DB USA Corporation

Pillar 3 Report

as of September 30, 2024

Contents

Introduction

Disclosures according to Pillar 3 of the Basel 3 Capital Framework

The purpose of this Report is to provide Pillar 3 disclosures for DB USA Corporation ("DB USA Corp") as required by the regulatory framework for capital & liquidity, established by the Basel Committee on Banking Supervision, also known as Basel 3. Per regulation it is not required to have Pillar 3 disclosures audited. As such the information provided in this Pillar 3 Report is unaudited.

Basis of Presentation

DB USA Corp Pillar 3 Report has been prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"), while Regulatory Capital and Risk Weighted Assets ("RWA") calculations are based on U.S. Basel 3 Standardized Approach ("U.S. Basel 3") capital rules. In this regard RWA, Regulatory Capital and associated disclosures are based on U.S. regulatory reporting requirements as defined by the Federal Reserve Bank FR Y-9C Consolidated Financial Statements for Bank Holding Companies ("FR Y-9C") and in conjunction with U.S. Basel 3 rules. Quantitative Pillar 3 disclosures, in the Pillar 3 Report follow the classification and segmentation required by the FR Y-9C reporting requirements and U.S. Basel 3 guidelines. Where appropriate, we have introduced and modified disclosure tables required by the European Banking Authority ("EBA"), in order to present information consistent with the reporting made in the FR Y-9C and the DB USA Corp audited financial statements, also prepared on a U.S. GAAP basis.

Scope of Application

DB USA Corp is the US Intermediate Holding Company ("IHC") of Deutsche Bank AG ("DB Group") that is implemented pursuant to Regulation YY: Enhanced Prudential Standards for Bank Holding Companies and Foreign Banking Organizations, codified in 12 C.F.R. Part 252, and, in particular, Subpart O - Enhanced Prudential Standards for Foreign Banking Organizations with Total Consolidated Assets of $100 Billion or More and Combined U.S. Assets of $100 Billion or More" (the "FBO EPS Rule"). The FBO EPS Rule requires that a foreign banking organization ("FBO") having combined US assets of $100 billion or more and US non-branch assets of $50 billion or more establish in the US an IHC for its US subsidiaries that must be organized under the applicable US laws and operate under all applicable US regulatory requirements, including leverage and risk-based capital standards, stress testing, risk management and liquidity requirements. DB USA Corp consolidates all of DB Group subsidiaries in the U.S. which include Deutsche Bank Trust Corporation ("DBTC"), Deutsche Bank Trust Company Americas ("DBTCA"), Deutsche Bank Securities Inc. ("DBSI"), Deutsche Bank US Financial Markets Holding Corp. ("DBUSH"), and German American Capital Corp. ("GACC").

Risk and Capital Performance

Exposures and Risk-weighted Assets

DB USA Corp RWA are calculated based on the U.S. Basel 3 Standardized Rules.

The information in the schedules below presents DB USA Corp distribution of RWA by exposure categories as reported in DB USA Corp's FR Y-9C, Schedule HC-R Regulatory Capital for the period ended September 30, 2024.

Operational Risk RWA is not applicable for banks calculating RWA under the U.S. Basel 3 Standardized Rules.

Market Risk RWA is only applicable to banks that are subject to the Market Risk Final Rule. This rule applies to US banking organizations that have significant trading activity ("Market Risk Banking Organizations"). US Market Risk Banking Organizations have aggregated trading assets and liabilities of at least $1 billion or 10% of total assets. DB USA Corp does meet the definition of a Market Risk Banking Organization and therefore is subject to the Market Risk RWA.

Variance Commentary (2023YE to 2024Q3)

The September 2024 On-balance Sheet Exposures increased $2.6 billion and Off-balance sheet increased $2.9 billion as compared with December 2023 with corresponding impact on RWA increased by $4.4 billion.

Regulatory Capital:

- Regulatory Capital of $13.2 billion remains relatively unchanged as compared to Q4 2023.

On - Balance Sheet Exposures: (increased $2.6 billion to $116.2 billion):

- $8.4 billion increase in trading assets driven by higher U.S. treasury securities of $5.8 billion, corporate securities of $1.6 billion and higher securities issued by states and political subdivisons in the U.S. of $0.7 billion, all within the Investment Bank.
- $2.4 billion increase in cash and balances due from depository institutions largely driven by a higher deposits of $1.8 billion.
- Offset by $8.9 billion decrease in security financing transactions driven by lower reverse repo balances of $10.2 billion largely with affiliates offset by an increase in stock borrow balances of $1.3 billion, all within the Investment Bank.

