Deutsche Bank

Paul Achleitner

Chairman of the Supervisory Board

Deutsche Bank AG

Annual General Meeting

Frankfurt am Main, 24 May 2018

– Check against delivery –

Dear Shareholders,
Ladies and Gentlemen,
Dear Guests,

Whether you are actually here with us in Frankfurt or watching on the internet or TV – I would like to warmly welcome you all to today's Annual General Meeting of Deutsche Bank AG.

I would also like to extend a warm welcome to the Eintracht Frankfurt supporters amongst you – as a Munich resident, I feel a special need to congratulate you on winning the German Cup Final.

Deutsche Bank also frequently finds itself the subject of football analogies – Champions League vs. Europa League, team players vs. individualists, substituting a player vs. replacing the manager.

That is why I have a photo with me today that I took on Saturday – I would like to take my cue from what it depicts, because I was very impressed by the fighting spirit of the Eintracht Frankfurt players.

Ladies and Gentlemen,believe it or not, I'm looking forward to today's dialogue with you. Of course, I am expecting there to be some criticism, and looking at the share price of Deutsche Bank – your Deutsche Bank, our Deutsche Bank – there can be no other logical reaction.

I am nevertheless grateful to be able to provide transparency about the work of your Supervisory Board in the forum that has been stipulated for this purpose by German corporate law – the Annual General Meeting. The work of a Supervisory Board isn't just some kind of reality TV show. The work of a German supervisory board member must be performed on the basis of confidentiality and trust.

Those who for whatever reason show little regard for that strict confidentiality, subject as it is to sanctions under criminal law, are thus always better at "telling stories" than those of us who play by the rules.

With the exception of today, because here we may – in fact, we are obliged to – transparently answer your questions, dear shareholders, and we trust that during today's meeting we can put right some of the assertions that are being made.

Ladies and Gentlemen, what we cannot put right is our share price or the results of our bank. These are the main reasons for your dissatisfaction, I accept, and these are the main reasons why we exercised our authority by taking responsive action.

We did this based on the firm conviction that the reorganisation of Deutsche Bank will now gather pace – but I'll expand on this shortly.

In the hope that a transparent and critical but fair discussion will follow, I hereby open today's annual General Meeting.

Report of the Supervisory Board

Dear Shareholders,

We undoubtedly all agree on one thing: we at Deutsche Bank still have a long way to go to reach our target! For a while, things did look much better.

When we met here one year ago, our Deutsche Bank had just completed a successful capital increase, the stock price was 16.80 euros, and we were looking ahead with confidence. Even after three quarters of 2017 and despite several additional balance sheet adjustments, pre-tax profit amounted to 2.6 billion euros – which is not our medium-term target, but all the same.

Then the situation worsened – due in no small measure to the US tax reform, but also due to factors of our own making.

The fourth quarter brought weak results: with revenues down sharply while costs rose – not only due to accounting factors such as the tax reform, but also because of the operating performance of our bank. And there were no indications of a turnaround in the results expected for the first quarter of this year.

As you can expect, we on the Supervisory Board and the Chairman's Committee in particular deliberated extensively regarding “the reasons why”. What we identified were shortcomings in decision-making and implementation which, despite numerous discussions with the Management Board, first and foremost with the Chief Executive Officer, did not become any smaller.

Instead we observed increasing differences of opinion and conflicts within management.

Our main criticism was that well formulated plans and promised measures had not been executed with sufficient discipline or rigour. We found that exceptions were made for many rules. And we gained the impression that these exceptions were sometimes applied more often than the rules themselves.

An alarming symptom was cost development – and the most striking element was in the size of our workforce.

The good news is that some areas did exercise the necessary discipline:

- The partial IPO of DWS was rigorously prepared and executed under the leadership of Nicolas Moreau.
- The same applies to the imminent merger between Postbank and the private and commercial banking business of Deutsche Bank, which has been driven by Christian Sewing and Frank Strauß and whose completion we expect before the end of this quarter.
- And our Corporate & Investment Bank is better placed in many segments than it might seem on the outside.

But this wasn't enough. The bank reported an unexpected loss for 2017 as well.

Dear shareholders, you are right to expect the bank, and its management, to hit the targets it has set itself. If there are signs that these targets are in jeopardy – and recently this was unfortunately clearly the case – then we on the Supervisory Board have to act swiftly and decisively.

