

DEUTSCHE BANK AKTIENGESELLSCHAFT

Form FWP

September 22, 2014

Term Sheet No. 2198AZ

To product supplement AZ dated September 28, 2012,

prospectus supplement dated September 28, 2012

and prospectus dated September 28, 2012

Deutsche Bank AG

\$ Capped Knock-Out Securities Linked to the Performance of WTI Crude Oil Futures Contracts due December 30*, 2015

Registration Statement No. 333-184193

Dated September 22, 2014; Rule 433

General

• The Capped Knock-Out Securities Linked to the Performance of WTI Crude Oil Futures Contracts due December 30*, 2015 (the “securities”) are designed for investors who seek a return at maturity linked to the performance of the nearby month’s WTI crude oil futures contract (the “Underlying”). A Knock-Out Event will occur if the Closing Price of the Underlying is less than the Knock-Out Price (80.00% of the Initial Price) on any day during the Monitoring Period. If a Knock-Out Event has not occurred, investors will be entitled to receive at maturity a return on their investment equal to the greater of (a) the Contingent Minimum Return of 5.00% and (b) the Underlying Return, subject to the Maximum Return of between 8.00% and 10.00% (to be determined on the Trade Date). However, if a Knock-Out Event has occurred, investors will be entitled to receive at maturity a return on the securities that reflects the Underlying Return, whether positive or negative, subject to the Maximum Return. If a Knock-Out Event occurs and the Underlying Return is negative, for each \$1,000 Face Amount of securities, investors will lose 1.00% of the Face Amount for every 1.00% by which the Final Price is less than the Initial Price. The securities do not pay any coupons and investors should be willing to lose some or all of their initial investment if a Knock-Out Event occurs and the Final Price is less than the Initial Price. Any payment on the securities is subject to the credit of the Issuer.

- Senior unsecured obligations of Deutsche Bank AG due December 30*, 2015††

• Minimum purchase of \$1,000. Minimum denominations of \$1,000 (the “Face Amount”) and integral multiples thereof.

• The securities are expected to price on or about September 23*, 2014 (the “Trade Date”) and are expected to settle on or about September 26*, 2014 (the “Settlement Date”).

Key Terms

Issuer: Deutsche Bank AG, London Branch

Underlying: The nearby month’s West Texas Intermediate (“WTI”) crude oil futures contract traded on the New York Mercantile Exchange (“NYMEX”) (Bloomberg Page: CL1 <Comdty>)

Issue Price: 100% of the Face Amount

Knock-Out Event: A Knock-Out Event occurs if, on any day during the Monitoring Period, the Closing Price of the Underlying is less than the Knock-Out Price.

Monitoring Period: The period from but excluding the Trade Date to and including the Final Valuation Date

Knock-Out Price: 80.00% of the Initial Price

Payment at Maturity: If a Knock-Out Event has not occurred (meaning the Closing Price of the Underlying is greater than or equal to the Knock-Out Price on all days during the Monitoring Period), you will be entitled to receive a cash payment at maturity per \$1,000 Face Amount of securities calculated as follows:

\$1,000 + (\$1,000 x the greater of (a) Contingent Minimum Return and (b) Underlying Return, subject to Maximum Return)

• If a Knock-Out Event has occurred (meaning the Closing Price of the Underlying is less than the Knock-Out Price on at least one day during the Monitoring Period), you will be entitled to receive a cash payment at maturity per \$1,000 Face Amount of securities calculated as follows:

\$1,000 + (\$1,000 x the lesser of (i) Underlying Return and (ii) Maximum Return)

If a Knock-Out Event has occurred and the Underlying Return is negative, for each \$1,000 Face Amount of securities, you will lose 1.00% of the Face Amount for every 1.00% by which

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the Final Price is less than the Initial Price. In this circumstance, you will lose some or all of your investment at maturity. Any payment at maturity is subject to the credit of the Issuer.

(Key Terms continued on next page)

Investing in the securities involves a number of risks. See “Risk Factors” beginning on page 7 of the accompanying product supplement and “Selected Risk Considerations” beginning on page TS-8 of this term sheet.

The Issuer’s estimated value of the securities on the Trade Date is approximately \$980.00 to \$997.50 per \$1,000 Face Amount of securities, which is less than the Issue Price. Please see “Issuer’s Estimated Value of the Securities” on page TS-3 of this term sheet for additional information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or the adequacy of this term sheet or the accompanying product supplement, prospectus supplement and prospectus. Any representation to the contrary is a criminal offense.

	Price to Public	Maximum Discounts and Commissions(1)	Minimum Proceeds to Us
P e r Security	\$1,000.00	\$2.50	\$997.50
Total	\$	\$	\$

(1)For more detailed information about discounts and commissions, please see “Supplemental Underwriting Information (Conflicts of Interest)” in this term sheet. The securities will be sold with varying underwriting discounts and commissions in an amount not to exceed \$2.50 per \$1,000 Face Amount of securities.