Off - Balance Sheet Exposures: (increased $2.9 billion to $29.5 billion)

- $2.8 billion increase in Repo style transactions exposures largely due to an increase in repos subject to the simple approach ($1.7 billion), increase due to risk-shifting ($0.6 billion), driven by higher gross balance sheet ($0.4 billion) and higher bond borrowing mainly driven by increase in ineligible collateral ($0.2 billion).

Risk Weighted Assets RWA (increased $4.4 billion to $41.7 billion):

- $2.2 billion increase in Standard Market RWA largely due to higher non-securitized debt driven by the Investment Bank.
- $1.5 billion due to increase in repo style transactions primarily driven by $1.0 billion balance sheet increase in bond borrow transactions with illiquid collateral subject to simple approach.
- Higher RWA on other assets is due to pending settlement of CMBS securitization ($0.8 billion) and increase in intercompany receivables ($0.3 billion).
- Offset by $0.5 billion increase in on-balance sheet largely driven by RWA on other assets of $1.2 billion due to higher balances pending settlement of CMBS securitization loans, offset by a $0.8 billion reduction from lower loan balances.

Liquidity Coverage Ratio:

The Firm's average LCR for quarter ended September 30, 2024, was 179% (December 31, 2023 was 151%) which represents an average LCR position well above the required minimum. The increase of 28 percentage points was primarily driven by a $3.8 billion decrease in unsecured wholesale funding outflow, offset by a $1.6 billion net decrease in average HQLA.

Basel 3 Standardized Approach Exposure Amounts by Exposure Class

in USD m.

US Basel 3 Standardized Approach	31-Dec-23	30-Sep-24	Variance
On-balance Sheet Exposures	At the end of the period	At the end of the period	
Cash and balances due from depository institutions	14,214	16,631	2,417
Securities: Available for Sale	546	487	(59)
Securities Purchased under agreements to Resell	54,452	45,508	(8,944)
Loans: Held for Sale	0	0	0
Loans: Residential mortgage exposures	2,418	2,436	18
Loans: High volatility commercial real estate exposures	0	0	0
Loans: Exposures past due 90 days or more or on nonaccrual	0	151	151
Loans: All other exposures	14,023	13,137	(886)
Loans: Allowance for Loan Loss	(16)	(22)	(6)
Trading Assets	15,570	23,966	8,396
All Other Assets: All Other	11,340	12,679	1,339
Securitization Exposures: Trading Assets	1,050	1,208	158
Total On-balance Sheet Exposures	**113,597**	**116,181**	**2,584**
Off-balance Sheet Exposures (Face, Notional or Other Amount)			
Financial standby letters of credit	346	340	(6)
Performance standby letters of credit	104	46	(58)
Commercial and similar letters of credit	0	0	0
Repo style transactions	22,403	25,208	2,805
All other off-balance sheet liabilities	0	80	80
Unused commitments: 1year of less	65	15	(50)
Unused commitments: exceeding 1year	1,948	2,082	134
Over-the-counter derivatives	642	567	(75)
Centrally Cleared derivatives	995	1,106	111
Unsettled Transactions	35	27	(8)
Total Off-balance Sheet Exposures	**26,538**	**29,471**	**2,933**

Figures may include rounding differences.

Basel 3 Standardized Approach Risk-weighted Assets by Exposure Class

in USD m. For the year ended	31-Dec-23	30-Sep-24	
	At the end of the period	At the end of the period	Variance
On-balance Sheet Exposures	RWA	RWA	RWA
Cash and balances due from depository institutions	109	188	79
Securities: Available for Sale	25	21	(4)
Securities Purchased under agreements to Resell	0	0	0
Loans: Held for Sale	0	0	0
Loans: Residential mortgage exposures	1,263	1,261	(2)
Loans: High volatility commercial real estate exposures	0	0	0
Loans: Exposures past due 90 days or more or on nonaccrual	0	227	227
Loans: All other exposures	13,892	12,886	(1,006)
Loans: Allowance for Loan Loss	0	0	0
Trading Assets	220	151	(69)
All Other Assets	5,762	6,942	1,180
Securitization Exposures: Trading Assets	568	687	119
Total On-balance Sheet Exposures	**21,839**	**22,363**	**524**
Off-balance Sheet Exposures	RWA	RWA	RWA
Financial standby letters of credit	320	317	(3)
Performance standby letters of credit	52	21	(31)
Commercial and similar letters of credit	0	0	0
Repo style transactions	5,869	7,421	1,552
All other off-balance sheet liabilities	0	80	0
Unused commitments: 1 year or less	13	3	(10)
Unused commitments: exceeding 1 year	763	836	73
Over-the-counter derivatives	213	199	(14)
Centrally Cleared derivatives	20	22	2
Unsettled Transactions	6	1	(5)
Total Off-balance Sheet Exposures	**7,256**	**8,900**	**1,644**
Total Risk Weighted Assets, excluding Market Risk	**29,095**	**31,263**	**2,168**
Standardized Market Risk Weighted Assets	**8,238**	**10,478**	**2,240**
Total Risk Weighted Assets	**37,333**	**41,741**	**4,408**

Figures may include rounding differences.