Which is why we decided to reshuffle the team. To the considerable detriment of our bank and our irritation, these measures, which also required regulatory approval, were overshadowed for a whole week over Easter by all sorts of speculation.

A lot of what you read then had little or nothing to do with the truth. All of a sudden people were being named as potential successors who were never even in contention.

Whoever may have benefited from this, it did great harm to our bank and the standing of the people concerned, not least John Cryan and myself. The situation that developed over the Easter period threatened to cause further harm to the bank, both inside the company and in our interaction with clients. This had to be averted.

We had to act – even though it wasn't originally our intention to make the change so swiftly. Personally, I had hoped that the reshuffle at the top of our bank would be made in a constructive spirit at today's Annual General Meeting.

Instead, the Supervisory Board appointed Christian Sewing to succeed John

Cryan as Chief Executive Officer of Deutsche Bank on April 8. This appointment was made just six working days after the first media article. During this period my focus was on the flow of information and how opinions were forming within the Supervisory Board as well as the required coordination with our regulators.

Only once this was completed did we make a public disclosure in accordance with regulatory and procedural requirements. Even though I can understand the critics' desire for a public statement to have been made earlier, there are strict rules governing this, too.

I want to reiterate this point: the public debate merely brought forward a decision that a large majority of the Supervisory Board already regarded as unavoidable. But we would all have preferred for this change to have taken place without these public debates.

They overshadowed a lot of other things. I would therefore like to take this opportunity to give a full and detailed appraisal of the work of John Cryan: he was the right man for the bank during this particular phase. He took on the operational responsibility for our bank nearly three years ago when a credible new start was required from the head of the Management Board. A new start that no internal successor could have effected at that time.

Mr Cryan did an excellent job in accomplishing this mission, he set the ball rolling for fundamental change. He identified the problems by name and together with his Management Board colleagues made important progress. He and his team…

…made major improvements to controls and the underlying systems

…and resolved major litigation cases – with special thanks also due to our Management Board member in charge of Legal matters Karl von Rohr, who is now also one of our Presidents.

At the same time the team…

…has improved relationships with our regulators

…and sustainably strengthened our balance sheet and capital base.

The object was to reduce the overall complexity of the bank to make it less vulnerable. We discontinued individual business activities such as commodities trading and exited 10 countries. Recently the Management Board agreed to dispose of our private and commercial banking businesses in Portugal and

Poland in order to focus more on other countries such as Italy and Spain.

So John Cryan's tenure was marked by a number of key strategic achievements that have laid the foundations on which Christian Sewing and his team can now build. You could say that the tracks have been laid and now the train just has to pick up speed.

Even though it would have been desirable for all concerned to execute this change under other circumstances, I would like to reiterate that Mr Cryan performed outstandingly for our bank. I would like to take this opportunity to thank him very much – and I know that I also speak for the entire Supervisory Board in expressing this gratitude – and I hope I am also speaking for you, dear shareholders.

Ladies and Gentlemen,

Former Deutsche Bank CEO Alfred Herrhausen once said: "We must say what we think. We must do what we say. We must also be what we do." In Christian Sewing, we have a CEO who not only says what he thinks, but also "does" and to a certain degree "is" Deutsche Bank. He has proved this in almost 30 years working for our bank.

It was particularly important for us that Christian Sewing possesses this wealth of experience. It is our firm conviction that we need someone at the top of our bank who has deep knowledge of the bank's internal workings in order to push on with the reorganisation that is still required – with an eye for the big picture, on the one hand, but also with the necessary detailed knowledge, on the other. That is why the Supervisory Board – from the outset – had a clear preference for an internal successor.

And we made an early start in preparing suitable candidates, as you know. A professional personnel decision also involves comparing internal candidates with possible external alternatives. We also did this with the assistance of an external expert.

Allow me to make a comment in this context: in the end, there were indeed two serious external candidates, whose names, fortunately, were not cause for speculation by the media. But we quite deliberately decided to opt for the "internal" solution.

For this reason, allow me to state clearly once again: Christian Sewing is our first choice. Our decision to appoint him was not because he's a retail banker, or because he's an investment banker, but because he's a Deutsche-banker.

Christian Sewing is Deutsche Bank to the core and knows every area of the organisation, from so many different perspectives, like no one else.

