Deutsche Bank

Compensation Report 2013

Passion to Perform

Compensation Report

Introduction

The 2013 Compensation Report provides detailed qualitative and quantitative compensation information with regards to the overall Deutsche Bank Group. Furthermore, it contains disclosures specific to the Management Board members and employees identified pursuant to the German regulation on the supervisory requirements for compensation systems of banks (“Institutsvergütungsverordnung“ - InstitutsVergV).

The report comprises of the following sections:

— Executive summary
— Group compensation overview and disclosure
— Management Board report and disclosure
— Employees regulated in accordance with the InstitutsVergV
— Supervisory Board report and disclosure

The report complies with the requirements of Section 314 (1) No. 6 of the German Commercial Code (Handelsgesetzbuch “HGB”), the German Accounting Standard No. 17 “Reporting on Executive Body Remuneration”, the InstitutsVergV and the recommendations of the German Corporate Governance Code.

Executive Summary

Group Compensation

External regulatory requirements and internal drivers for cultural change continued to shape the compensation policy and systems within the Group. As a result, 2013 saw significant further progress with regards to our overall compensation strategy, structures and governance framework both at the Management Board level and Group-wide.

We continue to support and value the merits of Variable Compensation. Operated and governed within a sound risk management framework it is a vital tool to attract, retain and appropriately incentivize high performing talent. In this regard, our Group Variable Compensation pool in respect of FY 2013 was € 3.16 billion. In keeping with our historic approach, 44 % of the pool was deferred over three to five years and made subject to a combination of behavioral and performance based forfeiture provisions. The scope of the forfeiture provisions have been significantly extended this year.

Management Board

The Supervisory Board restructured the compensation system for members of the Management Board. This change was approved by the General Meeting in May, with effect as of January 1, 2013. The restructuring is largely based on the recommendations of the “Independent Panel“ established in 2012, and constitutes an additional component of the implementation of the Strategy 2015+. Compensation is now even more clearly aligned to the strategic goals and values of Deutsche Bank. In particular, broadening the performance criteria in both of the Variable Compensation components demonstrates even greater balance and sustainability for remuneration.

In accordance with the requirements of the InstitutsVergV, a new Compensation Control Committee, which is mandatory as of January 1, 2014, was established from Supervisory Board members. The Committee will assume the functions of the Chairman's Committee, in particular with regard to preparing the design of the compensation system and the determination of the compensation of Management Board members. The Compensation Control Committee already began its work at the end of 2013.

Regulated Employees

In accordance with the InstitutsVergV we identified 1,295 material risk takers (referred to as "Regulated Employees") in respect of 2013. This represents a 7 % increase from 2012 which is driven in part by an increase in Risk function personnel identified and reduction in the compensation threshold, above which an employee is automatically deemed to be a material risk taker. This action has been taken voluntarily and in advance of the final European Banking Authority (EBA) Technical Standards which have been submitted by the EBA to the Commission in December 2013 and are expected to be published in 2014.

Approximately 560 of the Regulated Employee group are based in the European Union (EU). From the Regulated Employee population, we again identified a core senior management group consisting of 133 employees. As the leaders and stewards of the Bank it is prudent that the majority of their compensation should be linked to the long-term success of the Group. As such, their deferred equity awards are subject to a combined deferral and retention period of five years and the average deferral rate of Variable Compensation across this group was in excess of 85 %.

Group Compensation Overview and Disclosure

Cultural and Regulatory Influences

2013 was a defining year with regards to the compensation regulations applicable to banks in the EU following the finalization of the Capital Requirements Directive (CRD) 4. The new remuneration requirements (including the headline measure limiting fixed to Variable Compensation ratios) came into effect on January 1, 2014, however, are not applicable to compensation in respect of the performance year 2013. While there remain a few interpretive uncertainties at this point in time, the Bank has endeavored to be at the forefront of compensation regulatory changes and will ensure full compliance with all of the new requirements. Specifically, the bank will continue to adhere to the InstitutsVergV and the German Banking Act which were amended effective from January 1, 2014 to reflect the requirements of the CRD 4.

In conjunction with the external developments, culture and cultural change within the Bank remains an essential part of our Strategy 2015+. A milestone in this regard was reached in mid-2013 with the launch of our new Deutsche Bank values and beliefs which lie at the core of what we do. Compensation is an integral component of a successful and sustainable organization and therefore we have sought to ensure that the goals and objectives of our newly developed compensation strategy are aligned with the values and beliefs.

Our compensation strategy is predicated on supporting a diversified universal banking model with safe compensation practices aligned to the Bank's values. Specifically, the compensation strategy has five objectives:

— To support the delivery of Deutsche Bank's client-focused, universal bank strategy by attracting and retaining talent across the range of diverse business models and across 65 country locations;
— To support the long term performance of the Bank, the sustainable development of the institution and the risk strategies that derive from this;
— To support long-term performance that is predicated on cost discipline and efficiency;
— To ensure that the Bank's compensation practices are safe in terms of risk-adjusting performance outcomes, preventing inappropriate risk taking, ensuring compatibility with capital and liquidity planning and complying with regulation;

- To underpin the Bank's stated values of integrity, sustainable performance, client centricity, innovation, discipline and partnership.

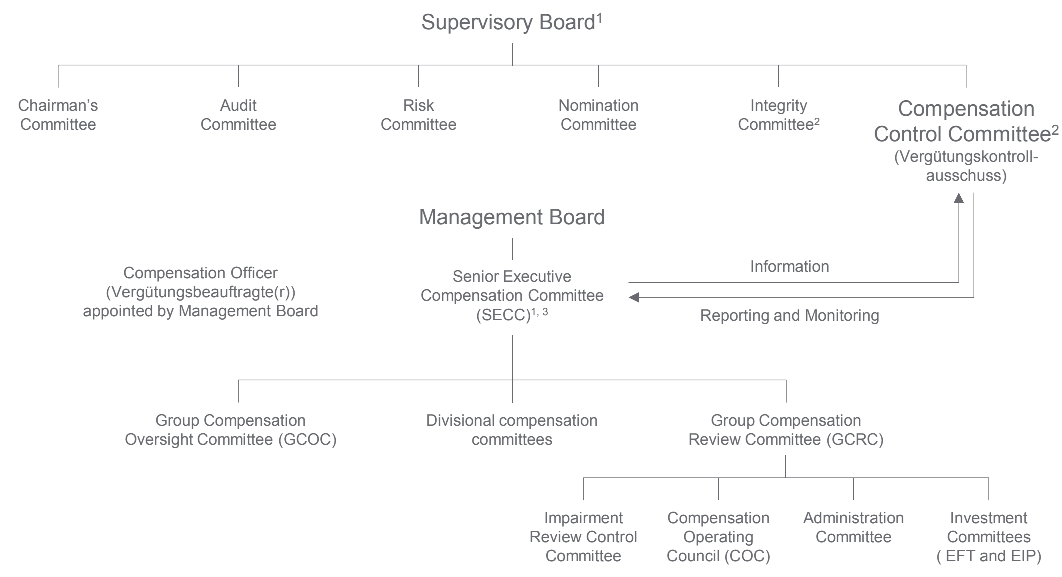
Furthermore, the compensation strategy is vital to delivering all five levers of Deutsche Bank's Strategy 2015+:

- Clients: Placing a strategic emphasis on the Bank's client franchises by ensuring franchise competitiveness and client centricity;
- Competencies: Ensuring the Bank can attract and retain the right talent across the breadth of products and control function/infrastructure areas;
- Capital: Promoting organic capital growth, the reduction of risk-weighted assets and a compensation system that supports the Group's capital plan;
- Costs: Incentivizing actions that deliver long term cost targets and ongoing cost discipline;
- Culture: Linking incentives to behaviors that underpin sustainable performance, financial discipline and an appropriate risk culture. In particular, compensation outcomes have been more closely linked to disciplinary action through improved forfeiture provisions.

Compensation Governance

A robust and effective governance framework ensures we operate within the clear parameters of our compensation strategy and policy. All compensation matters, and overall compliance with regulatory requirements, are overseen by the key committees that form the Global Reward Governance Structure.

Revised compensation governance structure
(based on § 25d (12) KWG and InstitutsVergV Regulations)



[1] Optional: Independent external consultants.
[2] New committees in 2013.
[3] The relevant tasks are performed by the SECC on behalf of the Management Board.

In accordance with the German two tier board structure, the Supervisory Board governs the compensation of the Management Board members, whilst the Management Board, supported by the Senior Executive Compensation Committee ("SECC"), oversees compensation matters for all other employees in the Group. In accordance with the updated InstitutsVergV, the SECC now works in co-operation with the newly created Compensation Control Committee ("CCC") in relation to Group matters. The CCC is comprised of Supervisory Board members and ensures a closer link to and focus on Group compensation matters by the Supervisory Board.

The SECC is co-chaired by Stefan Krause (CFO) and Stephan Leithner (CEO Europe ex Germany and UK, Human Resources, Legal & Compliance, Government and Regulatory Affairs), both of whom are members of the Management Board. The remaining membership is comprised of Stuart Lewis (CRO and member of the Management Board) and senior employees from Finance and Human Resources. In order to maintain its independence, no employees aligned to any of our business divisions are members of the SECC. The SECC prepares and recommends to the Management Board key Group level decisions on compensation strategy and structures, as well as overseeing the overall compensation process through its sub-committee structure.

Compensation Governance Enhancements

In addition to the formation of the CCC, a number of additional governance enhancements were introduced during 2013 with particular focus on the remit and work of the Group Compensation Oversight Committee ("GCOC").

As a delegated body of the SECC, the GCOC is responsible for the oversight of the Divisions' year-end compensation processes. As such, the GCOC provides a compensation framework and guidance to Divisional Compensation Committees ("DCC") to establish their divisional compensation frameworks. The GCOC then reviews these frameworks ensuring that both the frameworks and the DCCs' general practices comply with the Bank's compensation principles and policies, as well as external regulatory requirements.

The purpose of the GCOC is multi-fold:

Ensure that sound compensation parameters and metrics (financial and non-financial) were considered by divisions when allocating Variable Compensation pools within the division, with particular reference to:

- The financial performance of the respective division and sub-divisional business areas, in the context of wider business strategy;
- The consideration of inherent risk profiles based on the different types of risk (i.e., operational, market, liquidity, reputational, regulatory and credit risk);
- Other strategic qualitative factors.

To review the Divisional governance structure (and the communication thereof) and processes supporting Variable Compensation decisions at an individual employee level, to:

- Broadly assess adherence to established compensation governance requirements;
- Determine if further enhancements to the division's compensation governance processes are needed.

The GCOC monitors the DCCs' progress in relation to the established compensation governance requirements throughout the Group's annual year-end compensation process and provides a summary of its findings and recommendations to the SECC prior to the conclusion of the process.

The GCOC made a number of enhancements to the compensation governance process for 2013. These enhancements included, but were not limited to:

- a review of all existing compensation governance requirements;
- increased engagement with the DCCs on the appropriateness of the compensation parameters employed by the DCCs;
- the introduction of significantly enhanced requirements for the documentation of Variable Compensation decisions.

As a result of these enhancements, governance was clearly improved via the GCOC for 2013.

Furthermore, the GCOC mandated that the enhancements made to the Variable Compensation decision documentation were applied to all Regulated Employees, thus ensuring that managers who make Variable Compensation allocation decisions for Regulated Employees appropriately documented the metrics considered when making their decisions.

Compensation Structure

Compensation at the Bank is split into fixed and variable pay. Fixed pay is used to compensate employees for their skills, experience and competencies, commensurate with the requirements, size and scope of their role. The appropriate level of fixed pay for each role is determined with reference to the prevailing market value of the role and influenced by the regulatory requirements of Total Compensation structures.

Fixed pay can include base salary, supplementary salary or allowance components and, where applicable, specific local allowances (i.e., car allowances). Fixed pay is contractual and, in many legal jurisdictions, non-revocable.

For the majority of Deutsche Bank staff, fixed pay is the primary compensation component, and the share of fixed compensation within Total Compensation is far greater than 50 %. This is appropriate to many businesses and will continue to be a significant feature of Total Compensation going forward.

In order to support attracting and retaining the right people in the various country locations and business models, market competitive fixed pay levels have an important part to play in ensuring the Bank has the critical competence required to meet its strategic objectives.

Variable Compensation is predicated on the industry objective of retaining cost flexibility whilst attracting and retaining the right talent. VC also has the advantage of being able to differentiate performance outcomes and drive behaviors through appropriate incentive systems that can also influence culture. As a result, VC is a key feature of market practice compensation in many business lines in the banking environment globally. Combined with Fixed Pay, this drives Total Compensation outcomes that are both cost effective and flexible.