Regulatory Capital

The calculation of DB USA Corp's regulatory capital is pursuant to the U.S. Basel 3 Standardized Rules and includes applicable deductions and filters. The information in this section is based on the regulatory principles of consolidation.

Pursuant to the effective regulations on its formation date of July 1, 2016, DB USA Corp's regulatory capital comprises Tier 1 (T1) and Tier 2 (T2) capital. Tier 1 capital is subdivided into Common Equity Tier 1 (CET1) capital and Additional Tier 1 (AT1) capital.

CET1 is comprised of the common stock issued by DB USA Corp, related surplus and retained earnings. AT1 capital is comprised of Class A and Class B Preferred Stock issued by DB USA Corp; there are no Tier 2 instruments issued by DB USA Corp. The terms of the common stock within CET1 provide for the normal payment of dividends if and when declared.

The AT1 preferred stock is voting, non-cumulative, perpetual, has no maturity date and will not be subject to redemption at the option of DB USA Corp or the holders of the preferred stock. Additionally, the preferred stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Class B ranks pari passu with Class A shares. The preferred stock has a preference over the common stock in the event of liquidation and qualifies as Tier 1 capital in accordance with regulatory capital requirements. DB USA Corp. has outstanding Class A and Class B series preferred stock issued with fixed dividend coupon rates of 8.28 % and 5.31 %, respectively. This fixed rate dividend is subject to discretionary cancelation, which results in a dividend stopper in respect of common stock. The decision whether a distribution can be made is subject to the DB USA Corp Board declaring a distribution and receiving regulatory approvals. Beginning on September 23, 2026, the preferred stock may be converted, in whole or in part, at the option of the holder thereof into shares of common stock, at the rate of one share of common stock per each share of preferred stock.

Regulatory Capital and Capital Ratios according to Basel 3 Capital Rules

	31-Dec-23	**30-Sep-24**	**Variance**
in USD m.	**US Basel 3**	**US Basel 3**	
Common Stock plus retained surplus, net of unearned employee stock ownership plan (ESOP) shares	23,581	23,538	(43)
Retained Earnings	(12,850)	(12,750)	100
Accumulated Other Comprehensive Income (AOCI) based on transition rules	(219)	(201)	18
Common Equity Tier 1 Capital, before adjustments and deductions	10,512	10,587	75
Common Equity Tier 1 Capital: Adjustments and Deductions			0
Less: Goodwill net of associated deferred tax liabilities (DTLs)	(50)	(62)	(12)
Less: Intangible Assets, net of associated DTL's	(58)	(56)	2
Less: Deferred Tax Assets (DTLs) that arise from net operating losses and tax credit carryforwards, net of valuation allowances	(27)	(26)	1
Total Regulatory Adjustments to Common Equity Tier 1 (CET1)	(135)	(144)	(9)
Common Equity Tier 1 Capital	10,377	10,443	66
Additional Tier 1 (AT1) Capital			
Additional Tier 1 Capital instruments plus related surplus	2,705	2,705	0
Additional Tier 1 (AT1) Capital before adjustments	2,705	2,705	0
Total Regulatory Adjustments to Additional Tier 1 (AT1) Capital	0	0	0
Additional Tier 1 (AT1) Capital	2,705	2,705	0
Tier 1 Capital (T1 = CET1 + AT1)	13,082	13,148	66
Tier 2 (T2) Capital			
Tier 2 Capital instruments plus related surplus	0	0	0
Allowance for loan and lease losses includable in Tier 2 capital	19	24	5
Tier 2 (T2) Capital before adjustments	19	24	5
Total Regulatory Adjustments to Tier 2 (T2) Capital	0	0	0
Tier 2 (T2) Capital	19	24	5
Total Regulatory Capital	13,101	13,172	71