The agent for this offering is our affiliate. For more information see “Supplemental Underwriting Information (Conflicts of Interest)” in this term sheet.

The securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Deutsche Bank Securities
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Underlying Return: The performance of the Underlying from the Initial Price to the Final Price, calculated as follows:

$$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$$

The Underlying Return may be positive, zero or negative.

Maximum Return: 8.00% - 10.00% (to be determined on the Trade Date).

Contingent Minimum Return: 5.00%

Return:

Initial Price: The Closing Price of the Underlying on the Trade Date, determined by reference to the November 2014 WTI crude oil futures contract

Final Price: The Closing Price of the Underlying on the Final Valuation Date, determined by reference to the February 2016 WTI crude oil futures contract

Closing Price†: On any day of calculation, the official settlement price per barrel of WTI crude oil on NYMEX of the futures contract set to expire in the applicable nearby month, stated in U.S. dollars, as made public by NYMEX (Bloomberg: CL1 <Comdty>) on such day. Without limitation and in addition to any provisions in the accompanying product supplement, if the price source for the Underlying identified herein as the Closing Price is modified or amended, ceases to exist or is unavailable (or is published in error), the calculation agent may determine the Closing Price in good faith and in a commercially reasonable manner and/or postpone the Final Valuation Date by up to five trading days.

Trade Date: September 23*, 2014

Settlement Date: September 26*, 2014

Final Valuation Date: December 23*, 2015

Maturity Date††: December 30*, 2015

Listing: The securities will not be listed on any securities exchange.

CUSIP: 25152RQL0

ISIN: US25152RQL05

* Expected. In the event that we make any change to the expected Trade Date or Settlement Date, the Final Valuation Date and Maturity Date may be changed so that the stated term of the securities remains the same.

† Subject to adjustment as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” in the accompanying product supplement.

†† Subject to postponement as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates” and acceleration as described under “Description of Securities — Adjustments to Valuation Dates and Payment Dates — Commodity Hedging Disruption Events for Commodity Based Underlyings or Basket Components” in the accompanying product supplement.

Issuer's Estimated Value of the Securities

The Issuer's estimated value of the securities is equal to the sum of our valuations of the following two components of the securities: (i) a bond and (ii) an embedded derivative(s). The value of the bond component of the securities is calculated based on the present value of the stream of cash payments associated with a conventional bond with a principal amount equal to the Face Amount of securities, discounted at an internal funding rate, which is determined primarily based on our market-based yield curve, adjusted to account for our funding needs and objectives for the period matching the term of the securities. The internal funding rate is typically lower than the rate we would pay when we issue conventional debt securities on equivalent terms. This difference in funding rate, as well as the agent's commissions, if any, and the estimated cost of hedging our obligations under the securities, reduces the economic terms of the securities to you and is expected to adversely affect the price at which you may be able to sell the securities in any secondary market. The value of the embedded derivative(s) is calculated based on our internal pricing models using relevant parameter inputs such as expected interest rates and mid-market levels of price and volatility of the assets underlying the securities or any futures, options or swaps related to such underlying assets. Our internal pricing models are proprietary and rely in part on certain assumptions about future events, which may prove to be incorrect.

The Issuer's estimated value of the securities on the Trade Date (as disclosed on the cover of this term sheet) is less than the Issue Price of the securities. The difference between the Issue Price and the Issuer's estimated value of the securities on the Trade Date is due to the inclusion in the Issue Price of the agent's commissions, if any, and the cost of hedging our obligations under the securities through one or more of our affiliates. Such hedging cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge.

The Issuer's estimated value of the securities on the Trade Date does not represent the price at which we or any of our affiliates would be willing to purchase your securities in the secondary market at any time. Assuming no changes in market conditions or our creditworthiness and other relevant factors, the price, if any, at which we or our affiliates would be willing to purchase the securities from you in secondary market transactions, if at all, would generally be lower than both the Issue Price and the Issuer's estimated value of the securities on the Trade Date. Our purchase price, if any, in secondary market transactions will be based on the estimated value of the securities determined by reference to (i) the then-prevailing internal funding rate (adjusted by a spread) or another appropriate measure of our cost of funds and (ii) our pricing models at that time, less a bid spread determined after taking into account the size of the repurchase, the nature of the assets underlying the securities and then-prevailing market conditions. The price we report to financial reporting services and to distributors of our securities for use on customer account statements would generally be determined on the same basis. However, during the period of approximately two months beginning from the Trade Date, we or our affiliates may, in our sole discretion, increase the purchase price determined as described above by an amount equal to the declining differential between (a) the Issue Price minus the discounts and commissions and (b) the Issuer's estimated value of the securities on the Trade Date, prorated over such period on a straight-line basis, for transactions that are individually and in the aggregate of the expected size for ordinary secondary market repurchases.

