones de atención de la salud y cuidado de ancianos, suministro de energía y servicios de residuos y carreteras e infraestructuras ferroviarias y aéreas. Asimismo, junto a los préstamos convencionales el Emisor también ofrece operaciones de financiación en el área de exportaciones garantizadas por el estado, la financiación de colaboraciones público-privadas, financiación de infraestructuras así como financiación de operaciones de sale and lease-back para entidades públicas. Los acuerdos de financiación se conceden a entidades públicas que conceden préstamos, empresas públicas o privadas así como a vehículos de inversión con garantía pública. El negocio se centra en países Europeos con buenas calificaciones en los que las operaciones de préstamo pueden ser refinanciadas mediante la emisión de Pfandbriefe y con una infraestructura establecida, funcional y que mejora. A fecha de hoy el Emisor está centrado especialmente en Alemania y Francia.</p> <p>El Emisor en general ofrece a sus clientes derivados sólo para coberturas en contexto con los préstamos ofrecidos. En casos excepcionales pueden ofrecerse derivados independientes, pagados por adelantado, siempre que la disposición de los mismos no resulte en otros riesgos (en particular máximos y mínimos).</p> <p>El sector de gestión de cartera incluye todos los activos no estratégicos y actividades del Emisor y sus filiales consolidadas.</p> | | | | | | | | | | | | |
| B.16 | Accionistas mayoritarios | <p>La ley alemana de mercado de valores (<i>Wertpapierhandelsgesetz</i>) establece que cuando un inversor en valores negociados cuyas inversiones, directa o indirectamente, en acciones u opciones de compra alcance ciertos umbrales habrá que notificar, tanto a la corporación y a BaFin, dicho cambio en un plazo máximo de 4 días laborales. El umbral mínimo de divulgación es el 3 por ciento del capital social con derecho a voto de la empresa.</p> <p>A la fecha del Segundo Suplemento de fecha 4 de julio de 2016, de acuerdo con el conocimiento del Emisor como consecuencia de las notificaciones recibidas, hay cinco accionistas titulares directa o indirectamente de más de un 3 y menos de un 5 por cien de las acciones del Emisor y un accionista titular directa o indirectamente de más de un 5 y menos de un 10 por cien de las acciones del Emisor y un accionista, la República Federal de Alemania vía la Agencia Alemán de Estabilización de Mercados Financieros (–Bundesanstalt für Finanzmarktstabilisierung) e Hypo Real Estate Holding , teniendo indirectamente, más de un 10 por ciento del capital social del Emisor (en cada caso contando únicamente la participación directa e indirecta sin tener en cuenta las opciones sobre acciones).</p> | | | | | | | | | | | | |
| B. 17 | Calificación | <p>A la fecha del Quinto Suplemento de fecha 19 de diciembre de 2016, se han asignado las siguientes calificaciones:</p> <p>Standard & Poor's</p> <table> <tbody> <tr> <td>Deuda no garantizada a largo plazo</td> <td>BBB*</td> </tr> <tr> <td>Deuda no garantizada a corto plazo</td> <td>A-2</td> </tr> <tr> <td>Deuda subordinada</td> <td>BB+</td> </tr> <tr> <td>*Crédito bajo desarrollo</td> <td></td> </tr> </tbody> </table> <p>Moody's</p> <table> <tbody> <tr> <td>Sector público Pfandbriefe</td> <td>Aa1</td> </tr> <tr> <td>Hipoteca Pfandbriefe</td> <td>Aa1</td> </tr> </tbody> </table> <p>DBRS</p> | Deuda no garantizada a largo plazo | BBB* | Deuda no garantizada a corto plazo | A-2 | Deuda subordinada | BB+ | *Crédito bajo desarrollo | | Sector público Pfandbriefe | Aa1 | Hipoteca Pfandbriefe | Aa1 |
| Deuda no garantizada a largo plazo | BBB* | | | | | | | | | | | | | |
| Deuda no garantizada a corto plazo | A-2 | | | | | | | | | | | | | |
| Deuda subordinada | BB+ | | | | | | | | | | | | | |
| *Crédito bajo desarrollo | | | | | | | | | | | | | | |
| Sector público Pfandbriefe | Aa1 | | | | | | | | | | | | | |