He began his apprenticeship at Deutsche Bank in Bielefeld in 1989 and subsequently worked in various roles in Europe, Asia and America. As a risk manager, he developed an in-depth knowledge of our bank through the different business divisions and proved himself in all of the positions he has held.

In June 2013, Christian Sewing was appointed Head of Group Audit, also with the approval of the entire Supervisory Board, which during the first 12 months of my tenure had previous regular interactions with him in his role as Deputy Chief Risk Officer on Risk Committee matters. Examples such as the detailed analysis of the Libor crisis quickly made it clear to me that Christian Sewing is someone that we could rely on and whose career we should continue to develop.

The Supervisory Board then appointed him to the Management Board at the beginning of 2015, assigning responsibility for the private and commercial banking business to him shortly afterwards. In March 2017, we appointed him as President. We have closely monitored and supported his development as a leader.

So while we needed someone from outside the bank back in 2015 – someone who would represent a new beginning and analyse the bank relentlessly – the focus now is on implementing the knowledge we have gained even more rigorously.

Especially given the fact that Christian Sewing is familiar with all aspects of the bank, we believe that he will now drive the necessary transformation forward swiftly and sustainably.

His two deputies, Karl von Rohr and Garth Ritchie, have also had a long tenure at the bank: 21 and 22 years, respectively.

Why do we have deputies at all – considering that Mr Sewing is still young? The job of the Chief Executive Officer of Deutsche Bank is so comprehensive and time-consuming that it seems appropriate to appoint persons at both the international and national levels who can deputise for the CEO with the corresponding authority.

Mr Sewing, Mr von Rohr and Mr Ritchie have worked together for decades and know and trust each other. They have first-hand knowledge of where the bank's

weaknesses, but also its strengths, lie.
And it is precisely these strengths that we need to focus on again:

- a strong brand, steeped in tradition,
- outstanding employees worldwide,
- long-standing client relationships
- and a solid capital position which provides Deutsche Bank with the necessary stability and scope for growth.

Before I got to know it from the inside, I knew Deutsche Bank as a competitor, client, negotiating partner and service provider during the course of my own professional career.

I have always perceived Deutsche Bank to be a proud and competent institution – a bank that is aware of its role and significance for Germany and Europe, and acts in the interests of its clients in a resolute and decisive manner. The foundations for this have remained unchanged. Now we have to bring them to life.

It is true that recognition has to be earned. It cannot be decreed; rather, if a reputation has been damaged, it has to be reconstructed by means of many – often small – steps.

It is true that it will certainly continue to take some time until clients, the general public and shareholders respect the bank again in the way that it and its employees deserve.

This is precisely the reason why we had to act when the bank failed to meet key targets. It is precisely why we could not wait patiently in the hope that things would somehow improve.

Christian Sewing will shortly be presenting the Management Board's current plans for getting Deutsche Bank back on course.

For differing reasons, Marcus Schenck and Kim Hammonds will no longer be part of this team. In carrying out their crucial roles over the past few years, they also laid the key foundations on which their successors can now build.

Kim Hammonds has played a pivotal role in ensuring that the bank's technologies are working towards fulfilling the expectations that our employees and clients place on them.

It is true that there is still some way to go in this area. Kim Hammonds has established a first-class team that will be working together with our new Chief Operating Officer Frank Kuhnke to improve our bank’s technical processes and bring them up to speed.

As far as stability is concerned, once again, we are top of the league. Key applications were available at a rate of 99.994 percent in 2017 – this is the most stable the bank’s IT systems have ever been. We also have Kim Hammonds to thank for this and wish her every success in her future career.

Marcus Schenck performed a great service to Deutsche Bank, not only as Chief Financial Officer, but also as a “client man”. He is a trusted advisor for many clients, and not just in German industry; he is a banker whom clients, competitors and employees highly respect.

We regret, but respect, his decision to leave Deutsche Bank. He will be a hard act to follow, especially when it comes to his expertise in the field of corporate finance. We also wish him all the best for the next stage in his impressive career.

Ladies and Gentlemen, that concludes what I have to say regarding the reorganisation of the Management Board. We wish all those involved, and especially the Board as a whole, every success in the interests of our bank, its clients and employees, and it goes without saying, its investors.

