

CROCI US Certificate

Terms & Conditions

Deutsche Bank



*The terms and conditions reflected herein are indicative and subject to change.
Price and availability are subject to change and any changes in assumptions could have a material impact on any returns detailed.*

Product Description & Rationale

The CROCI (or Cash Return on Capital Invested) US Certificate is a EUR denominated Certificate that tracks the performance of the CROCI US Plus Index. The Certificate offers investors access to the CROCI US Plus Index, a Deutsche Bank proprietary index which on the basis of an equity research model enables identification of stocks with the best economic value in the US.

CROCI aims to identify the best value in the market based on an "economic" Price Earnings Ratio (P/E) which is determined by adjustments of companies' financial statements. This model is independent, 100% quantitative, rebalanced on a monthly basis and allows the value of companies on a P/E basis to be comparable across sectors and industries.

The Deutsche Bank CROCI US Plus Index (the "Index") is intended to reflect the total return performance of the forty shares in the Selection Pool having the lowest positive CROCI Economic Price Earnings Ratio. The Selection Pool consists of the 250 largest shares out of the S&P 500 Index excluding shares of Financials.

This Certificate is not capital guaranteed.

Summary of Terms & Conditions

Format	Certificates
Issuer	Deutsche Bank AG, London
Number of Certificates	10,000,000 CROCI US Plus Certificates
Underlying Asset	Deutsche Bank CROCI US Plus Index
Reference Currency	US Dollar
Issue Price	EUR 100 per CROCI US Certificate
Issue Date	16 August 2004
Primary Market End Date / Trade Date	16 August 2004
Subscription Period	20 July 2004 – 16 August 2004
Primary Market Settlement Date	18 August 2004 for German order / 19 August 2004 ex Germany
First Listing Date	1 September 2004
Exercise Date	The last Business Day of each February, May, August and November during the Exercise Period

Exercise Period	The period commencing on and including the 16 August 2004 up to and excluding the Termination Date; or, if such day is not a Business Day, the first succeeding Business Day
Settlement	Cash
Settlement Date	The third Business Day following the last occurring Valuation Date
Settlement Currency	EUR
Cash Settlement Amount	An amount determined by the Calculation Agent as follows: $\text{Final Reference Level} \times \text{Multiplier}$ converted into the Settlement Currency at the Exchange Rate on the Valuation Date.
Final Reference Level	The Index Closing Level of the Deutsche Bank CROCI US Plus Index on the Valuation Date
Initial Reference Level	The Index Closing Level of the Deutsche Bank CROCI US Plus Index on the Initial Reference Valuation Date
Exchange Rate	The rate of exchange prevailing at 16:00 London Time (or at such time approximate thereto as the Calculation Agent determines to be practicable) on such day between the Reference Currency and the Settlement Currency (expressed as the number of units of the Reference Currency or a fraction thereof required to buy one unit of the Settlement Currency) as determined by the Calculation Agent by reference to such source(s) as the Calculation Agent may reasonably determine to be appropriate at such time;
Multiplier	A number equal to <ol style="list-style-type: none"> 1) in relation to the first Multiplier Adjustment Date, the quotient of <ol style="list-style-type: none"> a) 100 Euro x Exchange Rate on the Initial Reference Valuation Date x (100% minus the Management Fee) (as numerator); and b) the Initial Reference Level (as denominator) 2) in relation to each subsequent Multiplier Adjustment Date, the product of <ol style="list-style-type: none"> a) the Multiplier on the immediately preceding Multiplier Adjustment Date and b) 100% minus the Management Fee subject to adjustment in accordance with Product Condition 4;
Multiplier Adjustment Date	Each Exercise Date, or, if such day is not a Trading Day, the next following Trading Day unless, in the opinion of the Calculation Agent, a Market Disruption Event has occurred on such day. If there is a Market Disruption Event on such day, then the Multiplier Adjustment Date shall be the first succeeding Trading Day on which there is no Market Disruption Event. If the first succeeding Trading Day on which there is no Market Disruption Event has not occurred by the eighth Trading Day immediately following the original date which, but for the occurrence of a Market Disruption Event, would have been the Multiplier Adjustment