| Hipoteca Pfandbriefe | Aa1 | | | | | | | | | | | | | |

| | | | |
|----------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| | | Deuda no garantizada a largo plazo Deuda no garantizada a corto plazo Deuda subordinada | BBB R-2 (alto) BBB (bajo) |
| B.18 | Naturaleza y alcance de la garantía | No aplicable. | |
| Sección C – Valores | | | |
| C.1 | Tipo y clase de valores ofrecidos; número de identificación de los valores. | <p>Clase y tipo Los Bonos se emitirán únicamente como títulos al portador.</p> <p>Bonos de tipo fijo Los Bonos devengarán intereses a tipo fijo durante la totalidad del periodo de vigencia de los Bonos. El Folleto Base Opción V de los Términos y Condiciones de Pfandbriefe es de aplicación a este tipo de Bonos.</p> <p>Número de identificación de los Valores El ISIN es DE000A2DASJ1 y el Código Común es 156215350 y el WKN es A2DASJ.</p> | |
| C.2 | Moneda de emisión de los valores | Los Bonos se emitirán en Euros. | |
| C.5 | Restricciones a la libre transmisión | Cada emisión de Bonos se llevará a cabo de acuerdo con las leyes, reglamentos y reales decretos y cualesquiera otras restricciones aplicables en la jurisdicción correspondiente. Cualquier oferta o venta de los Bonos estará sujeta a las restricciones a la venta, en particular en los estados miembros del Acuerdo del Espacio Económico Europeo (EEA), en los Estados Unidos, en el Reino Unido, Italia y Japón. | |
| C.8 | Derechos vinculados a los valores incluyendo su categoría y las limitaciones a esos derechos | <p>Imposición Todos los pagos del principal e intereses en relación con los Bonos deberán ser realizados de manera gratuita y clara, y sin retenciones o deducciones de o a cuenta de cualquier impuesto, obligación, tasas o cargas gubernamentales de cualquier naturaleza presentes o futuras, impuestas, gravadas o recaudadas por o en nombre de la República Federal Alemana o cualquier otra autoridad del mismo que tenga poder para gravar excepto que dicha retención o deducción se establezca por la ley, en cuyo caso el Emisor no deberá pagar cantidades adicionales en relación con dicha retención o deducción.</p> <p>Amortización anticipada por razones fiscales Los Bonos no podrán amortizarse anticipadamente por razones fiscales.</p> <p>Supuestos de incumplimiento En ningún supuesto de incumplimiento los Bonos proporcionarán a los Tenedores el derecho a solicitar su amortización inmediata.</p> <p>Ley aplicable Los Bonos, tanto en forma como en contenido, y todos los derechos y obligaciones de los Tenedores y el Emisor, estarán regidos por la ley alemana.</p> <p>Jurisdicción El lugar no-exclusivo para cualquier procedimiento legal que pudiera surgir en relación con los Bonos será Múnich, República Federal de Alemania.</p> <p>Categoría Las obligaciones derivadas de Pfandbriefe) constituyen obligaciones no subordinadas de la categoría del Emisor <i>pari passu</i> entre sí. El Pfandbriefe está cubierto de acuerdo con la Ley Pfandbrief Alemana (<i>Pfandbriefgesetz</i>) y la</p> | |

| | | |
|---------------------------|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>categoría al menos <i>pari passu</i> con todas las demás obligaciones del Emisor bajo Pfandbriefe Hipotecario (<i>Hypothekenpfandbriefe</i>).</p> <p>Periodos de Presentación</p> <p>El periodo durante el cual los Bonos pueden ser debidamente presentados se reduce a 10 años.</p> |