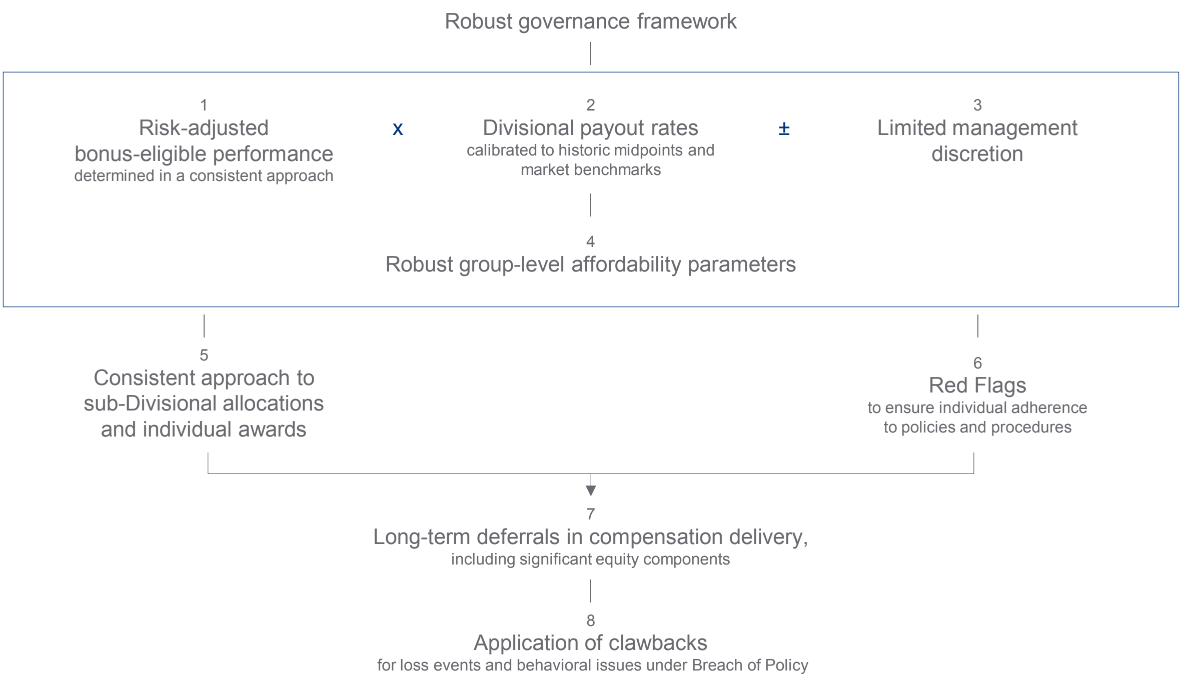
Determining Group-wide Variable Compensation

The Bank uses a formalized and transparent process to derive recommended VC pools across the Group. For business divisions, VC pool recommendations are calculated by applying divisional payout rates to divisional risk-adjusted, bonus eligible performance. Divisional payout rates are calibrated to both historical midpoints and competitive benchmarks to ensure transparency of initial pool recommendations.

The resulting pool recommendations are then considered and reviewed taking into account other strategic qualitative factors and external benchmarks. In accordance with the InstitutsVergV, the emphasis of remuneration for the majority of infrastructure employees, particularly in key control functions, is on fixed compensation.

When making VC pool decisions, the overriding consideration is balancing Group affordability with competitiveness. In line with InstitutsVergV regulation, the entire Group financial performance is taken into account when affordability is considered, to ensure the VC pool is within the levels which the Group as a whole can afford. Again, in line with InstitutsVergV, the aggregate VC pool must take into account risk-bearing capacity, multi-year capital and liquidity planning and profitability, and support adequate capital and liquidity levels.

Summary of the VC pool determination process and the overarching governance framework:



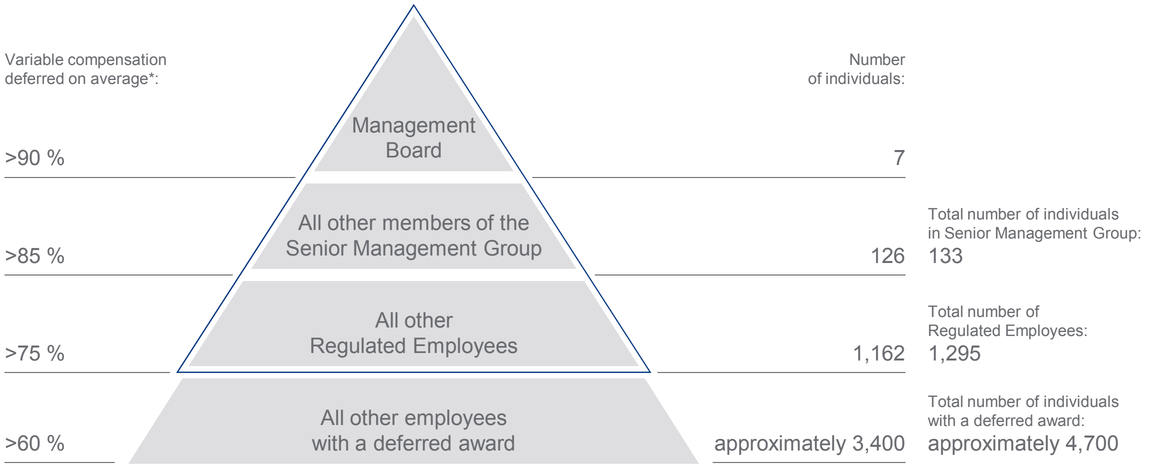
Variable Compensation Structure and Vehicles

Variable Compensation has been used by the Bank for many years to incentivize, reward and retain strong performing employees and thereby differentiate Total Compensation outcomes. At a senior level, we are committed to ensuring that a large portion of any VC award is linked to the long-term development and performance of the Bank through the structured deferral of awards over a minimum three year period, with appropriate performance conditions and forfeiture provisions.

The overall benefits of deferred awards and the positive aspects from a retention and risk management perspective must also be carefully balanced with the management of compensation costs for future years and the implications of increasing levels of deferral. To strike the right balance, it was determined that 44 % (not including Equity Upfront Awards) of the overall group bonus pool for 2013 would be in the form of deferred compensation.

On an individual basis the deferral threshold was set at € 100,000, above which at least 50 % of any VC was deferred. As in previous years, the most senior employees in the Bank had the majority of their VC tied to the future performance of both the Bank and the division they work in. As a result, 100 % of any VC above € 1 million was fully deferred. Taking this step ensured that the maximum upfront cash payment an employee could receive was € 300,000 (or € 150,000 for a Regulated Employee as a result of the EUA retention period – see EUA below).

Senior Employee Population Groups and Average Deferral Rates of Variable Compensation



△ Full population regulated pursuant to InstitutsVergV („Regulated Employees").

* If applicable, each percentage figure includes deferral figures of more senior populations. E.g. >85 % for the Senor Management Group includes the Management Board.

Employees with a 2013 deferred VC award received 50 % of the award in the form of deferred equity and 50 % in deferred cash (nb: A limited number of senior employees in our DeAWM division received a portion of their deferred award in the form of an Employee Incentive Plan (EIP) Award. These are cash settled awards based on the value of funds managed by the business. Deferral and forfeiture provisions under the EIP remain the same as all other awards.). The following instruments were utilized to achieve this:

Restricted Equity Awards

The deferred equity portion is delivered as a Restricted Equity Award ("REA") which vests on a pro rata basis over a minimum of three years (or 4.5 years for the Senior Management Group). The value of the REA is linked to the Bank's share price over the vesting (and where applicable retention) period and is therefore tied to the long-term sustained performance of the Bank. Specific forfeiture provisions apply during the deferral period and, where applicable, retention periods.

Restricted Incentive Awards

The non equity based portion is granted as deferred cash compensation (Restricted Incentive Award "RIA") which vests on a pro rata basis over a minimum of three years (a longer deferral period applies to Management Board members). Specific forfeiture provisions apply during the deferral period.

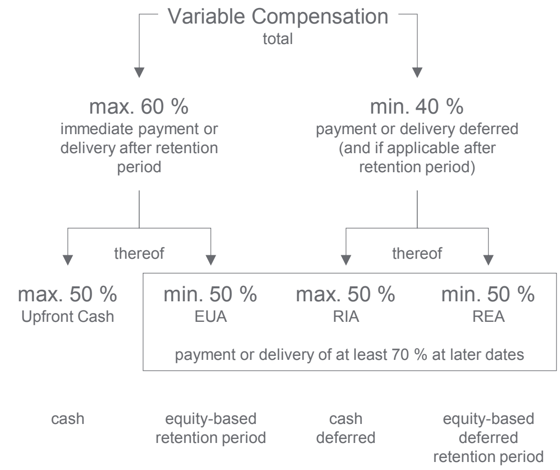
Equity Upfront Awards

In addition to the above deferred awards, all Regulated Employees receive 50 % of their upfront (non-deferred) award in the form of an Equity Upfront Award ("EUA").

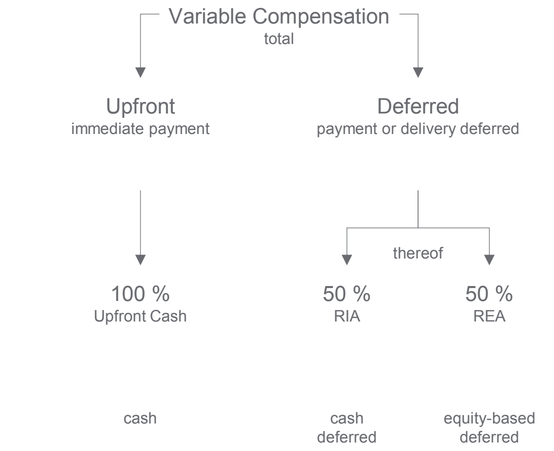
The EUA is vested at grant but subject to a retention period. The value of the EUA is linked to the Bank's share price during the retention period and is therefore tied to the sustained performance of the Bank. Specific forfeiture provisions apply during the retention period in addition to a service requirement.

The below diagram summarizes the above compensation vehicles utilized for Regulated Employees and all other employees with a deferred award.

Compensation structure for Regulated Employees



Compensation structure for non-regulated employees with a deferred award



EUA = Equity Upfront Awards
RIA = Restricted Incentive Awards
REA = Restricted Equity Awards

Deferral Schedule

Regulatory requirements dictate that deferral periods for material risk takers (Regulated Employees) should be a minimum of three years. As in previous years, we have chosen to apply these minimum requirements to all employees with deferred awards. We have also once more identified a subset of our most senior Regulated Employees. This Senior Management Group (consisting of 133 employees) are subject to a 4.5 year (cliff vest) deferral period in respect of their REA. This is intended to ensure more than any other employees they have a vested interest in the long-term, sustained performance of the Bank.

A six month retention period also applies following the vesting of each REA tranche for Regulated Employees. For the Senior Management Group, the six month retention period follows the 4.5 year vesting period. As such, they will not realise any of the value of their 2014 REA until at least February 2019 (five years following grant).

All Regulated Employees also receive 50 % of their upfront award in the form of an EUA. The EUA is vested at grant, however is subject to a six month retention period during which time forfeiture provisions are applicable (going beyond regulatory requirements).

Below is a summary of the vesting structure for each population of employees with a deferred award (excluding the Management Board).

Structure for 2013 deferred compensation

		Upfront		Deferred	
Employee population		Cash Bonus (50 % of Upfront Award)	Equity Upfront Award (EUA) (50 % of Upfront Award)	Restricted Incentive Award (RIA) (deferred cash) (50 % of Deferred Award)	Restricted Equity Award (REA) (deferred equity) (50 % of Deferred Award)
Senior Management Group[1]	Vesting schedule (Grant date February 2014)		Fully vested at grant (Feb 2014)	3-year equal vesting tranches (February 2015, 2016, 2017)	4.5-year cliff vesting (August 2018)
	Retention period (post vesting period)		Retention period ends August 2014		Retention period ends February 2019
Remainder of InstitutsVergV Regulated Employees	Vesting schedule (Grant date February 2014)		Fully vested at grant (Feb 2014)	3-year equal vesting tranches (February 2015, 2016, 2017)	3-year equal vesting tranches (February 2015, 2016, 2017)
	Retention period (post vesting period)		Retention period ends August 2014		Retention periods end August 2015, 2016, 2017
All other employees with deferred awards	Vesting schedule (Grant date February 2014)			3-year equal vesting tranches (February 2015, 2016, 2017)	3-year equal vesting tranches (February 2015, 2016, 2017)
	Retention period (post vesting period)				

[1] Excluding Management Board.

Risk Adjustment of Variable Compensation

Through a series of measures, we ensure that effective risk management processes are embedded into compensation systems addressing both ex ante and ex post adjustments.

Ex ante Risk Adjustment

To ensure appropriate ex ante risk adjustments, we use a consistent, bank-wide standardised methodology to measure risk-adjusted bonus-eligible performance (RA BE Net Income before Bonus and Tax (“NIBBT”)) by business. This measure is based on the NIBBT reviewed during monthly business review meetings, adjusted for performance-relevant items and an allocation of specific Non Core Operating Unit items, and subsequently risk-adjusted on the basis of an Economic Capital charge.

Economic Capital measures the capital associated with unexpected losses. It is a forward-looking measure which quantifies the risk taken on by the bank, i.e., it measures the risk profile at a certain point in time. Economic Capital was verified by the Risk function as being the Bank’s best estimate for future but not materialized losses from its current portfolio and therefore the best metric to adjust VC pools. The SECC reviewed the appropriateness of the risk-adjustment methodology and does so on an annual basis.

As a general rule, we capture all material risks within the four prime risk types of our economic capital framework (Credit, Market, Operational, and Business Risk). Other risks are mapped into the appropriate overarching risk type. Specific examples of risks captured within each of the sub-risk types are as follows:

Credit Risk
— rating migration risk, country transfer risk, settlement risk.

Market Risk
— banking book interest-rate risk, deposit modelling risk, fund guarantee risk (partially includes reputational risk), building society business and collective risk.

Operational Risk
— legal and regulatory risk, IT risk, staff risk, business continuity risk, vendor risk, transaction processing risk, origination and execution risk, business support risk, financial reporting/recording risk, fiduciary service risk, real estate risk, security risk.

Business Risk
— strategic risk (includes general reputational risk), tax risk.

NIBBT already takes into account liquidity risks via transfer pricing of funding costs, credit risk through the recognition of credit charges taken as Loan Loss Provisions and General Value Adjustments on the loan book (one year view on unexpected losses), market risk through mark-to-market accounting including the application of a Credit Valuation Adjustment charge on the derivatives book, and long-dated risks through an appropriate revenue recognition methodology.

Ex post Risk Adjustment
Performance conditions and forfeiture (clawback) provisions are a key element of our deferred compensation structures and ensure that awards are aligned to future conduct and performance. As illustrated by the statistics in this report the percentage of VC awards subject to deferral, and therefore performance and forfeiture conditions, increases in line with seniority. In conjunction with the scope of the risk adjustment measures, the duration for which they are applicable is equally as important. We have enhanced the forfeiture provisions in respect of the 2013 deferred awards with regards to both of these elements.