So, turning now to the Report of the Supervisory Board:

As you have all noticed, there has been a series of indiscretions concerning the position of the new Chief Executive Officer. German corporate law rightly regards the unauthorised disclosure of such information as a criminal dereliction of duty. The bank will consequently therefore file a charge against unknown persons in this matter.

The activities of the Supervisory Board are required to take place in an atmosphere of trust and confidence. Even if it recently appeared otherwise, this was also largely the case in the year under review.

Last year we held 49 committee and 10 plenary meetings. A further 22 meetings in total have been held since the start of this year.

Dear Shareholders, you will find detailed information on the key activities performed by the Supervisory Board in the 2017 reporting year on pages VI to XIV of our Annual Report.

Here are some of the points that I would like to highlight:

As I have reported here on several occasions, Deutsche Bank has in recent years faced a series of supervisory investigations and regulatory penalties, whose causes originated from the period before the 2007 financial crisis in some cases. In accordance with aspects of German corporate law, the Supervisory Board is obliged to examine whether the bank can hold Management Board members personally liable who were in office during that time. We looked into this matter extensively.

According to the current findings of these investigations, there is insufficient factual and legal basis for actionable damages claims against the officiating Management Board members of that time.

The Supervisory Board has decided on that basis not to hold the Management Board members personally liable.

In the course of an agreement with the Supervisory Board, eleven members of the Management Board who served during the financial crisis and thereafter have voluntarily waived their entitlement to a total of 38.4 million euros still owed to them by the bank. This amounts to 55 percent of their entitlement.

This is a further contribution they have made toward overcoming problems resulting from the past, and I would like to express my sincere thanks for the constructive discussions that led to this outcome.

We have extensively addressed not only compensation issues relating to former Management Board members, but also current compensation issues, as in years gone by. In that context, allow me to start by informing you that the compensation system 97 percent of you, our shareholders, approved at last year’s Annual General Meeting is working well.

In our Compensation Report on pages 138 to 180 of our 2017 Annual Report, you will see that for the long-term variable compensation component, the achievement level was 38 percent on average, and for the short-term Group target it was 45 percent.

But still, the Management Board decided to waive its variable compensation for 2017 in light of the unexpected loss. This was the third consecutive year of doing so. This decision was not the result of any informal pressure from the Supervisory Board – nor would that have been justified. The waiver was a voluntary act and this decision to protect the bank does credit to the Management Board.

As we promised last year, we are making our Management Board compensation system even more transparent. The Compensation Report contains information on the main criteria of the appraisal system.

Candidates for the Supervisory Board

One of the main tasks of the Nomination Committee in 2017 was to select those individuals who we will be presenting to you today as candidates for the Supervisory Board.

Four shareholder representatives will be leaving the Supervisory Board:

Dina Dublon and Louise Parent have informed us that they will not be standing for another mandate period.

Professor Henning Kagermann’s departure is age-related.

Dr Johannes Teyssen – as he announced some time ago – will not be standing for election after having already served for two mandate periods.

And so we have large gaps to fill – not only in terms of the expertise profile but also in terms of the personalities we will be losing. We have given these issues considerable thought, consulted external advisors and held a number of talks and interviews.

This year I would also like to give the new candidates being proposed for appointment to the Supervisory Board the opportunity to briefly introduce themselves, and I will do this when addressing Agenda Item 8. Now, however, I would like to outline the particularly important considerations for us on the Nomination Committee.

First, we looked into filling the role that Ms Dublon has performed so very well for the past five years: Risk Committee Chairperson.
Dina, our sincere thanks once again; you discharged this responsibility with vigour and authority.

Dear shareholders, we are proud to be able to propose Mayree Clark, who has more than 24 years’ experience of working in the financial sector, as a member of the Supervisory Board and the new Risk Committee Chairperson.

Louise Parent headed the Integrity Committee in recent years and has made a significant contribution towards the resolution of many legal issues – often a thankless task. We are extremely grateful to her.

In Professor Stefan Simon, we already have a skilled lawyer on the Supervisory Board. He has now taken over as Chairman of the Integrity Committee and is to succeed Professor Kagermann on the Chairman’s Committee. So, instead of nominating another lawyer, we decided to look for an expert on banking technology and operations.