| C.9 | Interés; Amortización | <p>ver Elemento C.8.</p> <p>Tipo de Interés</p> <p>0,050 por ciento anual. Fecha de inicio de los intereses</p> <p>8 de febrero de 2017.</p> <p>Fechas de pago de intereses</p> <p>9 de Agosto de cada año, comenzando el 9 de agosto de 2017 (primer cupón a corto plazo).</p> <p>Subyacente en el que se basa el tipo de interés</p> <p>No aplica para Bonos de tipo fijo. El tipo de interés no está basado en un subyacente.</p> <p>Fecha de Vencimiento: 9 de agosto de 2021</p> <p>Procedimientos de reembolso</p> <p>El pago del principal respecto de los Bonos se realizará bajo el Sistema de Compensación o a través del abono en las cuentas de los titulares de las cuentas correspondientes del Sistema de Compensación.</p> <p>Rendimiento</p> <p>0,072 por ciento anual. Nombre del Representante Común</p> <p>No aplica. No ha sido designado ningún Representante Común en los Términos y Condiciones de los Bonos.</p> |
| C.10 | Componente derivado en el pago de intereses | <p>ver Elemento C.9.</p> <p>No aplica. El pago de intereses no tiene componente derivado.</p> |
| C.11 | Admisión a cotización | El Mercado regulado de la Bolsa de Valores de Múnich. |
| Sección D –Riesgos | | |
| D.2 | Información sobre los riesgos específicos principales para el Emisor | <p>El Emisor estará expuesto a los riesgos propios de un defecto inesperado de uno de los socios o un deterioro del valor de los activos, resultantes de la devaluación de un país o un socio, distinguiéndose estos riesgos en el crédito, el incumplimiento de la contraparte, el emisor, el país, concentración, cumplimiento del poseedor y realización de riesgos.</p> <p>El Emisor estará expuesto a riesgos de mercado, riesgos vinculados a la volatilidad de los diferenciales de crédito, tasas de interés y tipos de cambio de moneda extranjera que puede tener un efecto negativo sobre los activos del Emisor, la situación financiera y los resultados de operación.</p> <p>El Emisor estará expuesto a riesgos de liquidez, es decir, el riesgo de no poder cumplir con sus necesidades de liquidez, en particular, en caso de una interrupción de los mercados de financiación, puede afectar negativamente a su capacidad para cumplir con sus obligaciones debidas.</p> <p>El Emisor estará expuesto a los riesgos derivados de la oscilación cíclica y el bajo-número/alto-volumen de su modelo de negocio.</p> <p>El Emisor estará expuesto a los riesgos operacionales, incluyendo el riesgo de pérdidas resultantes de procesos internos inadecuados o fallidos, personas y sistemas o de eventos externos, el riesgo reputacional, el riesgo de ataques cibernéticos y el riesgo de posibles fallos de los principales proveedores de outsourcing.</p> <p>El Emisor estará expuesto al riesgo inmobiliario en relación con la valoración de su cartera de préstamos de bienes inmobiliarios y un potencial deterioro del valor de la cartera inmobiliaria subyacente.</p> |

| | |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>El Emisor puede estar expuesto a las pérdidas de préstamos y anticipos, así como al riesgo de que las garantías pertinentes puedan ser insuficientes.</p> <p>El Emisor tiene el riesgo de no acudir al aumento de los costes de financiación que puedan afectar negativamente a la posición financiera del Emisor de negocios.</p> <p>Si los niveles de tipos de interés de mercado se mantienen en el bajo nivel actual en el largo plazo o se produce una bajada de estos, los impactos negativos sobre la situación de los ingresos del Emisor no pueden ser rechazados y pueden surgir trastornos de mercado.</p> <p>El Emisor asume el riesgo de la rebaja de calificación de los ratings asignados a él, su Pfandbriefe y otros instrumentos de deuda o instrumentos incluyendo instrumentos subordinados, que pueden tener un efecto negativo sobre las oportunidades de financiación del Emisor, los factores desencadenantes y derechos de rescisión dentro de los derivados y otros contratos, así como el acceso a la cobertura adecuada de las contrapartes y por lo tanto al negocio del Emisor, la situación de liquidez y el desarrollo de sus activos, situación financiera y ganancias. En el supuesto de que la República Federal de Alemania venda o reduzca su participación indirecta en el Emisor, hay un riesgo de que se produzca una rebaja de rating.