The following performance and forfeiture provisions have been applied to 2013 deferred VC awards (awarded in February 2014).

Group Clawback
This performance condition is only met if Group Net Income Before income Taxes (NIBT) is zero or greater. If the Management Board in its discretion determines that Group NIBT is negative for any year during the vesting period, the performance condition will not be met and 100 % of the REA tranche due to vest in respect of that year will be forfeited by all employees. Furthermore, if at any quarter end prior to the vesting date the Group's Common Equity Tier 1 capital ratio is below the applicable regulatory minimum capital level, inclusive of an additional risk buffer of 200 basis points, at the discretion of the Management Board, the full unvested REA will be forfeited (the CET 1 provision). From 2014, this performance condition is applicable to all staff with deferred equity awards. This is the first time that non-Regulated Employees with deferred awards (approximately 3,400 individuals) have been subject to a specific Group performance forfeiture provision. This is a significant governance enhancement and aligns the compensation of a much larger group of employees to the future performance of the Bank than ever before.

For the Senior Management Group subject to the five year REA cliff vesting and retention period, if for any year during this period the Group NIBT is negative (but the CET 1 provision is not triggered), 20 % of the award will be forfeited in respect of that year.

For Regulated Employees, the tranche aspect of the Group NIBT provision also applies to their RIA so that if the Management Board determines that Group NIBT is negative during any year of the vesting period, the performance condition will not be met and 100 % of the RIA tranche due to vest in respect of that year will be forfeited.

Divisional Clawback

This performance condition is applicable to Regulated Employees only and is met if an employee's respective division's NIBT is zero or greater. If NIBT is negative for any division during any year of the vesting period, the performance condition will not be met and 100 % of the REA and RIA tranches due to vest in respect of that year will be forfeited (at the discretion of the Management Board) by all Regulated Employees in the applicable division even if Group performance remains positive. For the Senior Management Group subject to the five year REA cliff vesting and retention period, if for any year during this period the divisional NIBT is negative, 20 % of the award will be forfeited in respect of that year. The divisional clawback measure does not apply to the Management Board or employees working in Regional Management or Infrastructure divisions. Only the Group clawback applies.

Revenue Impairment Provision

This clawback applies to RIA and REA and allows us to determine whether adjustments may be necessary based on actual outcomes following award. Up to 100 % of an employee's awards can be forfeited in the event that we discover that the original award value was inappropriate because a performance measure is later deemed to be materially inaccurate or if a deal, trade or transaction considered to be attributable to an employee has a significant adverse effect on any Group entity, Division or the Group as a whole.

This provision has been extended to include EUA for Regulated Employees for the first time in 2013 ensuring that a greater percentage of awards for Regulated Employees than ever before are subject to potential performance based forfeiture. Furthermore, it is now also applicable during the retention period following REA vesting therefore ensuring performance forfeiture measures stretch over a minimum 3.5 year period for equity awards to Regulated Employees (five years for the Senior Management Group).

Policy/Regulatory Breach Provision

This behavioral based clawback is applicable to both REA and RIA and includes provisions providing for the forfeiture of up to 100 % of outstanding deferred compensation as a result of misconduct, including but not limited to, dishonesty, fraud, misrepresentation or breach of trust. An award may be clawed back for an internal policy or procedure breach, or breach of any applicable laws or regulations imposed other than by us.

This provision has been extended to include the six month retention period following REA vesting therefore ensuring behavioural forfeiture measures remain applicable for a minimum of 3.5 years for equity awards granted to Regulated Employees (five years for the Senior Management Group).

A summary of the above provisions and the 2013 enhancements is set out below.

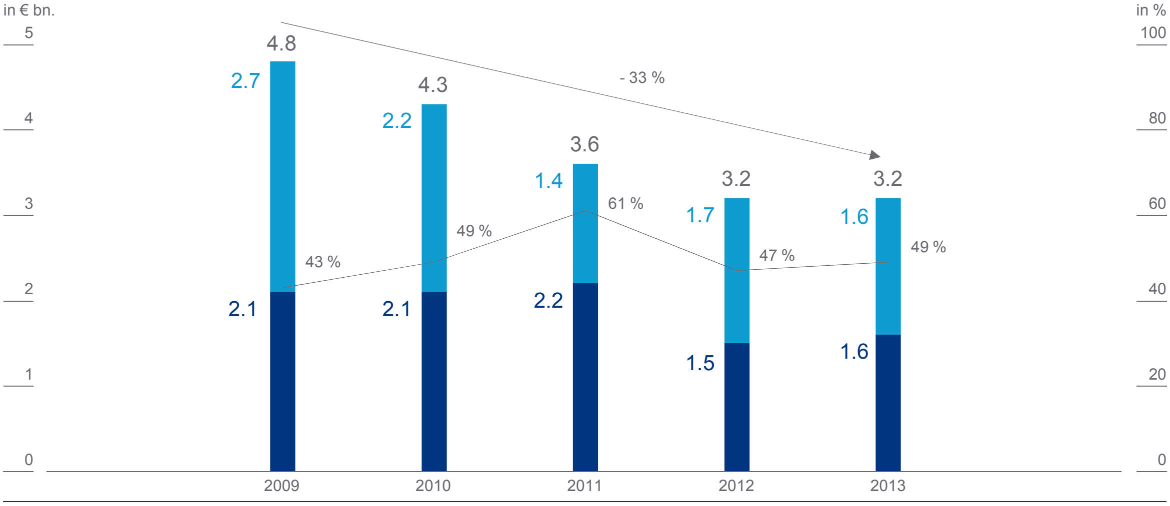
2013 deferred compensation awards: expanded forfeiture provisions

Existing Performance Conditions & Forfeiture provisions		Senior Management Group and other Regulated Employees	All other staff with Deferred Awards
Group Performance (Negative NIBT) – Applicable to REA & RIA tranches during vesting periods		yes	
Divisional Performance (Negative NIBT) – Applicable to REA and RIA tranches during vesting periods		yes	
Revenue Impairment Forfeiture – Applicable to RIA and REA during the vesting periods		yes	yes
Breach of Policy – Applies to RIA and REA during vesting periods		yes	yes
Breach of Policy – Applies to the Equity Upfront Award (EUA) for Regulated Employees		yes	
Agreed expansion of forfeiture provisions for awards granted in 2014 for performance year 2013			
Expand the definition and scope of the Group Performance (Negative NIBT) provision applicable to REAs during vesting periods for all employees with deferred awards	– Tranche forfeiture in the event of Negative Group NIBT. Full forfeiture of unvested award if CET1 capital ratio falls below the regulatory minimum capital level (inclusive of a risk buffer of 200 basis points)	yes	yes
Add the Revenue Impairment provision to the EUA and retention periods following vesting of REA tranches for Regulated Employees (6 month period)		yes	
Revenue Impairment provision also strengthened to allow further "look-back" upon the materialization of legacy losses		yes	yes
Add the Breach of Policy provision to the retention period following vesting of REAs for Regulated Employees (6 month period)		yes	
Breach of Policy provision also strengthened to apply at lower levels of disciplinary sanction		yes	yes

Compensation Disclosure pursuant to Section 7 InstitutsVergV

2013 Variable Compensation awards (which exclude charges for prior year deferrals but include current year awards amortized in the future) were € 3.2 billion in total. The Group-wide deferral ratio (including EUAs) was 49 %.

Variable Compensation and deferral rates



Cash
Deferred
— Deferral rate (i.e. the proportion of the total Variable Compensation that is delivered in deferred awards)

in € m. (unless stated otherwise)[1]	CB&S	GTB	DeAWM	PBC	NCOU	2013 Group Total	2012 Group Total
Total Compensation	**4,505**	**956**	**1,366**	**2,782**	**263**	**9,871**	10,191
thereof:							
Fixed Compensation	2,373	721	937	2,472	205	6,707	7,025
Variable Compensation	2,132	235	429	310	58	3,164	3,166
# of employees (full-time equivalent) at period end	**25,608**	**11,502**	**11,465**	**46,800**	**2,879**	**98,254**	98,219

[1] Comprises the number of employees as well as the discretionary part of the Variable Compensation of Postbank.

All figures in the above table include the allocation of Infrastructure related compensation and number of employees according to our established cost allocation key.

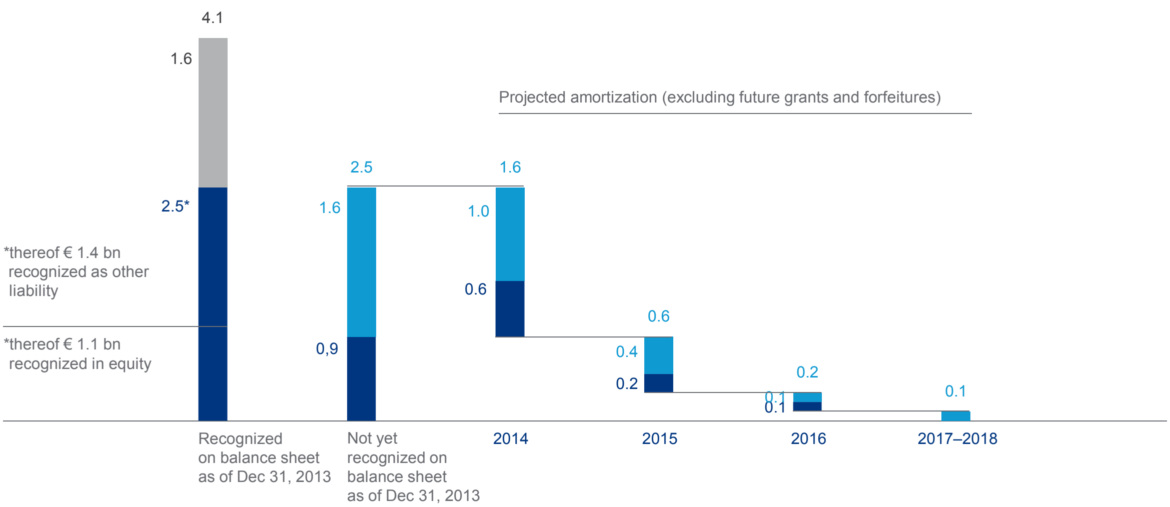
Recognition and Amortization of Variable Compensation Granted

As of December 31, 2013, including awards granted in early February 2014, unamortized deferred Variable Compensation costs amount to approximately € 2.5 billion.

Variable Compensation

Recognition as of December 31, 2013 and projected amortization of deferred compensation granted

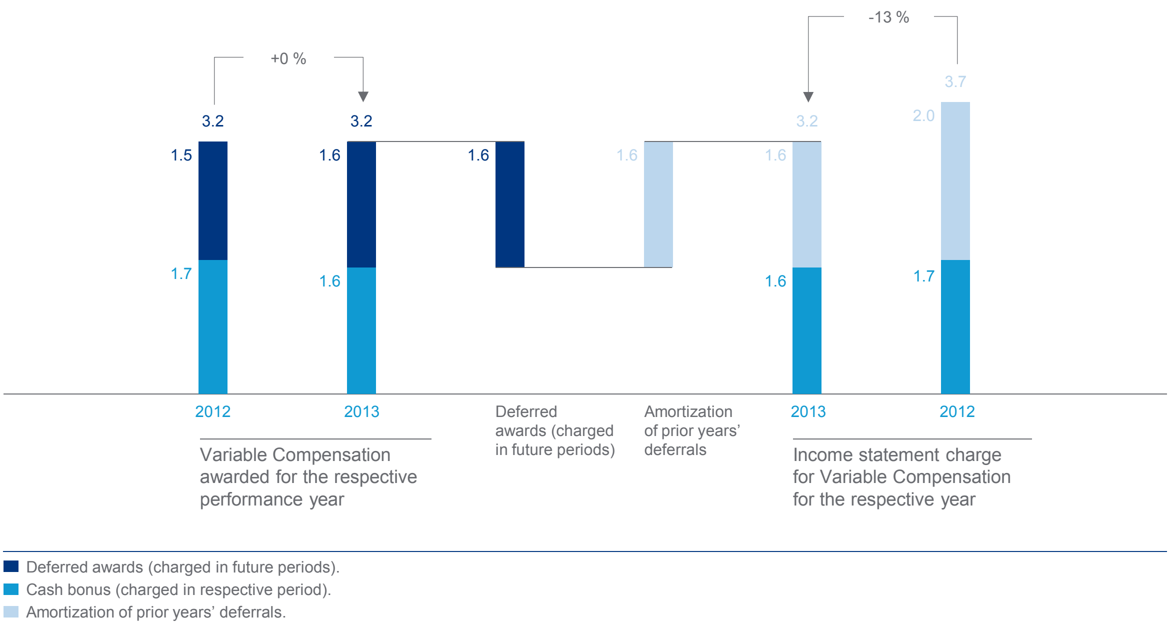
in € bn.



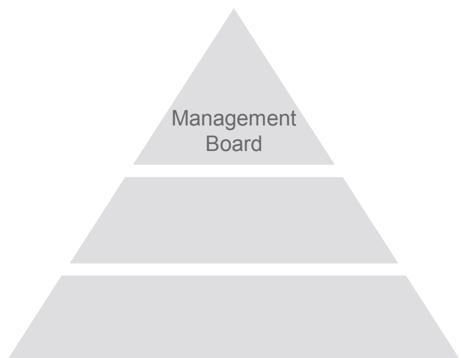
- Cash portion of Variable Compensation granted for performance year 2013 recognized as part of other liabilities.
- Deferred Variable Compensation granted for performance years earlier than 2013.
- Deferred Variable Compensation granted for performance year 2013.

Reconciliation between Variable Compensation granted and P&L charge

in € bn.



Management Board Report and Disclosure



Objectives and Principles of the Compensation System for Management Board Members

In structuring the compensation system for Management Board members, the objective of the Supervisory Board was to design a system which adequately compensates the Management Board members in line with the market and competitors, and in accordance with all statutory and regulatory requirements while considering the Management Board member's scope of activity and responsibility as well as their collective and individual performance, along with the long-term overall performance of the bank.