We found what we were looking for in Michele Trogni, who is also standing for election to the Supervisory Board here today. Ms Trogni is a world leader in her field. We are sure that she will play a valuable role as the Chairperson of our new Innovation and Technology Committee.

Last year, we announced that Professor Norbert Winkeljohann would join the Supervisory Board as a replacement for Professor Kagermann so that we can continue to strengthen our expertise in finance and accounting.

Professor Kagermann, you have been on the bank’s Supervisory Board for 18 years, as well as the Chairman’s Committee since October 2013, where you became known for your rigorous reasoning as well as your expertise and experience. We were always able to rely on you and we owe you our gratitude and sincere thanks for your dedication and loyalty to Deutsche Bank.

Ladies and gentlemen, Professor Winkeljohann is currently still employed at PwC. We take potential conflicts of interests extremely seriously. That is one of the reasons why Professor Winkeljohann is to be appointed with effect from August 1 and we are asking you to vote for Ms Dublon to remain on the Supervisory Board for the next two months or so.

And finally, we needed to find someone to replace Dr Teyssen. Given that the Supervisory Board has to oversee the complex reorganisation of our Corporate & Investment Bank, we were looking for someone with experience in international finance – someone with expert knowledge of the trading business and regulatory issues. Furthermore, he or she would be assuming the Chair of our new Strategy Committee so they would need to be able to oversee in particular the Management Board measures for focusing the Corporate & Investment Bank with an expert eye.

We would like to thank John Thain for agreeing to take on this responsibility at our bank. His knowledge of the sector is second to none and he also has significant experience of the many ups and downs common in our business. We very highly value the experience he brings.

Last but not least, Alexander Schütz, a representative of our major shareholder HNA, is also nominated for re-election today. He introduced himself last year, so you will already know him.

The following employee representatives will also join the Supervisory Board as new members:

- Mr Ludwig Blomeyer-Bartenstein
- Mr Detlef Polaschek
- Mr Stephan Szukalski, who already served on the Supervisory Board between May 2013 and November 2015

We look forward to working with you and are sure that we will successfully maintain the trusting collaboration between shareholder and employee representatives in the interest of our bank.

Allow me – also on your behalf, our valued shareholders – to thank those employee representatives leaving the Supervisory Board:

Mr Rudschäfski, you were unfortunately not my Deputy for long but spent eight years as Deputy Chairman of the bank's General Workers' Council. We would like to thank you for your dedication and wish you good health.

Ms Irrgang – we will miss you!

The level of personal commitment you showed to the bank and to its employees was exemplary. And you were a great source of support in the Integrity Committee in particular.

Mr Boehr, the work of the Risk Committee is especially taxing; your contribution was always constructive. Your fundamental knowledge of Deutsche Bank was of the utmost value to us. Thank you.

Ladies and Gentlemen, there has been a public debate about whether our Supervisory Board still needs a representative from German industry.

Generally speaking, I am very much in favour of this but actually arranging this is not that easy. Major hurdles in this context are both the time and effort needed and the regulatory restrictions. And there is also the valid discussion about the number of Supervisory Board mandates individuals should exercise. Even without a dedicated industry representative on the Supervisory Board, though, I can assure you that in our bank there is no shortage of understanding of Germany and its corporate landscape – just look at the Management Board.

But the composition of our Supervisory Board also mirrors the focus of our bank: the fact that 75 percent of its members come from German-speaking regions underlines the close connection to the home market. At the same time, we are bringing additional experience of international banking and the capital markets into the Supervisory Board with these newly proposed members – because that is the second, equally indispensable aspect of Deutsche Bank.

Rooted in Germany and Europe, but at the same time with a global outlook and at home in the capital markets around the globe – this combination is the essence of Deutsche Bank’s identity. This strategic template was, is and will remain the right one – the Supervisory Board has always supported the Management Board in this stance.

This doesn’t, however, mean that management will rigidly stick to one structure – it has to adapt flexibly and tactically to the environment within the guidelines it has agreed. The Management Board has to constantly reassess this, and it is then responsible for implementing its decisions – without blinkers and with our advice and under our supervision.

We can, however, assure you that we fully support the strategic direction that the new Management Board resolved under the leadership of Christian Sewing shortly after he took up his new position.

On that note, let me now hand over to our new Chief Executive Officer, Christian Sewing.

Thank you.