</p> <p>El Emisor estará expuesto a riesgos en relación con las condiciones en los mercados financieros internacionales y la economía mundial, que pueden tener un impacto negativo en las condiciones y oportunidades de negocio del Emisor.</p> <p>Los conflictos geopolíticos pueden afectar negativamente a los mercados y de rentabilidad y oportunidades de negocio del Emisor.</p> <p>El Emisor ha sido y continuará estando afectado por la crisis de deuda soberana europea, y puede ser obligado a tomar decisiones en sus inversiones en la deuda soberana y otros instrumentos financieros que se beneficien de unas garantías estatales o instrumentos similares, como sus pretensiones contra HETA Asset Resolution AG.</p> <p>Cabe tener en consideración la existencia de litigios pendientes y de los litigios que pudieran surgir en el futuro, que pudieran tener un impacto negativo considerable en los resultados de las operaciones del Emisor.</p> <p>El Emisor está expuesto al riesgo de incumplimiento de los cover-pools de Pfandbriefe, esto puede, en particular, estar relacionado con las desfavorables condiciones económicas regionales que pueden tener un impacto negativo en los cover-pools.</p> <p>Los cambios en el método de valoración de los instrumentos financieros pueden afectar adversamente el Emisor y su mejora de beneficios.</p> <p>Los cambios en el concepto de evaluación de riesgos pueden tener un impacto negativo en el ratio de capital del Emisor.</p> <p>La posible salida del Reino Unido de la Unión Europea podría afectar negativamente las condiciones económicas en el Reino Unido, Europa y a nivel global y en particular el mercado inmobiliario tanto del Reino Unido como Europeo y, por tanto, afectar de forma negativa las condiciones financieras del Emisor y su capacidad de efectuar pagos derivados de las Obligaciones.</p> <p>Los cambios legislativos, cambios en el entorno regulatorio, así como las investigaciones y procedimientos de las autoridades reguladoras pueden afectar negativamente al negocio del Emisor. Si el Emisor no aborda o no actúa ante los cambios o iniciativas en la regulación bancaria, su reputación podrían verse perjudicada y sus resultados de operación y situación financiera podrían verse afectados negativamente.</p> <p>Sobre la base de las directrices EBA publicadas en diciembre de 2014, el BCE podrá exigir una mayor capitalización y unos mayores ratios de capital del Emisor en el futuro. Esto podría afectar el desarrollo de los activos, la situación financiera y los ingresos del Emisor y, a su vez, podría tener un impacto negativo significativo en la capacidad del emisor de cumplir con sus obligaciones en relación con los Bonos.</p> <p>La introducción prevista de gravámenes bancarios adicionales y de un impuesto sobre las transacciones financieras podría hacer ciertas actividades comerciales de la Emisora no rentables.</p> |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | | |
|-----|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>Auditorías fiscales externas pueden resultar en impuestos sobre beneficios adicionales y, en consecuencia, en un coste fiscal superior para períodos anteriores.</p> <p>El Emisor puede tener desventajas fiscales si sus pérdidas fiscales e intereses se amortizan.</p> <p>El Emisor sigue soportando los riesgos relacionados con FMS Wertmanagement a pesar de la transferencia de activos y pasivos, y la terminación de las actividades de mantenimiento, no menos importante, debido a la exposición relacionada con derivados de back-to-back relacionados..</p> |