In this regard, the Supervisory Board regularly reviews the compensation system for Management Board members. The review focuses in particular on the question of whether the structure of the compensation system is appropriate and on necessary adjustments to new regulatory requirements. In the case of a change or restructuring of the compensation framework, the Supervisory Board will use the possibility provided in the German Act on the Appropriateness of Management Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung* – VorstAG) for the General Meeting to approve the system of compensation for Management Board members. The bank's objective is to grant the shareholders the greatest possible level of transparency with regard to the structure of the compensation system for Management Board members. Since the coming into force of the VorstAG in 2009, the compensation system has been presented to the General Meeting three times, particularly in connection with the implementation of new regulatory provisions, and was approved by a large majority each time. Most recently, in May 2013, the General Meeting, on the occasion of a fundamental restructuring, approved the compensation system which the Supervisory Board had previously adopted by a majority of 88.71 % on April 11, 2013 retroactive to January 1, 2013.

The restructuring is largely based on the recommendations of the ´Independent Compensation Review Panel led by its Chairman Dr. Jürgen Hambrecht. In 2012, the Panel was asked, among other things, to conduct a detailed examination of the existing compensation system for the Management Board. The Panel consisted of five external, top-ranking professionals. The recommendations were finalized during the year 2013 and taken into account by the Supervisory Board in the restructuring of the compensation system. The key features of the new compensation structure, which are effective as of January 1, 2013, are outlined in detail in this Compensation Report.

Responsibility

The Supervisory Board as a plenary body is responsible for the structuring of the compensation system and for determining the individual compensation of each Management Board member.

Until and including 2013, the Chairman's Committee supported the Supervisory Board in the process. Its functions included, in particular, advising the Supervisory Board on all issues in connection with the compensation of the members of the Management Board. Furthermore, it prepared all of the resolutions on the compensation system and on the determination of the individual compensation of the members of the Management Board. The Chairman's Committee of the Supervisory Board comprises a total of four members, of which two are representatives of the Group's employees. The Chairman's Committee met regularly in 2013 and, in particular, extensively prepared the restructuring of the compensation system for the Management Board members.

As of the 2014 financial year, the Supervisory Board will be supported by the new Compensation Control Committee, which is assuming the essential functions with regard to the compensation system for the Management Board members and the determination of individual compensation previously carried out by the Chairman's Committee. The requirement to establish this additional Committee from Supervisory Board members is a result of new regulatory approaches under CRD 4. This Directive has been refined and transposed into German law by the CRD 4 Implementation Act by way of amendments to the German Banking Act (*Kreditwesengesetz* – KWG) and revised versions of the InstitutsVergV at the national level. With regard to the Management Board, the tasks of the Compensation Control Committee include, in particular, supporting and monitoring the Supervisory Board in the appropriate structuring of the compensation system, as well as preparing the resolutions of the Supervisory Board regarding individual compensation.

The establishment of the Committee is mandatory as of January 1, 2014. However, the Supervisory Board addressed the composition and the functions of the Committee early on in the fourth quarter of 2013, established a Compensation Control Committee and also extensively discussed the functions and requirements assigned to it. As required by law, the Compensation Control Committee comprises four members, of which at least one must have sufficient expertise and professional experience in the area of risk management and risk controlling and at least one other must be an employee representative.

The resolutions of the Supervisory Board on the determination of the Variable Compensation for Management Board members were discussed in detail by the Compensation Control Committee at the end of January 2014 and were prepared by it for the Supervisory Board as a plenary body. In these considerations, the focus was in particular on reviewing the appropriateness of the compensation in a horizontal analysis vis-à-vis the bank's competitors, as well as in vertical analysis per the German Corporate Governance Codex requirements. In the context of this comparative review, the appropriateness of the compensation was reviewed with respect to:

— the ratio of fixed to Variable Compensation;
— the ratio of short-term to long-term awards;
— the ratio of immediately due to deferred compensation components; and
— the ratio of immediately vested compensation elements to compensation elements subject to forfeiture conditions.

In addition, the appropriateness of the total amount of compensation in relation to the average income of the employees was considered.

Principles

The structuring of the compensation system for members of the Management Board takes place in consideration of and within the framework of the statutory and regulatory requirements. Notably, the widely varying requirements applicable worldwide which are imposed on global companies such as Deutsche Bank present the Supervisory Board with the challenge of integrating more extensive requirements and aspects into a uniform compensation system, and thereby balancing the inherent complexity with the need for transparency.

When designing the specific structure of the compensation system, determining individual compensation amounts, and structuring its delivery and allocation, the focus is on ensuring a close link between the interest of both the Management Board members and shareholders. This is achieved through the utilization of clearly defined key financial figures which are directly linked to the performance of Deutsche Bank and granting equity-based compensation components amounting to at least 50 % of the total Variable Compensation. The equity-based compensation components are directly linked to the performance of the Deutsche Bank share price, and only become eligible for payment over a period of several years. The performance of Deutsche Bank compared to other companies in the market is another important criterion for structuring and determining compensation.

Furthermore, the compensation system for the Management Board members is aligned with performance and success targets. Particular emphasis is given to the bank's long-term focus, as well as appropriateness and sustainability measures. Through the structure of the compensation system the members of the Management Board are motivated to avoid unreasonably high risks, to achieve the objectives set out in the bank's strategies and to work continuously towards the positive development of the Group.

In the context of his review of the compensation system and the determination of the Variable Compensation the Supervisory Board uses the expertise of independent external compensation consultants and, if necessary, legal consultants. If the Supervisory Board believes a change is required, it will adjust the framework accordingly after rigorous review of the proposal by the Compensation Control Committee.

Compensation Structure since January 2013

The Supervisory Board's fundamental change to the compensation system for Management Board members came into effect on January 1, 2013. The compensation system approved by the Supervisory Board and the compensation structures it encompasses are reflected in the individual Management Board members' contracts. The features to the structures are outlined in detail below.

At the beginning of the year, the Supervisory Board reviews the fixed compensation and the target figures for the Variable Compensation components. Furthermore, it defines the general Group-wide and individual objectives for the Management Board members and verifies that the standardized target objectives set for the Long-Term Performance Award are still aligned to the bank's long-term strategy. The performance of individual Management Board members will be evaluated by the Supervisory Board and discussed with the Management Board members throughout and at the end of the year.

The total compensation resulting from the new compensation system is divided into both non-performance-related and performance-related components.

Non-Performance-Related Components

The non-performance-related components primarily consist of the fixed compensation. The fixed compensation is disbursed as a base salary in twelve equal monthly payments.

In the context of the redesign, the existing amounts of base salaries of the Management Board members were not adjusted and therefore remain unchanged from the previous year as follows:

in €	2013	2012
Base salary		
Co-Chairmen	2,300,000	2,300,000
Ordinary Board member	1,150,000	1,150,000

The Supervisory Board will review the fixed compensation for members of the Management Board in light of the new regulatory requirements in the course of the year 2014, and adopt any necessary changes.

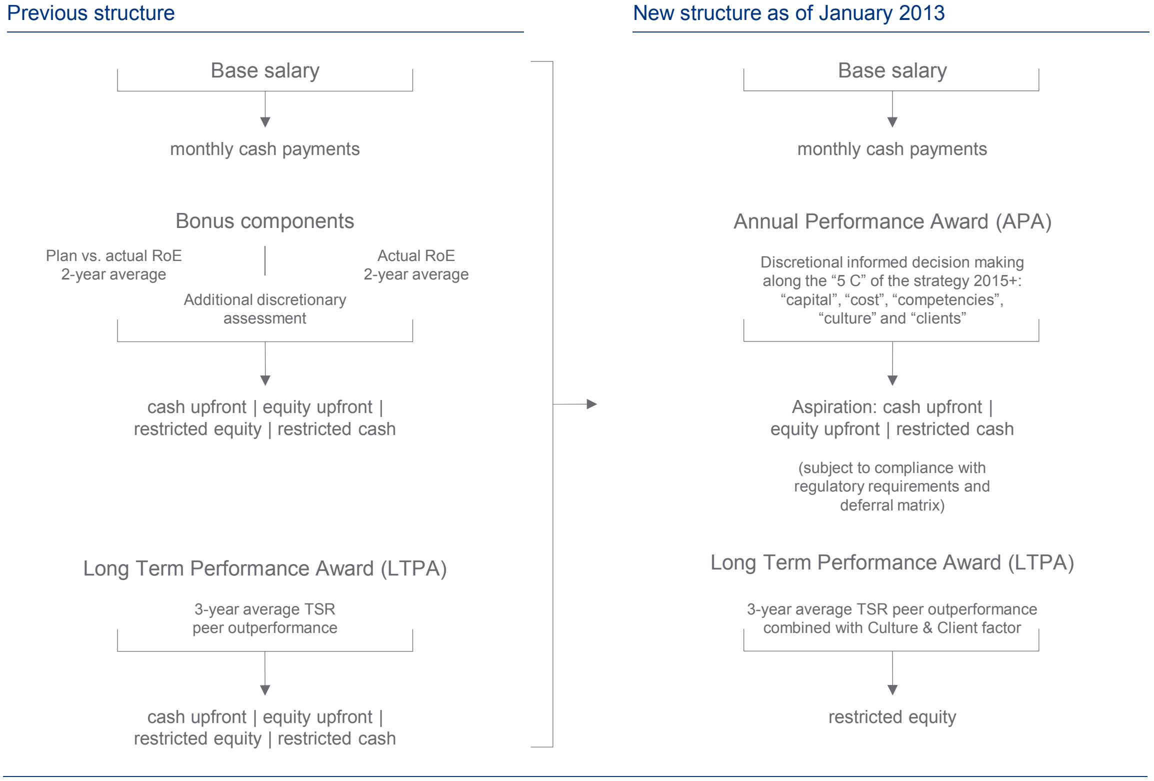
Additional non-performance related components include "other benefits". These, too, remained unchanged throughout the restructuring of the compensation system. The "other benefits" comprise the monetary value of non-cash benefits such as company cars and driver services, insurance premiums, expenses for company-related social functions and security measures including payments, if applicable, of taxes on these benefits as well as taxable reimbursements of expenses.

Performance-Related Components (Variable Compensation)

The Variable Compensation is performance-related and, as before, consists primarily of two components:

— the Annual Performance Award (formerly Bonus) and
— the Long-Term Performance Award.

The following table compares the compensation structure until December 31, 2012 to the structure applicable as of January 1, 2013:



Compared to the former compensation system the performance-related compensation to be determined beginning in the 2013 financial year is increasingly aligned with fulfilling the defined (strategic) objectives of the bank.

Annual Performance Award (APA)

As part of the Management Board Member’s Variable Compensation, the APA rewards the achievement of the Bank’s short and medium-term business policy and corporate objectives that were set as part of the objective setting agreement for the respective financial year’s performance evaluation. Not only is financial success taken into account in the process, but also the conduct towards staff members and clients as part of carrying out business activities.

The total amount of the APA is determined on the basis of several components:

— 60 % of the Award amount depends on general Group-wide objectives that are identical for all Management Board members;
— The remaining 40 % of the Award amount is based on individual performance and individual objectives that are set by the Supervisory Board for each member of the Management Board separately on the basis of the member’s function.

With regard to the Strategy 2015+, the objectives are generally aligned with the categories “capital”, “costs”, “competencies”, “clients” and “culture” and thus not only reflect quantitative objectives, but also address qualitative aspects of the performance delivered. The objectives chosen from these categories will be reviewed regularly to reflect changes in both general conditions and changes in strategy.

Objectives for the 2013 Financial Year

The following Group-wide key financial figures were agreed to as metrics for the 2013 financial year and apply equally to all Management Board members. The targets to be achieved may also generally include other aspects, such as return-on-investment targets, derived from the five identified categories:

— Category Capital: Core Tier 1 ratio (Common Equity Tier 1 ratio (CET 1)) and Leverage ratio;
— Category Costs: Cost-Income-Ratio (CIR);
— Category Competencies: Value added reported; and
— Categories Culture / Clients: Employee Commitment Index and Reputational Index.

Each category of these objectives is weighted at 15 % in the determination of the Award amount. Thus, the proportion of these categories as part of the overall APA is equal to 60 %.

In assessing the individual performance component, the Supervisory Board agrees with each Board member separately on

— a quantitative objective from the categories Capital / Costs / Competencies and
— a qualitative objective from the categories Culture / Clients.

Each of these two objectives is also weighted at 15 % in the determination of the Award amount. Thus, the proportion of these objectives as part of the overall APA is 30 %.

Altogether, the sum of group-wide and individually agreed objectives amounts to 90 % of the overall APA. An additional maximum of 10 % remain for the Supervisory Board to reward outstanding contributions, including project-specific contributions over the course of the financial year as an exercise of its wide discretionary authority.

As part of the annual objective setting process, corresponding factors are set for all objectives that the Supervisory Board will use as the basis for evaluating achievement at the end of the year. The level of the respective target achievement and the final amount of the APA is no longer defined on the basis of a formula, but is determined on a discretionary basis by the Supervisory Board as part of an informed judgment based on the predefined factors. The following factors are considered: the actual value delivered, plan values and externally announced target values, comparable figures of the bank's peers, the prior-year values in terms of a multi-year review of development as well as a qualitative analysis of the achievement level and also the overall risk orientation of the bank.

If the objectives were not achieved during the period being evaluated, the Supervisory Board may determine that an APA will not be granted.

The target and maximum values applicable to the APA for the year 2013 for an ordinary Management Board member and for the Co-Chairmen of the Management Board are as follows:

		Dec 31, 2013	
in €	Minimum	Target	Maximum
Co-Chairmen			
Amount per 15 % objective	0	345,000	690,000
APA total	0	2,300,000	4,600,000
Ordinary Board member			
Amount per 15 % objective	0	225,000	450,000
APA total	0	1,500,000	3,000,000

Long-Term Performance Award (LTPA)

The level of the Long-Term Performance Award is no longer determined solely on the basis of the relative performance of the Deutsche Bank share in comparison to selected peer institutions. Rather, through the additional inclusion of non-financial parameters, it is also oriented towards how the targets are achieved. This will further ensure sustainable performance development.