Ratios		
Common Equity Tier 1 Capital Ratio (as a percentage of risk-weighted assets)	27.80%	25.02%
Tier 1 Capital Ratio (as a percentage of risk-weighted assets)	35.04%	31.50%
Total Capital Ratio (as a percentage of risk-weighted assets)	35.09%	31.56%
Capital Conservation Buffer	23.30%	20.52%
Leverage Ratio (as a percentage of average total consolidated assets)	9.99%	9.85%
Supplementary Leverage Ratio	9.01%	8.96%

Disclosure of Liquidity Requirements

Liquidity Coverage Ratio (LCR)

The LCR is intended to promote the short-term resilience of a bank's liquidity risk profile over a 30 day stress scenario. The ratio is defined as the amount of High Quality Liquid Assets (HQLA) that could be used to raise liquidity, measured against the total volume of net cash outflows, arising from both actual and contingent exposures, projected over a 30 calendar-day period of significant stress. Banks are also required to take into account potential maturity mismatches between contractual outflows and inflows during the 30 day stress period.

The following table presents DB USA Corp's average LCR, and average unweighted and weighted amounts of HQLA, cash outflows and cash inflows, for September 30, 2024 compared to December 31, 2023.

Please refer to page 4 for period-on-period variance commentary.

in USD m.	For the quarter ended	Average Unweighted Amount 31-Dec-23	Average Unweighted Amount 30-Sep-24	Average Weighted Amount 31-Dec-23	Average Weighted Amount 30-Sep-24
HIGH-QUALITY LIQUID ASSETS [1]					
1	**Total eligible high-quality liquid assets (HQLA), of which:**	**19,531**	**17,968**	**19,531**	**17,968**
2	Eligible level 1 liquid assets	19,531	17,968	19,531	17,968
3	Eligible level 2A liquid assets	-	-	-	-
4	Eligible level 2B l iquid assets	-	-	-	-
CASH OUTFLOW AMOUNTS					
5	**Deposit outflow from retail customers and counterparties, of which:**	**644**	**694**	**61**	**66**
6	Stable retail deposit outflow	46	45	1	1
7	Other retail funding outflow	598	649	60	65
8	Brokered deposit outflow	-		-	-
9	**Unsecured wholesale funding outflow, of which:**	**25,014**	**21,428**	**14,331**	**10,563**
10	Operational deposit outflow	11,622	12,243	2,903	3,058
11	Non-operational funding outflow	13,308	9,122	11,345	7,445
12	Unsecured debt outflow	84	63	83	60
13	**Secured wholesale funding and asset exchange outflow**	**124,139**	**128,978**	**4,433**	**5,080**
14	**Additional outflow requirements, of which:**	**2,910**	**2,829**	**1,086**	**1,085**
15	Outflow related to derivative exposures and other collateral requirements	490	633	240	389
16	Outflow related to credit and liquidity facilities including unconsolidated structured transactions and mortgage commitments	2,420	2,196	846	696
17	**Other contractual funding obligation outflow**	**987**	**904**	**841**	**904**
18	Other contingent funding obligations outflow	-	-	-	-
19	**TOTAL CASH OUTFLOW**	**153,694**	**154,833**	**20,752**	**17,698**
CASH INFLOW AMOUNTS					
20	**Secured lending and asset exchange cash inflow**	**132,210**	**137,543**	**4,071**	**4,248**
21	**Retail cash inflow**	**88**	**17**	**44**	**9**
22	**Unsecured wholesale cash inflow**	**1,566**	**1,773**	**1,281**	**1,409**
23	**Other cash inflows, of which:**	**168**	**199**	**168**	**199**
24	Net derivative cash inflow	43	60	43	60
25	Securities cash inflow	125	139	125	139
26	Broker-dealer segregated account inflow	-	-	-	-
27	Other cash i nflow	-	-	-	-
TOTAL CASH INFLOW		**134,032**	**139,532**	**5,564**	**5,865**
29	**HQLA AMOUNT [1]**			**19,531**	**17,968**
30	**TOTAL NET CASH OUTFLOW AMOUNT EXCLUDING THE MATURITY MISMATCH ADD-ON**			**15,188**	**11,833**
31	**MATURITY MISMATCH ADD-ON**			**-**	**-**
32	**TOTAL NET CASH OUTFLOW AMOUNT [2]**			**12,910**	**10,058**
33	**LIQUIDITY COVERAGE RATIO (%)**			**151%**	**179%**

(1) *HQLA figures have been adjusted for the trapped HQLA at the U.S. subsidaries*

(2) *The total net cash outflow amount does not tie using component amounts due to the application of 85% as prescribed by the Tailoring Rule*

(3) *Numbers may not add due to rounding*