| D.3 | Información sobre los riesgos específicos principales de los valores | <p>Principales riesgos de los bonos</p> <p>Algunos Bonos son instrumentos financieros complejos. Un potencial inversor no debe invertir en Bonos a menos que tenga la experiencia (ya sea solo o con un asesor financiero) para evaluar cómo los Bonos se comportarán en condiciones cambiantes, los efectos resultantes sobre el valor de los Bonos y el impacto que esto tendrá en la cartera de inversión en general.</p> <p>La situación financiera del Emisor puede deteriorarse y el Emisor puede llegar a ser insolvente, en cuyo caso cualquier reclamación de pago bajo las Obligaciones Negociables no son aseguradas ni garantizadas por ningún fondo de garantía de depósitos o agencia gubernamental, por lo que el Titular de los Bonos puede perder parte o la totalidad de su capital invertido (<u>riesgo de pérdida total</u>).</p> <p>Los Bonos se pueden enumerar o no, cotizarán en bolsa y, no se garantizará un mercado secundario para los Bonos. En el mercado, un inversor puede no ser capaz de vender sus Bonos en cualquier momento a un precio justo o de mercado.</p> <p>Un Titular de un Bono en una moneda extranjera se expone al riesgo de cambios en los tipos de cambio que pueden afectar al rendimiento y/o la cantidad de reembolso de dichos Bonos.</p> <p>El Titular de los Bonos se expone al riesgo de una evolución desfavorable de los precios de mercado de sus Bonos, que se materializará si el Titular vende los Bonos antes del vencimiento final.</p> <p>Si el Emisor tiene el derecho de redimir los bonos antes de su vencimiento, el titular de dichos Bonos está expuesto al riesgo de que debido a la amortización anticipada de su inversión tendrá un rendimiento menor de lo esperado.</p> <p>Los Bonos Subordinados establecen obligaciones no garantizadas y subordinadas por el Emisor rango <i>pari passu</i> entre ellas y <i>pari passu</i> con el resto de los pasivos subordinados y no garantizados del Emisor a menos que disposiciones legales o las condiciones de dichas obligaciones establezcan otro tratamiento. En caso de liquidación o insolvencia del Emisor, estas obligaciones serán subordinados a los créditos de todos los acreedores no subordinados del Emisor con el resultado de que, en los casos especificados, los pagos no se harán sobre los pasivos hasta que todos los acreedores no subordinados del Emisor se hayan cumplido en su totalidad.</p> <p>Los Tenedores de Obligaciones Subordinadas no tienen derecho a compensar las reclamaciones derivadas de los Bonos Subordinados contra cualquiera de las reivindicaciones del Emisor. No hay seguridad ni garantía de ningún tipo, o habrá, proporcionada por el Emisor o cualquier otra persona para asegurar o garantizar los derechos de los titulares de dichos Bonos, que confiera un rango privilegiado a las reclamaciones de los Bonos y los Bonos no están, o estarán en cualquier tiempo, sujetos a cualquier acuerdo que confiera un rango privilegiado a las reclamaciones de los Bonos . Por otra parte, la terminación, la redención y la recompra de Obligaciones Subordinadas están sujetos a restricciones específicas. Los términos específicos de Bonos Subordinados muestran particular efecto sobre el valor de mercado de los Bonos Subordinados con el resultado de que el valor de mercado de instrumentos del mismo emisor con los mismos términos específicos, pero sin subordinación, que es generalmente más alta.</p> <p>En caso de reembolso de Bonos Subordinados causado por un evento regulatorio no existe garantía alguna para los titulares que reinvertan las cantidades invertidas y redimidas en términos similares.</p> <p>Los compradores y vendedores de los Bonos pueden ser obligados a pagar impuestos u otras cargas documentales o burocráticas, de conformidad con las leyes</p> |