Accordingly, the level of the LTPA continues to be linked to the Relative Total Shareholder Return and will additionally be based on a Culture & Client Factor. The level of the LTPA will in general continue to be formula-based and calculated on the basis of pre-defined target figures. The long-term nature of this compensation component will also be maintained by the continued determination of the Relative Total Shareholder Return on the basis of a three-year assessment.

Relative Total Shareholder Return of Deutsche Bank

The Relative Total Shareholder Return (RTSR) of Deutsche Bank is derived from the Total Shareholder Return of Deutsche Bank in relation to the average total shareholder returns of a select peer group (calculated in Euro). The level of the Award portion will continue to be calculated from the average of the annual RTSR for the last three financial years (compensation year and the two preceding years).

If the three-year average of the relative total shareholder return of Deutsche Bank is greater than 100 %, then the value of the RTSR portion increases proportionately to an upper limit of 125 % of the target figure, i.e. the value increases by 1 % for each percentage point above 100 %. As in the past, if the three-year average of the relative total shareholder return is lower than 100 %, the value generally declines disproportionately; however, the discount provision has been modified. If the relative total shareholder return is calculated to be in the range of smaller than 100 % to 80 %, the value of the Award portion is reduced for each lower percentage point by 2 percentage points. In the range between 80 % and 60 %, the value of the Award portion is reduced for each lower percentage point by 3 percentage points. As before, if the three-year average of the RTSR does not exceed 60 %, the value of the Award portion is set to zero.

As part of the revision of the compensation system and the intended stronger alignment to Deutsche Bank's strategy, the peer group used for the calculation of the relative total shareholder return was adjusted. The peer group now comprises the following banks:

— BNP Paribas and Société Générale (both from the eurozone),
— Barclays, Credit Suisse and UBS (from Europe outside the eurozone), as well as
— Bank of America, Citigroup, Goldman Sachs, JP Morgan Chase and Morgan Stanley (all from the USA).

The criteria used to select the peer group are: generally comparable business activities, comparable size and international presence. The selection shall continue to be reviewed regularly over the years to come.

Culture & Client Factor

Through the newly introduced Culture & Client Factor, client satisfaction will be measured, along with the observance of ethical standards in dealing with clients, to foster a sustainable performance. In the future, this Factor will be determined based on a formulaic approach.

For a transitional phase, and until the final development and calibration of a corresponding system, the Supervisory Board will assess the status of the bank's development in these aspects at its discretion based on divisionally specific survey results as well as other market analyzes along the four categories "below average", "average", "good" and "excellent". For a classification in the "excellent" category, 125 % of the Culture & Client Factor target figure is assigned, 100 % for "good", and 50 % for "average". For "below average", the value of the Award portion is set to zero.

The LTPA will be calculated based on – in comparison to 2012 – slightly modified target figures in conjunction with the achieved RTSR as well as the Culture & Client Factor. The LTPA can be a maximum of 125 % of the respective target figures.

The weighting of these two performance metrics is two-thirds for the RTSR value and one-third for the Culture & Client value.

		Dec 31, 2013	
in €	Minimum	Target	Maximum
Co-Chairmen			
RTSR component	0	3,066,667	3,833,333
Culture & Client component	0	1,533,333	1,916,667
LTPA total	0	4,600,000	5,750,000
Ordinary Board member			
RTSR component	0	2,000,000	2,500,000
Culture & Client component	0	1,000,000	1,250,000
LTPA total	0	3,000,000	3,750,000

Maximum Compensation

The maximum amounts listed below result from the amendments to the compensation structure.

				Dec 31, 2013
in €	Base salary	APA	LTPA	Total compensation
Co-Chairmen				
New structure				
Target	2,300,000	2,300,000	4,600,000	9,200,000
Maximum	2,300,000	4,600,000	5,750,000	12,650,000
Ordinary Board member				
New structure				
Target	1,150,000	1,500,000	3,000,000	5,650,000
Maximum	1,150,000	3,000,000	3,750,000	7,900,000

The total compensation of a Management Board member is subject to a separate cap of € 9.85 million which voluntarily has been set by the Supervisory Board for the overall total compensation for the 2013 compensation year. Accordingly, the calculated maximum of the total compensation of € 12.65 million for the Co-Chairmen cannot take effect and therefore, the potential maximum Variable Compensation for each Co-Chairman is limited to € 7.55 million.

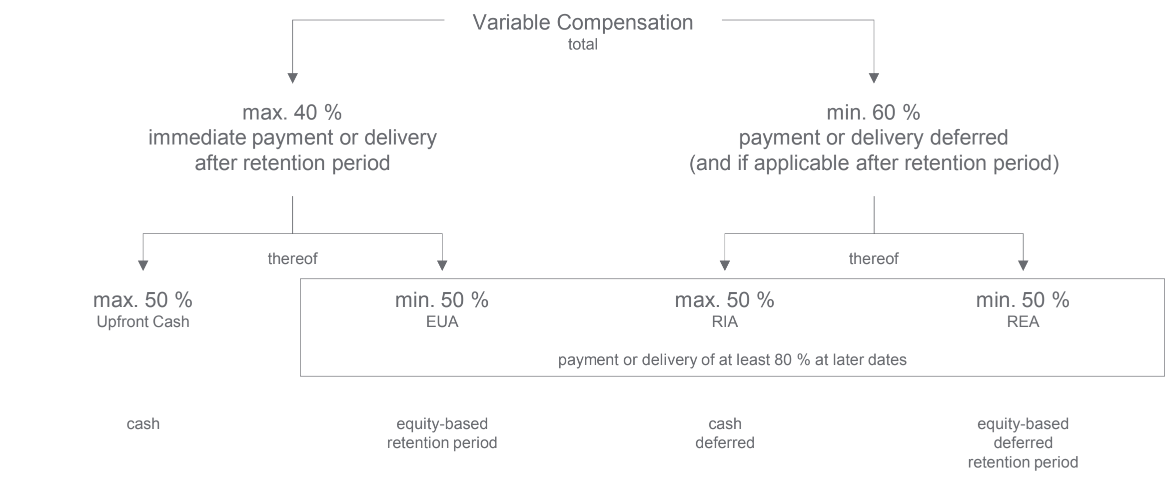
Long-Term Incentive/Sustainability

In accordance with the respective regulatory and bank-specific requirements in effect, the total amount of APA and LTPA continues to be granted primarily on a deferred basis and spread out over several years. This ensures a long-term incentive effect over a multi-year period.

According to the requirements of the InstitutsVergV at least 60 % of the total Variable Compensation must be granted on a deferred basis. Not less than half of this deferred portion may comprise equity-based compensation components, while the remaining portion must be granted as deferred cash compensation. Both compensation components must be deferred over a multi-year period which, for the equity-based compensation components, must be followed by a retention period. During the period until payment or delivery, the compensation portions awarded on a deferred basis may be forfeited. A maximum of 40 % of the total Variable Compensation may be granted on a non-deferred basis. However, at least half of this must consist of equity-based compensation components and only the remaining portion may be paid out directly in cash. Of the total Variable Compensation, no more than a maximum of 20 % may be paid out in cash immediately, while at least 80 % must be paid or delivered at a later date.

The following chart shows the required structure of the Variable Compensation components according to the InstitutsVergV.

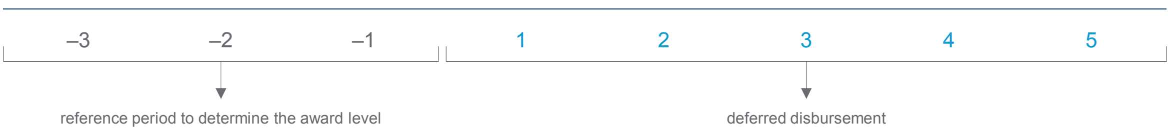
Split/structure of Variable Compensation for the Management Board



EUA = Equity Upfront Awards
RIA = Restricted Incentive Awards
REA = Restricted Equity Awards

The APA is, in principle, granted as a non-deferred component ("Upfront Award"). The Upfront Awards amount to a maximum of 40 % of the total Variable Compensation. In accordance with regulatory requirements, at least half of the Upfront Award amount is granted in equity-based compensation components ("Equity Upfront Award"). The Equity Upfront Awards are subject to a retention period of three years. Only after this retention period has ended may the awards be sold. The remaining portion is paid out in cash immediately ("Cash Upfront"). If regulatory requirements or bank-specific rules make it necessary, parts of the APA are granted on a deferred basis, whereby this is generally carried out in the form of deferred cash compensation components ("Restricted Incentive Awards"). The Restricted Incentive Awards vest in four equal tranches. The first tranche vests approximately one and a half years after it is granted. The remaining tranches each subsequently vest in intervals of one year. Payment takes place upon vesting. The deferred cash compensation is thus disbursed over a period of approximately four and a half years.

The LTPA is granted 100 % on a deferred basis and only in the form of equity-based compensation components ("Restricted Equity Award"). The Restricted Equity Awards vest after four and a half years in one tranche ("cliff vesting") and have an additional retention period of six months. Accordingly, Management Board members are first permitted to dispose of the equities after approximately five years if the entitlement has not been forfeited due to infringements of forfeiture conditions during this period.



This creates a long-term incentive effect and ensures a link to the performance of the Deutsche Bank share, also beyond the three-year period underlying the performance assessment for the LTPA.

The following chart shows the payment date for the immediate cash compensation and specifically the time period for the payment or the delivery of the other Variable Compensation components in the five consecutive years following the grant year.

Timeframe for payment or delivery and non-forfeiture for the Management Board

in %	Grant year	1st subsequent year	2nd subsequent year	3rd subsequent year	4th subsequent year	5th subsequent year
Upfront Cash	100					
Equity Upfront Awards	100			100		
Restricted Incentive Awards		25	25	25	25	
Restricted Equity Awards					100	100

Vesting and/or non-forfeiture, aligned with payment or delivery.
Vesting followed by a retention period until delivery; subject to individual forfeiture conditions during the retention period.

As Restricted Incentive Awards do not bear interest prior to payment, a one-time premium in the amount of 2 % is added upon grant.

The equity-based awards (Equity Upfront Awards and Restricted Equity Awards) granted are entitled to an additional dividend equivalent to further align the Management Board's interests to those of shareholders. The dividend equivalent is determined according to the following formula:

$$\frac{\text{Actual dividend} \times \text{Number of share awards}}{\text{Deutsche Bank share price on date dividend is paid}}$$

Forfeiture Conditions

Because some of the compensation components are deferred or spread out over several years (Restricted Equity Awards, Restricted Incentive Awards and Equity Upfront Awards) certain forfeiture conditions are applicable until vesting or the end of the retention periods, in order to create a long-term incentive. Awards may be fully or partially forfeited, for example, due to individual misconduct (including a breach of regulations) or to termination for cause, and, with regard to Restricted Equity Awards and Restricted Incentive Awards, also due to a negative Group result or to individual negative contributions to results. In addition the LTPA will be forfeited completely if the statutory or regulatory minimum requirements for the core capital ratio are not met during this period.

The forfeiture conditions are an essential aspect of the awards and ensure they are aligned with the long-term performance of both the Group and the individuals.

Limitations in the Event of Exceptional Developments

In the event of exceptional developments (for example, the sale of large investments), the total compensation for each Management Board member is limited to a maximum amount. A payment of Variable Compensation elements will not take place if the payment of Variable Compensation components is prohibited or restricted by the German Federal Financial Supervisory Authority in accordance with existing statutory requirements.

Shareholding Guidelines

To foster the identification with Deutsche Bank and its shareholders, the Management Board members will be required to invest a portion of their private funds in Deutsche Bank shares. For this purpose, the Management Board members will continuously hold a number of Deutsche Bank shares in their securities accounts equivalent to three times the annual base salary for the Co-Chairmen and two times the annual base salary for ordinary Management Board members. Deferred, equity-based compensation may be taken into account at 75 % of its value towards fulfillment of the obligation.

There is a waiting period of 36 months for the Co-Chairmen and 24 months for ordinary Management Board members until this requirement must be fulfilled. The retention obligations for shares will only become effective as from 2016 for the Co-Chairmen and as from 2015 for the ordinary Management Board members; however, all Management Board members already fulfilled the requirements in 2013 before the end of the contractual waiting period. Observance of the requirement is reviewed semi-annually as of June 30 and December 31. If the required number of shares is not met, the Management Board members must correct any deficiencies by the next review.

As compensation components are deferred or spread out over several years, another link to the performance of the Deutsche Bank share is established that should generally continue to exist even for the period after leaving the Management Board.

Compensation Structure until December 2012

The compensation structure valid until December 31, 2012 consisted of both, non-performance-related and performance-related components. The non-performance-related components comprised the base salary and other benefits. The performance-related compensation consisted of two components, a bonus and a LTPA.

The total bonus was determined on the basis of two components. Their levels were based on a pre-defined target figure, which was multiplied with an annually calculated factor and depended on the development of the return on equity. The first component of the bonus was determined on the basis of the actually achieved return on equity of a given year as a ratio of the plan figure defined for that year. The second component of the bonus was determined on the basis of the actually achieved return on equity. The two components were each assessed over a two-year period: the year for which the bonus was determined and the preceding year. The calculated total bonus was determined as follows:

Total Bonus	=	Bonus component 1 Target figure 1 x factor 1	+	Bonus component 2 Target figure 2 x factor 2

The calculated total bonus was capped at 1.5 times the total target figure. If minimum levels defined for each bonus component were not reached, the respective bonus component or the total bonus was not paid. The Supervisory Board carried out an additional assessment that could result in an increase or reduction of the calculated total bonus amount. The discretion allowed the Supervisory Board to sanction an increase or reduction of up to 50 % of the calculated total bonus amount for an ordinary Management Board member and in an increase of up to 150 % or reduction of up to 100 % for the Management Board Co-Chairmen. Accordingly, the total bonus could amount to a maximum of 2.25 times the total target figure for an ordinary Management Board member and of 3.75 times for the Management Board Co-Chairmen.