Additional Terms Specific to the Securities

You should read this term sheet together with product supplement AZ dated September 28, 2012, the prospectus supplement dated September 28, 2012 relating to our Series A global notes of which these securities are a part and the prospectus dated September 28, 2012. You may access these documents on the website of the Securities and Exchange Commission (the “SEC”) at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Product supplement AZ dated September 28, 2012:

http://www.sec.gov/Archives/edgar/data/1159508/000095010312005095/crt-dp33019_424b2.pdf

- Prospectus supplement dated September 28, 2012:

<http://www.sec.gov/Archives/edgar/data/1159508/000119312512409437/d414995d424b21.pdf>

- Prospectus dated September 28, 2012:

<http://www.sec.gov/Archives/edgar/data/1159508/000119312512409372/d413728d424b21.pdf>

Our Central Index Key, or CIK, on the SEC website is 0001159508. As used in this term sheet, “we,” “us” or “our” refers to Deutsche Bank AG, including, as the context requires, acting through one of its branches.

The trustee has appointed Deutsche Bank Trust Company Americas as its authenticating agent with respect to our Series A global notes.

This term sheet, together with the documents listed above, contains the terms of the securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in this term sheet and in “Risk Factors” in the accompanying product supplement, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before deciding to invest in the securities.

For purposes of this term sheet, each reference to “Exchange Traded Instrument” in the accompanying product supplement shall be deemed to include the Underlying, when applicable.

Deutsche Bank AG has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement and the other documents relating to this offering that Deutsche Bank AG has filed with the SEC for more complete information about Deutsche Bank AG and this offering. You may obtain these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, Deutsche Bank AG, any agent or any dealer participating in this offering will arrange to send you the prospectus, prospectus supplement, product supplement and this term sheet if you so request by calling toll-free 1-800-311-4409.

You may revoke your offer to purchase the securities at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the securities prior to their issuance. We will notify you in the event of any changes to the terms of the securities, and you will be asked to accept such changes in connection with your purchase of any securities. You may also choose to reject such changes, in which case we may reject your offer to purchase the securities.

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What Are the Possible Payments on the Notes at Maturity, Assuming a Range of Hypothetical Performances for the Underlying?

The following table illustrates a range of hypothetical payments at maturity on the securities. The table and the hypothetical examples below assume a Maximum Return of 9.00% (the midpoint of the range of 8.00% and 10.00%) and reflect the Contingent Minimum Return of 5.00% and the Knock-Out Price of 80.00% of the Initial Price. The actual Initial Price, Knock-Out Price and Maximum Return will be determined on the Trade Date. The results set forth below are for illustrative purposes only. The actual return applicable to a purchaser of the securities will be based on whether or not a Knock-Out Event occurs, which will depend on whether the Closing Price of the Underlying is less than the Knock-Out Price on any day during the Monitoring Period, and the Underlying Return, which will be based on the performance of the Underlying as measured on the Final Valuation Date. You should consider carefully whether the securities are suitable to your investment goals. The numbers appearing in the table and examples below may have been rounded for ease of analysis.

Underlying Return (%)	A Knock-Out Event Has Not Occurred During the Monitoring Period		A Knock-Out Event Has Occurred During the Monitoring Period	
	Return on the Securities (%)	Payment at Maturity (\$)	Return on the Securities (%)	Payment at Maturity (\$)
100.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
90.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
80.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
70.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
60.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
50.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
40.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
30.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
20.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
15.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
10.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
9.00%	9.00%	\$1,090.00	9.00%	\$1,090.00
7.00%	7.00%	\$1,070.00	7.00%	\$1,070.00
5.00%	5.00%	\$1,050.00	5.00%	\$1,050.00
0.00%	5.00%	\$1,050.00	0.00%	\$1,000.00
-5.00%	5.00%	\$1,050.00	-5.00%	\$950.00
-10.00%	5.00%	\$1,050.00	-10.00%	\$900.00
-15.00%	5.00%	\$1,050.00	-15.00%	\$850.00
-20.00%	5.00%	\$1,050.00	-20.00%	\$800.00
-30.00%	N/A	N/A	-30.00%	\$700.00
-40.00%	N/A	N/A	-40.00%	\$600.00
-50.00%	N/A	N/A	-50.00%	\$500.00
-60.00%	N/A	N/A	-60.00%	\$400.00
-70.00%	N/A	N/A	-70.00%	\$300.00
-80.00%	N/A	N/A	-80.00%	\$200.00
-90.00%	N/A	N/A	-90.00%	\$100.00
-100.00%	N/A	N/A	-100.00%	\$0.00

Hypothetical Examples of Amounts Payable at Maturity

The following hypothetical examples illustrate how the payments on the notes at maturity set forth in the table above are calculated.