| | | |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>y prácticas del país en el que los Bonos se transfieran a otras jurisdicciones.</p> <p>Los titulares de los Bonos no tienen derecho a recibir cantidades recaudadas para compensar impuestos, derechos, retenciones u otros pagos.</p> <p>El Emisor podrá, bajo ciertas circunstancias, ser requerido por FATCA a retener el impuesto sobre pagos efectuados a ciertos inversores y, además, el propio Emisor podría estar expuesto a una retención fiscal FATCA en algunos de sus activos, lo que reduciría la rentabilidad y, por lo tanto, el dinero disponible para hacer pagos bajo las Obligaciones Negociables.</p> <p>La legalidad de la adquisición de los Bonos puede estar sujeta a restricciones legales que puedan afectar a la validez de la compra.</p> <p>En caso de que la Ley de Bonos alemana aplique a los Bonos (excepto Pfandbriefe), los términos y condiciones de dichos Bonos podrán ser modificadas por acuerdo de los titulares aprobados por la mayoría indicada en el Pliego de Condiciones Particulares o, en su caso, se estipula por la Ley alemana de Bond. Por lo tanto, los titulares tienen el riesgo de que los Términos y Condiciones iniciales de los Bonos puedan ser modificadas para su desventaja individual.</p> <p>Respecto a las obligaciones en relación con los Bonos (distintos de Pfandbriefe) el Emisor está autorizado bajo ciertas condiciones a nombrar un deudor sustituto cuyo riesgo de insolvencia puede diferir del riesgo del Emisor.</p> <p>En caso de dificultades financieras, el Emisor podrá iniciar un procedimiento de reorganización (Reorganisationsverfahren) o procedimiento de reestructuración (Sanierungsverfahren) sobre la base de la Ley de Reordenación Bancaria Alemana (<i>Kreditinstitute-Restrukturierungsgesetz</i>) que puede afectar negativamente a los derechos de los Tenedores de Obligaciones Negociables (excepto Pfandbriefe). Si las dificultades financieras superan a la insolvencia del Emisor, los titulares de los Bonos pueden perder parte o la totalidad de su capital invertido (<u>riesgo de pérdida total</u>).</p> <p>En relación con la Directiva de recuperación y restitución bancaria que se ha aplicado en la República Federal de Alemania por la Ley de Reestructuración y Restitución con efectos 1 de enero de 2015, existe el riesgo de que, debido a la propuesta de mecanismo de resolución contenida en el mismo y, la absorción de las pérdidas relacionadas, los tenedores de obligaciones negociables, y particularmente los tenedores de obligaciones negociables subordinadas, pueden asumir el riesgo de perder completamente su capital invertido y los derechos conexos.</p> <p>Riesgos relativos a Bonos de tipo fijo</p> <p>El titular de Bonos de tipo fijo está expuesto al riesgo de que el precio de dicho Bono caiga como resultado de cambios en el interés de mercado. Es posible que el devengo de Bonos de Interés Fijo al tiempo de la emisión sea negativo, en particular si el tipo de interés es cero por ciento, o cercano a cero por ciento, y/o si el precio de emisión es mayor que el 100 por 100 de la cantidad principal.</p> <p>En el Folleto Opción V de los Términos y Condiciones de Pfandbriefe se aplica a este tipo de Bonos.</p> |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Sección E – Oferta

| | | |
|------|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| E.2b | Motivos de la oferta y destino de los ingresos en la recogida de beneficios | El producto neto de cada emisión se utilizará para fines de financiación general del Emisor. |
| E.3 | Descripción de los términos y condiciones de la oferta | <p>Fecha de publicación: 8 de febrero de 2017.</p> <p>Precio de Emisión:</p> <p>99,901 por ciento.</p> |

| | | |
|-----|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| E.4 | Intereses relevantes para la emisión / oferta incluyendo los intereses en conflicto | Salvo lo expuesto en la Sección XII del Folleto de Base "Suscripción y Venta", que el Emisor sepa, ninguna persona involucrada en la oferta de los Bonos tiene un interés material en la oferta. |
| E.7 | Gastos estimados de impuestos imputados al inversor por el emisor o el oferente | Ninguno. |