The level of the LTPA was tied to the total shareholder return of Deutsche Bank in relation to the average total shareholder returns of a select group of six comparable leading banks (calculated in Euro). The result thereof was the Relative Total Shareholder Return (RTSR). The LTPA was calculated from the average of the annual RTSR for the last three financial years (reporting year and the two preceding years). The comparable leading banks were:

— Banco Santander and BNP Paribas (both from the eurozone);
— Barclays and Credit Suisse (both from Europe outside the eurozone); and
— JPMorgan Chase and Goldman Sachs (both from the USA).

The LTPA had an upper limit (cap) of 125 % of the target figure. If a defined figure was not reached, no LTPA was granted.

Management Board Compensation

Base Salary

In the 2013 financial year, the annual base salary of the Management Board Co-Chairmen was € 2,300,000 each and for an ordinary Management Board member € 1,150,000.

Variable Compensation

The Supervisory Board, based on the proposal of the Compensation Supervisory Committee, determined the Variable Compensation for the Management Board members for the 2013 financial year. When calculating and determining the amount of the APA and the LTPA, the Supervisory Board, above all, adequately considered individual Management Board members‘ contributions to the bank’s revenue, in addition to the Group’s overall results. For this purpose, the individual contributions to the bank’s revenue was determined on the basis of the achievement of agreed objectives and was assessed separately for each member of the Management Board.

Compensation (collectively and individually)

In accordance with the provisions of German Accounting Standard No. 17, the members of the Management Board collectively received in the 2013 financial year compensation totalling € 36,890,500 (2012: € 23,681,498) for their service on the Management Board. Of that, € 10,350,000 (2012: € 9,599,999) was for base salaries, € 1,593,250 (2012: € 1,402,936) for other benefits, € 23,897,250 (2012: € 11,396,439) for performance-related components with long-term incentives and € 1,050,000 (2012: € 1,282,124) for performance-related components without long-term incentives.

To add full transparency on the total awards granted to the Management Board members for the 2013 financial year the table below shows – in a deviation from the disclosure according to the German Accounting Standard No. 17 – the compensation components determined by the Supervisory Board for the service of the Management Board members on the Management Board for or in the years 2013 and 2012 including the non-performance-related other benefits and the service costs for pension benefits.

Members of the Management Board		Compensation						Benefits			
		Performance-related components				Non-performance-related components					
		without long-term incentives	with long-term incentives								
			cash-based	share-based							
in €		immediately paid out	Restricted Incentive Award(s) granted	Equity Upfront Award(s) (with retention period)	Restricted Equity Award(s) (deferred with additional retention period)	Base salary	Total compen-sation	Fringe benefits	Pension service costs	Total (excl. Service costs)	Total (incl. Service costs)
Dr. Josef Ackermann[1]	2013	0	0	0	0	0	0	0	0	0	0
	2012	150,000	744,600	150,000	730,000	687,500	2,462,100	88,372	405,581	2,550,472	2,956,053
Dr. Hugo Bänziger[1]	2013	0	0	0	0	0	0	0	0	0	0
	2012	134,812	269,217	134,812	263,938	479,167	1,281,946	36,959	303,183	1,318,905	1,622,088
Jürgen Fitschen	2013	150,000	1,347,930	150,000	3,526,667	2,300,000	7,474,597	236,590	290,457	7,711,187	8,001,644
	2012	150,000	1,392,555	150,000	1,365,250	1,820,833	4,878,638	240,044	327,364	5,118,682	5,446,046
Anshuman Jain	2013	150,000	1,347,930	150,000	3,526,667	2,300,000	7,474,597	804,032	692,433	8,278,629	8,971,062
	2012	150,000	1,392,555	150,000	1,365,250	1,820,833	4,878,638	614,588	412,524	5,493,226	5,905,750
Stefan Krause	2013	150,000	926,415	150,000	2,300,000	1,150,000	4,676,415	105,609	340,985	4,782,024	5,123,009
	2012	150,000	823,140	150,000	807,000	1,150,000	3,080,140	102,301	550,439	3,182,441	3,732,880
Hermann-Josef Lamberti[1]	2013	0	0	0	0	0	0	0	0	0	0
	2012	134,812	269,217	134,812	263,938	479,167	1,281,946	42,664	180,193	1,324,610	1,504,803
Dr. Stephan Leithner[2]	2013	150,000	956,250	150,000	2,300,000	1,150,000	4,706,250	119,905	360,800	4,826,155	5,186,955
	2012	87,500	480,165	87,500	470,750	670,833	1,796,748	72,601	210,469	1,869,349	2,079,818
Stuart[2] Lewis	2013	150,000	921,825	150,000	2,300,000	1,150,000	4,671,825	89,844	351,335	4,761,669	5,113,004
	2012	87,500	480,165	87,500	470,750	670,833	1,796,748	71,187	209,385	1,867,935	2,077,320
Rainer Neske	2013	150,000	1,071,000	150,000	2,300,000	1,150,000	4,821,000	104,900	348,352	4,925,900	5,274,252
	2012	150,000	823,140	150,000	807,000	1,150,000	3,080,140	127,543	560,153	3,207,683	3,767,836
Henry[2] Ritchotte	2013	150,000	921,825	150,000	2,300,000	1,150,000	4,671,825	132,370	344,689	4,804,195	5,148,884
	2012	87,500	480,165	87,500	470,750	670,833	1,796,748	6,677	206,692	1,803,425	2,010,117
Total	**2013**	**1,050,000**	**7,493,175**	**1,050,000**	**18,553,334**	**10,350,000**	**38,496,509**	**1,593,250**	**2,729,051**	**40,089,759**	**42,818,810**
	2012	1,282,124	7,154,919	1,282,124	7,014,626	9,599,999	26,333,792	1,402,936	3,365,983	27,736,728	31,102,711

1 Member of the Management Board until May 31, 2012.
2 Member of the Management Board from June 1, 2012.

In accordance with German Accounting Standard No. 17, the Restricted Incentive Awards, as a deferred, non-equity-based compensation component subject to certain (forfeiture) conditions, must be recognized in the total compensation for the year of their payment (i.e. in the financial year in which the unconditional payment takes place) and not in the year they are originally granted. Based on this the Management Board members individually received the following compensation components for their service on the Management Board for or in the years 2013 and 2012, including the non-performance-related other benefits and the service costs for pension benefits.

Members of the Management Board		Compensation						Benefits		
		Performance-related components				Non-performance-related components				
		without long-term incentives	with long-term incentives							
			cash-based	share-based						
in €		immediately paid out	Restricted Incentive Award(s) paid	Equity Upfront Award(s) (with retention period)	Restricted Equity Award(s) (deferred with additional retention period)	Base salary	Fringe benefits	Pension service costs	Total (excl. Service costs)	Total (incl. service costs)
Dr. Josef Ackermann[1]	2013	0	0	0	0	0	0	0	0	0
	2012	150,000	699,347	150,000	730,000	687,500	88,372	405,581	2,505,219	2,910,800
Dr. Hugo Bänziger[1]	2013	0	0	0	0	0	0	0	0	0
	2012	134,812	97,572	134,812	263,938	479,167	36,959	303,183	1,147,260	1,450,443
Jürgen Fitschen	2013	150,000	624,644	150,000	3,526,667	2,300,000	236,590	290,457	6,987,901	7,278,358
	2012	150,000	273,122	150,000	1,365,250	1,820,833	240,044	327,364	3,999,249	4,326,613
Anshuman Jain	2013	150,000	2,378,687	150,000	3,526,667	2,300,000	804,032	692,433	9,309,386	10,001,819
	2012	150,000	1,342,968	150,000	1,365,250	1,820,833	614,588	412,524	5,443,639	5,856,163
Stefan Krause	2013	150,000	659,784	150,000	2,300,000	1,150,000	105,609	340,985	4,515,393	4,856,378
	2012	150,000	309,829	150,000	807,000	1,150,000	102,301	550,439	2,669,130	3,219,569
Hermann-Josef Lamberti[1]	2013	0	0	0	0	0	0	0	0	0
	2012	134,812	97,572	134,812	263,938	479,167	42,664	180,193	1,152,965	1,333,158
Dr. Stephan Leithner[2]	2013	150,000	0	150,000	2,300,000	1,150,000	119,905	360,800	3,869,905	4,230,705
	2012	87,500	0	87,500	470,750	670,833	72,601	210,469	1,389,184	1,599,653
Stuart Lewis[2]	2013	150,000	0	150,000	2,300,000	1,150,000	89,844	351,335	3,839,844	4,191,179
	2012	87,500	0	87,500	470,750	670,833	71,187	209,385	1,387,770	1,597,155
Rainer Neske	2013	150,000	630,801	150,000	2,300,000	1,150,000	104,900	348,352	4,485,701	4,834,053
	2012	150,000	279,279	150,000	807,000	1,150,000	127,543	560,153	2,663,822	3,223,975
Henry Ritchotte[2]	2013	150,000	0	150,000	2,300,000	1,150,000	132,370	344,689	3,882,370	4,227,059
	2012	87,500	0	87,500	470,750	670,833	6,677	206,692	1,323,260	1,529,952
Total	**2013**	**1,050,000**	**4,293,916**	**1,050,000**	**18,553,334**	**10,350,000**	**1,593,250**	**2,729,051**	**36,890,500**	**39,619,551**
	2012	1,282,124	3,099,689	1,282,124	7,014,626	9,599,999	1,402,936	3,365,983	23,681,498	27,047,481

1 Member of the Management Board until May 31, 2012.
2 Member of the Management Board from June 1, 2012.

With respect to 2013, the total compensation amounts presented include the third tranche of the Restricted Incentive Awards granted in 2010 for the financial year 2009, totalling € 463,254; the second tranche of the Restricted Incentive Awards granted in 2011 for the financial year 2010, totalling € 1,710,153; and the first tranche of the Restricted Incentive Awards granted in 2012 for the financial year 2011, totalling € 2,120,509.

With respect to 2012, the total compensation amounts presented include the second tranche of the Restricted Incentive Awards granted in 2010 for the financial year 2009, totalling € 1,389,536; and the first tranche of the Restricted Incentive Awards granted in 2011 for the financial year 2010, totalling € 1,710,153.

The following table provides details on the Restricted Incentive Awards which were paid to the individual Management Board members during active service. The information shown present the amounts paid in a financial year as well as the amounts originally granted, in each case related to the financial year of grant.

Members of the Management Board Amounts in €	Year[1]	Allocation over periods/tranches[2]	Amount awarded	Amount paid out in 2013[3]	Amount paid out in 2012[3]	Amount paid out in 2011[3]
Dr. Josef Ackermann[4]	2012	2014 to 2017 / 4	744,600	0	0	0
	2011	2013 to 2016 / 4	3,750,075	0	0	0
	2010	2012 to 2015 / 4	2,534,089	0	0	0
	2009	2011 to 2013 / 3	1,925,000	0	699,347	693,139
Dr. Hugo Bänziger[4]	2012	2014 to 2017 / 4	269,217	0	0	0
	2011	2013 to 2016 / 4	1,424,883	0	0	0
	2010	2012 to 2015 / 4	824,399	0	0	0
	2009	2011 to 2013 / 3	268,575	0	97,572	96,706
Jürgen Fitschen	2013	2015 to 2018 / 4	1,347,930	0	0	0
	2012	2014 to 2017 / 4	1,392,555	0	0	0
	2011	2013 to 2016 / 4	1,424,883	356,221	0	0
	2010	2012 to 2015 / 4	799,770	199,943	199,943	0
	2009	2011 to 2013 / 3	201,431	68,480	73,179	72,530
Anshuman Jain	2013	2015 to 2018 / 4	1,347,930	0	0	0
	2012	2014 to 2017 / 4	1,392,555	0	0	0
	2011	2013 to 2016 / 4	4,207,383	1,051,846	0	0
	2010	2012 to 2015 / 4	4,367,413	1,091,853	1,091,853	0
	2009	2011 to 2013 / 3	691,210	234,988	251,115	248,885
Stefan Krause	2013	2015 to 2018 / 4	926,415	0	0	0
	2012	2014 to 2017 / 4	823,140	0	0	0
	2011	2013 to 2016 / 4	1,424,883	356,221	0	0
	2010	2012 to 2015 / 4	849,029	212,257	212,257	0
	2009	2011 to 2013 / 3	268,575	91,306	97,572	96,706
Hermann-Josef Lamberti[4]	2012	2014 to 2017 / 4	269,217	0	0	0
	2011	2013 to 2016 / 4	1,424,883	0	0	0
	2010	2012 to 2015 / 4	799,770	0	0	0
	2009	2011 to 2013 / 3	268,575	0	97,572	96,706
Dr. Stephan Leithner[5]	2013	2015 to 2018 / 4	956,250	0	0	0
	2012	2014 to 2017 / 4	480,165	0	0	0
Stuart Lewis[5]	2013	2015 to 2018 / 4	921,825	0	0	0
	2012	2014 to 2017 / 4	480,165	0	0	0
Rainer Neske	2013	2015 to 2018 / 4	1,071,000	0	0	0
	2012	2014 to 2017 / 4	823,140	0	0	0
	2011	2013 to 2016 / 4	1,424,883	356,221	0	0
	2010	2012 to 2015 / 4	824,399	206,100	206,100	0
	2009	2011 to 2013 / 3	201,431	68,480	73,179	72,530
Henry Ritchotte[5]	2013	2015 to 2018 / 4	921,825	0	0	0
	2012	2014 to 2017 / 4	480,165	0	0	0
Total	**2013**	**2015 to 2018 / 4**	**7,493,175**	**0**	**0**	**0**
	2012	2014 to 2017 / 4	7,154,919	0	0	0
	2011	2013 to 2016 / 4	15,081,873	2,120,509	0	0
	2010	2012 to 2015 / 4	10,998,869	1,710,153	1,710,153	0
	2009	2011 to 2013 / 3	3,824,797	463,254	1,389,536	1,377,202

1 Financial year the award was originally issued for (in regard to the service on the Management Board).
2 Number of equal tranches.
3 The Restricted Incentive Awards awarded for the 2009 financial year contain a variable component (RoE-linked adjustment) so that the disbursal, i.e., the amount paid out, in the tranches differs from the amount originally awarded.
4 Member of the Management Board until May 31, 2012.
5 Member of the Management Board from June 1, 2012.