Example 1: A Knock-Out Event has not occurred and the Final Price is greater than the Initial Price, resulting in an Underlying Return of 20.00%. Because the Closing Price of the Underlying on all days during the Monitoring Period, including the Final Valuation Date, was greater than or equal to the Knock-Out Price, a Knock-Out Event has not occurred. Because the Underlying Return of 20.00% is greater than the Maximum

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Example 6: A Knock-Out Event has occurred and the Final Price is greater than the Initial Price, resulting in an Underlying Return of 15.00%. Because the Closing Price of the Underlying on at least one day during the Monitoring Period was less than the Knock-Out Price, a Knock-Out Event has occurred. Because a Knock-Out Event has occurred and the Underlying Return is greater than the Maximum Return, the investor receives the Maximum Return on the securities. Accordingly, the investor receives a Payment at Maturity of \$1,090.00 per \$1,000 Face Amount of securities (a return of 9.00%), calculated as follows:

$$\begin{aligned} & \$1,000 + (\$1,000 \times \text{the lesser of (i) Underlying Return and (ii) Maximum Return}) \\ & \qquad \qquad \qquad \$1,000 + (\$1,000 \times 9.00\%) = \$1,090.00 \end{aligned}$$

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Selected Purchase Considerations

Ⓢ CAPPED APPRECIATION POTENTIAL — The securities are linked to the performance of the Underlying and provide the opportunity to receive at maturity at least the Contingent Minimum Return, so long as a Knock-Out Event does not occur, and to participate in any increase in the price of the Underlying at maturity on an unleveraged basis, subject to the Maximum Return, regardless of whether a Knock-Out Event has or has not occurred. Any payment on the securities is subject to our ability to satisfy our obligations as they become due.

Ⓢ LIMITED PROTECTION AGAINST LOSS — If a Knock-Out Event has not occurred and the Final Price is less than the Initial Price, for each \$1,000 Face Amount of securities, you will be entitled to receive at maturity a return on the securities equal to the Contingent Minimum Return. However, if a Knock-Out Event has occurred and the Underlying Return is negative, for each \$1,000 Face Amount of securities, you will lose 1.00% of the Face Amount for every 1.00% by which the Final Price is less than the Initial Price. In this circumstance, you will lose some or all of your investment in the securities.

Ⓢ A COMMODITY HEDGING DISRUPTION EVENT MAY RESULT IN ACCELERATION OF THE SECURITIES — If a Commodity Hedging Disruption Event (as defined under “Description of Securities — Adjustments to Valuation Dates and Payment Dates – Commodity Hedging Disruption Events for Commodity Based Underlyings or Basket Components” in the accompanying product supplement) occurs, we will have the right, but not the obligation, to accelerate the payment on the securities. The amount due and payable per \$1,000 Face Amount of securities upon such early acceleration will be determined by the calculation agent in good faith and in a commercially reasonable manner on the date on which we deliver notice of such acceleration and will be payable on the fifth business day following the day on which the calculation agent delivers notice of such acceleration. Please see the risk factors entitled “A Commodity Hedging Disruption Event May Result in Acceleration of the Securities” and “Commodity Futures Contracts are Subject to Uncertain Legal and Regulatory Regimes, Which May Adversely Affect the Price of the Underlying and the Value of the Securities” in this term sheet for more information.

Ⓢ TAX CONSEQUENCES — In the opinion of our special tax counsel, Davis Polk & Wardwell LLP, which is based on prevailing market conditions, it is more likely than not that the securities will be treated for U.S. federal income tax purposes as prepaid financial contracts that are not debt. Generally, if this treatment is respected, (i) you should not recognize taxable income or loss prior to the taxable disposition of your securities (including at maturity) and (ii) the gain or loss on your securities should be capital gain or loss and should be long-term capital gain or loss if you have held the securities for more than one year. The Internal Revenue Service (the “IRS”) or a court might not agree with this treatment, however, in which case the timing and character of income or loss on your securities could be materially and adversely affected.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether beneficial owners of these instruments should be required to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. persons should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose a notional interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

You should review carefully the section of the accompanying product supplement entitled “U.S. Federal Income Tax Consequences.” The preceding discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel regarding the material U.S. federal income tax consequences of owning and disposing of the securities.

Under current law, the United Kingdom will not impose withholding tax on payments made with respect to the securities.

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For a discussion of certain German tax considerations relating to the securities, you should refer to the section in the accompanying prospectus supplement entitled “Taxation by Germany of Non-Resident Holders.”

You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Selected Risk Considerations