	Date, then that eighth Trading Day shall be deemed to be the Multiplier Adjustment Date;
Management Fee	0.25% per quarter
Initial Reference Valuation Date	The 16 August 2004 or, if such day is not a Trading Day, the next following Trading Day
Valuation Date	The first Trading Day following the Termination Date
Termination Date	<ol style="list-style-type: none"> 1. if the Securityholder has exercised the Security, or if the Security is deemed to be exercised, the relevant Exercise Date, 2. if the Issuer has elected to redeem the Security in accordance with Product Condition 3, the relevant Redemption Date,
Redemption Right	The Issuer shall have an unconditional and irrevocable right to redeem the Securities at the Cash Settlement Amount by giving not less than 12 months' notice provided that no such redemption can occur prior to 16. August 2005 (the "Redemption Period").
Redemption Date	The date during the Redemption Period specified by the Issuer in the Redemption Notice provided that if such date is not a Business Day, then the Redemption Date will be the immediately succeeding Business Day
Index Sponsor	Deutsche Bank AG, London
Calculation Agent	The Issuer shall act as the Calculation Agent
Principal Agent	Deutsche Bank AG, London
Listing	Frankfurt and Stuttgart Freiverkehr
Secondary Market	Deutsche Bank AG will quote on request indicative bid/offer prices for this Certificate
Settlement	Euroclear and Clearstream Banking AG
Selling Restrictions	The Certificates may only be sold in accordance with local laws and regulations
Security Numbers	ISIN DE000DB091X6 WKN DB091X Valoren 1905346

Analysis

Deutsche Bank CROCI US Plus Index

The Deutsche Bank CROCI US Plus Index is intended to reflect the total return performance of forty shares with the lowest positive CROCI Economic Price Earnings Ratio on the basis of a predefined formula. The shares are selected by the Index Sponsor from the 251 largest stocks of the S&P 500 Index constituents of such Index being the "Selection Pool".

The Index shall be constituted on the Index Commencement Date. Following such initial Index composition, the Index Sponsor will reconstitute the Index on a monthly basis and determine the New Index Constituents. The shares constituting the Index will be equally weighted on each Index Reconstitution Day.

The Daily Index Closing Level will be calculated on each Trading Day by the Index Sponsor using the Trading Prices and the Weights. The Index is expressed in Euro.

Below please find several Product specific Risks, please see Offering Circular/Pricing Supplement for full risk disclosure.

Principal Protection / Return Risk

This structure is NOT principal protected.

The final return on this investment depends on the trading behaviour of the Underlying Asset. The redemption value of this investment or value of this investment on maturity may be zero if the Underlying Asset becomes valueless. Any order to sell the Underlying Security before receipt thereof on maturity may only be carried out at our absolute discretion and on such terms as we may require including an undertaking from you to indemnify us for any loss and expense resulting from our acting on your sell order.

Market Liquidity during the Lifetime of the Certificate

A liquid secondary market for this security is not guaranteed. Deutsche Bank will endeavour to provide a secondary market. Upon investor demand, Deutsche Bank will provide a bid/offer for such security, depending on actual market conditions.

Tax treatment

If the certificates are held for a period longer than twelve months, capital gains for private clients resident in Germany are not taxable.

Important Notice

This document and the information contained therein does not constitute the provision of an investment advice. Nor do they constitute, in particular, a recommendation in keeping with a client's individual situation.

Past performance is not indicative of future results.

Insofar as data contained in the document originate from third parties, Deutsche Bank AG does not bear liability for their accuracy and completeness, although it only uses sources which it considers to be reliable.

All prices are indicative and dependent upon market conditions.

There are restrictions of the distribution of the transaction in certain jurisdictions. In particular the transaction may not be offered or sold in the United States or to U.S. persons.

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