The number of share awards in the form of Equity Upfront Awards (EUA) and Restricted Equity Awards (REA) granted in 2014 for the year 2013 to each member of the Management Board was determined by dividing the respective euro amounts by € 35.4385, the average of the XETRA closing prices of a Deutsche Bank AG share on the first ten trading days in February 2014 (prior year: € 38.525 = XETRA closing price of a Deutsche Bank AG share on February 1, 2013).

As a result, the number of share awards granted was as follows (rounded):

Members of the Management Board

Units	Year	Equity Upfront Award(s) (with retention period)	Restricted Equity Award(s) (deferred with additional retention period)
Dr. Josef Ackermann[1]	2012	3,893	18,948
Dr. Hugo Bänziger[1]	2012	3,499	6,851
Jürgen Fitschen	2013	4,233	99,515
	2012	3,893	35,438
Anshuman Jain	2013	4,233	99,515
	2012	3,893	35,438
Stefan Krause	2013	4,233	64,901
	2012	3,893	20,947
Hermann-Josef Lamberti[1]	2012	3,499	6,851
Dr. Stephan Leithner[2]	2013	4,233	64,901
	2012	2,271	12,219
Stuart Lewis[2]	2013	4,233	64,901
	2012	2,271	12,219
Rainer Neske	2013	4,233	64,901
	2012	3,893	20,947
Henry Ritchotte[2]	2013	4,233	64,901
	2012	2,271	12,219

[1] Member of the Management Board until May 31, 2012.
[2] Member of the Management Board from June 1, 2012.

Management Board members do not receive any compensation for mandates on boards of Deutsche Bank subsidiaries.

Pension and Transitional Benefits

The Supervisory Board allocates an entitlement to pension plan benefits to the Management Board members. These entitlements involve a defined contribution pension plan. Under this pension plan, a personal pension account has been set up for each participating member of the Management Board after appointment to the Management Board. A contribution is made annually into this pension account. This annual contribution is calculated using an individual contribution rate on the basis of each member's base salary and total bonus up to a defined ceiling, and accrues interest credited in advance, determined by means of an age-related factor, at an average rate of 6 % per year up to the age of 60. From the age of 61 on, the pension account is credited with an annual interest payment of 6 % up to the date of retirement. The annual payments, taken together, form the pension amount available to pay the future pension benefit. Under defined conditions, the pension may also become due for payment before a regular pension event (age limit, disability or death) has occurred. The pension right is vested from the start.

In connection with their exit from the bank, Dr. Ackermann, Dr. Bänziger and Mr. Lamberti were entitled to transition payments in 2013. The contractually agreed transition payments for Dr. Ackermann totaled € 3,384,375 in 2013, and were composed of eleven monthly payments made from January to November (inclusive) in the amount of € 103,125 each, and a one-time payment in February 2013 in the amount of € 2,250,000. Another one-time payment for Dr. Ackermann is due in 2014. Dr. Bänziger and Mr. Lamberti each received a one-time payment in the amount of € 575,000 in February 2013. Based on existing contractual commitments, Dr. Ackermann and Mr. Lamberti are entitled, in addition, to monthly pensions payments of € 29,400 each after the end of their respective monthly transition payments, i.e. for Dr. Ackermann as of December 2013 and for Mr. Lamberti for the entire year 2013.

The following table shows the annual contributions, the interest credits, the account balances and the annual service costs for the years 2013 and 2012 as well as the corresponding defined benefit obligations for each current member of the Management Board as of December 31, 2013 and December 31, 2012. The different balances are attributable to the different lengths of service on the Management Board, the respective age-related factors, and the different contribution rates, as well as the individual pensionable compensation amounts and the previously mentioned additional individual entitlements.

Members of the Management Board	Annual contribution, in the year		Interest credit, in the year		Account balance, end of year		Service cost, in the year		Present value of the defined benefit obligation, end of year	
in €	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Jürgen Fitschen	230,000	253,815	48,633	31,513	1,089,173	810,540	290,457	327,364	1,442,337	1,093,915
Anshuman Jain	690,000	422,625	0	0	1,112,625	422,625	692,433	412,524	1,129,633	412,524
Stefan Krause	327,750	560,194	0	0	2,986,137	2,658,387	340,985	550,439	3,036,880	2,564,927
Dr. Stephan Leithner[1]	396,750	241,500	0	0	638,250	241,500	360,800	210,469	586,293	210,469
Stuart Lewis[1]	379,500	231,438	0	0	610,938	231,438	351,335	209,385	571,042	209,385
Rainer Neske	362,250	616,214	0	0	2,796,865	2,434,615	348,352	560,153	2,628,520	2,179,771
Henry Ritchotte[1]	345,000	211,313	0	0	556,313	211,313	344,689	206,692	561,276	206,692

[1] Member of the Management Board from June 1, 2012.

Other Benefits upon Premature Termination

The Management Board members are in principle entitled to receive a severance payment upon early termination of their appointment at the bank's initiative, provided the bank is not entitled to revoke the appointment or give notice under the contractual agreement for cause. The severance payment, as a rule, will not exceed the lesser of two annual compensation amounts and the claims to compensation for the remaining term of the contract. The calculation of the compensation is based on the annual compensation for the previous financial year.

If a Management Board member leaves office in connection with a change of control, he is also, under certain conditions, entitled in principle to a severance payment. The severance payment, as a rule, will not exceed the lesser of three annual compensation amounts and the claims to compensation for the remaining term of the contract. The calculation of the compensation is again based on the annual compensation for the previous financial year.

The severance payment mentioned above is determined by the Supervisory Board and within its sole discretion. In principle, the disbursement of the severance payment takes place in two installments; the second installment is subject to certain forfeiture conditions until vesting.

In connection with their exit from the bank in 2012, Dr. Bänziger and Mr. Lamberti received a severance payment based on a termination agreement concluded. The second installment of the severance payment vested on May 31, 2013 and was € 3,691,000 for Dr. Bänziger and € 3,664,000 for Mr. Lamberti.

Expense for Long-Term Incentive Components

The following table presents the compensation expense recognized in the respective years for long-term incentive components of compensation granted for service on the Management Board.

Members of the Management Board	Amount expensed for			
	share-based compensation components		cash-based compensation components	
in €	2013	2012	2013	2012
Dr. Josef Ackermann[1]	728,432	5,093,773	744,600	4,688,524
Dr. Hugo Bänziger[1]	341,305	2,314,873	269,217	1,989,185
Jürgen Fitschen	1,196,942	967,516	1,117,213	819,851
Anshuman Jain	3,152,852	2,738,231	2,693,501	3,092,210
Stefan Krause	1,107,799	981,775	919,828	824,961
Hermann-Josef Lamberti[1]	341,305	2,485,906	269,217	1,974,270
Dr. Stephan Leithner[2]	103,399	0	172,939	0
Stuart Lewis[2]	103,399	0	172,939	0
Rainer Neske	1,103,157	969,746	916,694	827,875
Henry Ritchotte[2]	103,399	0	172,939	0

[1] Member of the Management Board until May 31, 2012.
[2] Member of the Management Board from June 1, 2012.

Management Board Share Ownership

As of February 21, 2014 and March 28, 2013, respectively, the current members of the Management Board held Deutsche Bank shares as presented below:

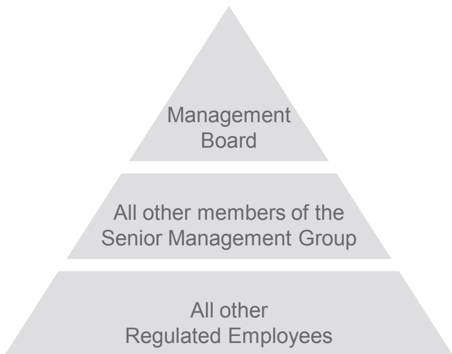
Members of the Management Board		Number of shares
Jürgen Fitschen	2014	205.173
	2013	183.759
Anshuman Jain	2014	615.276
	2013	572.701
Stefan Krause	2014	27.442
	2013	0
Dr. Stephan Leithner	2014	57.488
	2013	24.632
Stuart Lewis	2014	32,530
	2013	20.480
Rainer Neske	2014	95.533
	2013	73.940
Henry Ritchotte	2014	166,526
	2013	134.082
Total	**2014**	**1.199.968**
	2013	1.009.594

The current members of the Management Board held an aggregate of 1,199,968 of Deutsche Bank shares on February 21, 2014, amounting to approximately 0.12 % of Deutsche Bank shares issued on that date.

The following table shows the number of share awards held by the Management Board members as of March 28, 2013 and February 21, 2014 as well as the number of share awards newly granted, delivered or forfeited in this period.

Members of the Management Board	Balance as of Mar 28, 2013	Granted	Delivered	Forfeited	Balance as of Feb 21, 2014
Jürgen Fitschen	146,472	44,192	104,592	0	206,872
Anshuman Jain	344,875	80,537	104,592	0	368,930
Stefan Krause	141,148	52,250	69,667	0	158,565
Dr. Stephan Leithner	180,348	64,235	71,068	0	187,181
Stuart Lewis	77,706	22,659	70,081	0	125,128
Rainer Neske	132,905	44,562	69,667	0	158,010
Henry Ritchotte	144,944	56,788	70,804	0	158,960

Employees Regulated under the InstitutsVergV



In accordance with the InstitutsVergV we are required to identify all employees whose work is deemed to have a major influence on the overall risk profile of the Group. Appropriately identifying InstitutsVergV Regulated Employees, and subsequently designing suitable compensation structures for them, is essential in order to ensure we do not incentivize inappropriate risk-taking. The SECC has overseen the development and implementation of a robust, risk-focused Regulated Employee identification process for performance-year 2013, which incorporated an assessment of appropriate qualitative and quantitative criteria. The process identified the following employee populations:

- Executive members of the Group (Management Board, Group Executive Committee and Board Executive (Geschäftsleiter) of significant Group Subsidiaries);
- Senior Management responsible for the day-to-day management of front office Divisions and Regional Management;
- Senior employees responsible for the Group's independent control functions, including Global Heads of Control Functions, members of Global Infrastructure Committees and members of key Risk Committees;

— Employees with the ability to expose the Group to material risk, including all Managing Directors in CB&S (excluding Research and German Large Corporates);
— If not already identified, employees with similar remuneration to those captured under the above criteria.

On a global basis, 1,295 employees were identified as InstitutsVergV Regulated Employees for performance-year 2013, spanning 38 countries. This represents an increase of 7 % compared to 2012, when we identified 1,215 Regulated Employees. This increase was primarily driven by (i) the identification of key Risk Committee members with significant authority levels, (ii) the identification of additional employees, outside of CB&S, with the ability to expose the institution to material risk and (iii) a strategic decision by the SECC to lower the remuneration threshold. As in prior years, we expect the number of Regulated Employees to be significantly higher than many of our principal competitors, both from an absolute level and as a percentage of total employee population.

Given incoming regulatory requirements and the forthcoming EBA Regulatory Technical Standards, we expect our Regulated Employee identification methodology to evolve further in performance-year 2014.

Compensation Structures for Regulated Employees

Regulated Employees are subject to the same deferral matrix as the general employee population, save for the requirement that at least 40 % - 60 % of Variable Compensation must be deferred. If a Regulated Employee's Variable Compensation does not trigger a deferral of at least 40 % under the Group's global deferral matrix then (providing their VC is in excess of € 50,000) the matrix is overridden to ensure that regulatory obligations are met. On average, however, Regulated Employees are subject to deferral rates in excess of the minimum 40 % - 60 % regulatory requirements.

All Regulated Employees receive 50 % of their deferred Variable Compensation in the form of a Restricted Equity Award ("REA") and typically the remaining 50 % as a Restricted Incentive Award ("RIA") (A limited number of Regulated Employees in our division DeAWM received a portion of their RIA in the form of an Employee Incentive Plan (EIP) Award. These are cash settled awards based on the value of funds managed by the business. Deferral and forfeiture provisions under the EIP remain the same as the RIA. These employees still received 50 % of their deferred award in equity (as a REA) as required by regulation). Upon the vesting of each REA tranche (or at the end of the 4.5 year vesting period for the Senior Management Group), a further minimum six-month retention period applies during which time employees are not permitted to sell the shares. Employees can still forfeit their REA under the Policy/Regulatory Breach and Revenue Impairment forfeiture provisions or if they are subject to termination for Cause during the retention period.

In addition to the deferred award, 50 % of the upfront award (the remaining portion after the deferred element is calculated) is also awarded in equity in the form of an Equity Upfront Award ("EUA"). At award, the equity is subject to a minimum six-month retention period during which time the shares cannot be sold. Adding the EUA to the deferred portion of the award means that, on average, Regulated Employees receive less than 15 % of their 2013 Variable Compensation as an immediate cash payment (i.e., average deferral rates in excess of 85 %). EUAs are subject to the Policy/Regulatory Breach and Revenue Impairment forfeiture provisions during the retention period and will also be forfeited if the employee leaves the Group either voluntarily or for cause.

See "Ex post risk adjustment" in the Group Compensation Overview and Disclosure section for a full summary of the performance and forfeiture provisions.

