



Commission de Surveillance
du Secteur Financier

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Finanzmarktaufsicht (FMA) (Austria)
Irish Financial Services Regulatory Authority (IFSRA) (Ireland)
The Financial Supervisory Authority of Norway (Norway)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Services Authority (FSA) (United Kingdom)
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Finanstilsynet (Denmark)
Finanssivalvonta (Finland)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Comissão do Mercado de Valores Mobiliários (CMVM) (Portugal)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus Supplement to the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 22 September 2010.

Name of Issuer:

Deutsche Bank Aktiengesellschaft

Registered Office/Seat:

Frankfurt am Main, Germany

Type of Securities:

Programme for the issuance of Notes, Certificates and Warrants

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

Not applicable

Guarantor (if any):

Not applicable

Attachments:

Supplement dated 22 September 2010

Ref.: C-10012

Luxembourg, 22 September 2010

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