Compensation Disclosure pursuant to Section 8 InstitutsVergV

As described above, we have developed, refined and implemented a structured and comprehensive approach in order to identify Regulated Employees in accordance with the InstitutsVergV requirements. The collective compensation elements for this population of employees are detailed in the table below. All Management Board members and Board members of other significant Group Subsidiaries per Section 1 of the InstitutsVergV are included in the Geschäftsleiter column.

							2013
in € m. (unless stated otherwise)[1]	CB&S	GTB	DeAWM	PBC	Geschäftsleiter (Significant Institutions)	NCOU	Group Total
Total Compensation	1,388	41	120	48	97	39	1,733
Number of employees	1,093	27	76	35	38	26	1,295
thereof:							
Fixed Compensation	324	9	24	11	20	8	397
Variable Compensation	1,065	31	96	36	76	32	1,336
Variable Compensation							
thereof: Deferred Awards	809	24	74	28	67	25	1,028
thereof: Deferred Equity	406	12	37	14	39	13	521
thereof: Upfront Awards	255	7	22	8	9	6	308
thereof: Upfront Equity[2]	127	4	11	4	5	3	154
thereof:							
Awards subject to clawback	937	28	85	32	72	28	1,182
Awards subject to sustained performance metrics	809	24	74	28	67	25	1,028
Sign On payments[3, 4]	27						37[5]
Number of beneficiaries	28						38[5]
Termination payments[4]	18						31[5]
Number of beneficiaries	55						62[5]

1 Excluding Postbank.
2 Upfront equity portion of Upfront Awards may be less than 50 % due to the impact of local legal requirements and tax legislation.
3 Including guarantees.
4 Sign-on payments and termination payments have been disclosed collectively for the Group with the exception of CB&S in order to safeguard employee confidentiality due to the low number of recipients.
5 The total includes the stated number for CB&S in addition to the aggregate sum for all other divisions.

All figures in the table include the allocation of Infrastructure related compensation and number of employees according to our established cost allocation key.

We are conscious that any discretionary termination payments made must be determined based on the sustained commitment of the individual and their personal contribution to the success of the Bank during the course of their employment. The largest single award made in 2013 was € 3.7 million.

All deferred awards and the EUA are subject to clawback following a Policy/Regulatory Breach or Revenue Impairment event. In addition, all deferred awards are subject to clawback provisions linked to the performance of the respective Division and/or the Group as a whole. During the course of 2013, four Regulated Employees had awards subject to forfeiture as a result of being terminated for Cause or as a result of a finding of a Policy/Regulatory Breach. The total amount forfeited (based on the value of the awards at grant) was € 9.24 million. As of the end of 2013, 17 individuals were also under review by the Bank's committees and subject to suspended vesting or delivery of deferred awards due to ongoing investigations.

Compensation System for Supervisory Board Members

The compensation principles for Supervisory Board members are set forth in our Articles of Association, which our shareholders amend from time to time at the Annual General Meeting. Such compensation provisions were last amended at our Annual General Meeting on May 23, 2013. Accordingly, the following provisions apply, with effect as of January 1, 2013:

The members of the Supervisory Board receive fixed annual compensation ("Supervisory Board Compensation"). The annual base compensation amounts to € 100,000 for each Supervisory Board member. The Supervisory Board Chairman receives twice that amount and the Deputy Chairperson one and a half times that amount.

Members and chairs of the committees of the Supervisory Board are paid additional fixed annual compensation as follows[1]:

in € Committee[1]	Dec 31, 2013 Chairperson	Member
Audit Committee	200,000	100,000
Risk Committee	200,000	100,000
Nomination Committee	0	0
Mediation Committee	0	0
Integrity Committee[2]	100,000	50,000
Chairman's Committee	100,000	50,000
Compensation Control Committee[3]	100,000	50,000

[1] Members of the committees are listed under Supplementary Information on page 478 of the Financial Report.
[2] Established on May 22, 2013.
[3] Established on October 29, 2013.

75 % of the compensation determined is disbursed to each Supervisory Board member after submitting invoices in February of the following year. The other 25 % is converted by the company at the same time into company shares based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of the preceding January, calculated to three digits after the decimal point. The share value of this number of shares is paid to the respective Supervisory Board member in February of the year following his departure from the Supervisory Board or the expiration of his term of office, based on the average closing price on the Frankfurt Stock Exchange (Xetra or successor system) during the last ten trading days of the preceding January, provided that the member does not leave the Supervisory Board due to important cause which would have justified dismissal.

In case of a change in Supervisory Board membership during the year, compensation for the financial year will be paid on a pro rata basis, rounded up/down to full months. For the year of departure, the entire compensation is paid in cash; a forfeiture regulation applies to 25 % of the compensation for that financial year.

The company reimburses the Supervisory Board members for the cash expenses they incur in the performance of their office, including any value added tax (VAT) on their compensation and reimbursements of expenses. Furthermore, any employer contributions to social security schemes that may be applicable under foreign law to the performance of their Supervisory Board work shall be paid for each Supervisory Board member affected. Finally, the Supervisory Board Chairman will be appropriately reimbursed for travel expenses incurred in performing representative tasks that his function requires and for the costs of security measures required on account of his function.

In the interest of the company, the members of the Supervisory Board will be included in an appropriate amount, with a deductible, in any financial liability insurance policy held by the company. The premiums for this are paid by the company.

The following provisions applied to Supervisory Board compensation in the 2012 financial year:

Compensation consisted of fixed compensation of € 60,000 per year and a dividend-based bonus of € 100 per year for every full or fractional € 0.01 increment by which the dividend we distributed to our shareholders exceeded € 1.00 per share. The members of the Supervisory Board also received annual compensation linked to our long-term profit in the amount of € 100 for every € 0.01 by which the average earnings per (diluted) share reported in the Bank's Financial Report in accordance with the applicable accounting principles on the basis of the net income figures for the three previous financial years exceeded the amount of € 4.00.

These amounts were subject to an increase of 100 % for every membership of a Supervisory Board committee and 200 % for each chairmanship. These provisions did not apply to the Mediation Committee formed pursuant to Section 27 (3) of the Co-Determination Act. The Supervisory Board Chairman was paid four times the base compensation of a regular member, which was also the upper limit for him. The deputy to the Supervisory Board Chairman was paid one and a half times the base compensation of a regular member. In addition, the members of the Supervisory Board received a meeting fee of € 1,000 for each Supervisory Board and committee meeting they attended. Furthermore, in our interest, the members of the Supervisory Board were included in any financial liability insurance policy held to an appropriate value by us, with the corresponding premiums being paid by us.

We also reimbursed members of the Supervisory Board for all expenses and any VAT they incurred in connection with their roles as members of the Supervisory Board. Employee representatives on the Supervisory Board also continued to receive their employee benefits. For Supervisory Board members who served for only part of the year, we paid a portion of their total compensation based on the number of months they served, rounding up to whole months.

The members of the Nomination Committee, which was first formed after the Annual General Meeting in 2008, waived all remuneration, including the meeting fee, for their Nomination Committee work for 2012.

Supervisory Board Compensation for the 2013 Financial Year

Individual members of the Supervisory Board received the following compensation for the 2013 financial year (excluding value added tax).

Members of the Supervisory Board	Compensation for fiscal year		Compensation for fiscal year 2012			
€	Fixed	Paid out in 2014	Fixed	Variable	Meeting fee	Total
Dr. Paul Achleitner[1]	645,833	484,374	160,000	0	13,000	173,000
Dr. Clemens Börsig[2]	0	0	100,000	0	12,000	112,000
Karin Ruck[4]	125,000	125,000	210,000	0	19,000	229,000
Alfred Herling	187,500	140,625	120,000	0	12,000	132,000
Wolfgang Böhr[4]	41,667	41,667	60,000	0	6,000	66,000
Frank Bsirske[3]	95,833	71,874	0	0	0	0
John Cryan[3]	233,333	174,999	0	0	0	0
Dina Dublon[6]	33,333	24,999	0	0	0	0
Dr. Karl-Gerhard Eick[4]	125,000	125,000	180,000	0	13,000	193,000
Katherine Garrett-Cox	100,000	75,000	60,000	0	6,000	66,000
Timo Heider[3]	87,500	65,625	0	0	0	0
Gerd Herzberg[2]	0	0	25,000	0	4,000	29,000
Sabine Irrgang[3]	87,500	65,625	0	0	0	0
Prof. Dr. Henning Kagermann	200,000	150,000	120,000	0	12,000	132,000
Martina Klee	129,167	96,875	60,000	0	6,000	66,000
Suzanne Labarge	200,000	150,000	120,000	0	12,000	132,000
Maurice Lévy[2]	0	0	25,000	0	3,000	28,000
Peter Löscher	129,167	96,875	40,000	0	2,000	42,000
Henriette Mark	200,000	150,000	120,000	0	13,000	133,000
Gabriele Platscher	158,333	118,749	60,000	0	6,000	66,000
Bernd Rose[3]	116,667	87,500	0	0	0	0
Dr. Theo Siegert[2]	0	0	75,000	0	8,000	83,000
Rudolf Stockem	158,333	118,749	35,000	0	2,000	37,000
Stephan Szukalski[3]	58,333	43,749	0	0	0	0
Dr. Johannes Teyssen	100,000	75,000	60,000	0	6,000	66,000
Marlehn Thieme[4]	83,333	83,333	120,000	0	13,000	133,000
Georg Thoma[3]	116,667	87,500	0	0	0	0
Tilman Todenhöfer[5]	125,000	125,000	120,000	0	12,000	132,000
Prof. Dr. Klaus Rüdiger Trützschler	200,000	150,000	80,000	0	7,000	87,000
Stefan Viertel[1]	41,667	41,667	60,000	0	6,000	66,000
Renate Voigt[4]	41,667	41,667	60,000	0	6,000	66,000
Werner Wenning[2]	41,667	41,667	60,000	0	6,000	66,000
Total	**3,862,500**	**3,053,119**	2,130,000	0	205,000	2,335,000

1 Member since May 31, 2012
2 Member until May 31, 2012
3 Member since May 23, 2013
4 Member until May 23, 2013
5 Member until October 31, 2013
6 Member since November 1, 2013

Following the submission of invoices in February 2014, 25 % of the compensation determined for each Supervisory Board member for the 2013 financial year was converted into notional shares of the company on the basis of a share price of € 36.939 (average closing price on the Frankfurt Stock Exchange (Xetra) during the last ten trading days of January 2014, calculated to three digits after the decimal point). Members who left the Supervisory Board in 2013 were paid the entire amount of compensation in cash.

The following table shows the number of notional shares to three decimal places that were converted in February 2014 for members of the Supervisory Board as part of their 2013 compensation:

Members of the Supervisory Board	Number of notional share units
Dr. Paul Achleitner	4,370.945
Alfred Herling	1,268.984
Frank Bsirske	648.592
John Cryan	1,579.180
Dina Dublon	225.597
Katherine Garrett-Cox	676.791
Timo Heider	592.193
Sabine Irrgang	592.193
Prof. Dr. Henning Kagermann	1,353.583
Martina Klee	874.189
Suzanne Labarge	1,353.583
Peter Löscher	874.189
Henriette Mark	1,353.583
Gabriele Platscher	1,071.586
Bernd Rose	789.590
Rudolf Stockem	1,071.586
Stephan Szukalski	394.795
Dr. Johannes Teyssen	676.791
Georg Thoma	789.590
Prof. Dr. Klaus Rüdiger Trützschler	1,353.583
Total	**21,911.123**

All employee representatives on the Supervisory Board, with the exception of Mr. Bsirske and Mr. Stockem, are employed by us. In the 2013 financial year, we paid such members a total amount of € 1.10 million in the form of salary, retirement and pension compensation in addition to their Supervisory Board compensation.

We do not provide members of the Supervisory Board with any benefits after they have left the Supervisory Board, though members who are or were employed by us are entitled to the benefits associated with the termination of such employment. During 2013, we set aside € 0.08 million for pension, retirement or similar benefits for the members of the Supervisory Board who are or were employed by us.

With the agreement of the Bank's Management Board, Dr. Achleitner performs representative functions in various ways on an unpaid basis for the Bank and participates in opportunities for referrals of business for the Bank. These tasks are related to the functional responsibilities of the Chairman of the Supervisory Board of Deutsche Bank AG. In this respect, the reimbursement of costs is regulated in the Articles of Association. On the basis of a separate contractual agreement, the Bank provides Dr. Achleitner with infrastructure and support services free of charge for his services in the interest of the Bank. He is therefore entitled to avail himself of internal resources for preparing and carrying out his activities. The Bank's security and car services are available for Dr. Achleitner to use free of charge for these tasks. The Bank also reimburses travel expenses and participation fees and covers the taxes for any non-cash benefits provided. On September 24, 2012, the Chairman's Committee approved the conclusion of this agreement. The provisions apply for the duration of Dr. Achleitner's tenure as Chairman of the Supervisory Board and are reviewed on an annual basis for appropriateness. Under this agreement between Deutsche Bank and Dr. Achleitner, support services equivalent to € 185,000 were provided and reimbursements for expenses amounting to € 137,502 were paid during the 2013 financial year.

The Chairman's Committee of the Supervisory Board of Deutsche Bank approved all existing mandates between Shearman & Sterling LLP and Deutsche Bank AG (and its affiliated companies) at the point in time when Mr Thoma was appointed to the Supervisory Board as well as all new mandates in which Deutsche Bank AG (or its affiliated companies) were service recipients. Under these mandates, payments of approximately € 2.3 million were made by companies of Deutsche Bank Group to Shearman & Sterling LLP in the period between Mr. Thoma's appointment and December 31, 2013. This does not include significant amounts that were invoiced via lead book runners and consequently not booked, either by Shearman & Sterling LLP or by the Bank, as payments from the Bank to Shearman & Sterling LLP. Mr. Thoma had no involvement in any of the mandates. He participates in the economic success of Shearman & Sterling LLP merely through his capacity as one of 159 equity partners (as of December 31, 2013).