

**DEUTSCHE BANK AG LONDON**  
**Deutsche Bank CROCI US Plus Index**

**INFORMATION RELATING TO THE UNDERLYING ASSET**

*In the event of any inconsistency between the English language version of the text below and that translated into any other language, the English language version shall prevail.*

**Part 1**

**General Description**

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 251 shares with the highest Market Capitalisation contained in the Selection Pool Index and further excluding from these 251 shares, shares the issuers of which have a S&P GICS Sector Code specified as Financials).

The CROCI (Cash Return on Capital Invested) is a highly regarded, well-known proprietary investment research discipline that makes in-depth adjustments to company financial statements in order to make the price-earnings ratio (or P/E) comparable across sectors as well as markets. CROCI identifies the best value in the market based on an "economic" P/E.

The Index and the CROCI Economic Price Earnings Ratio methodology have been developed by Deutsche Bank AG. The CROCI Valuation Group, a department of Deutsche Bank AG, London branch carries out the analysis and calculation of the CROCI Economic Price Earnings Ratios that form the basis of the Index.

The Index was constituted by the Index Sponsor on the Index Commencement Date. Details of the Index, including historic levels and its current composition, are set out in "Current Weights and Daily Index Closing Level" below. Following the initial Index constitution, the Index Sponsor has reconstituted and will reconstitute the Index on a monthly basis on each Index Reconstitution Day and determine New Index Constituents as described in "Index Selection Process" below. The shares constituting the Index will be equally weighted on each Index Reconstitution Day as described in "Index Calculation on an Index Reconstitution Day" under "Index Calculation" below but subject to the provisions in "Other Adjustments" below.

The Daily Index Closing Level will, subject as provided in "Index Calculation" and "Index Calculation in case of a Market Disruption" below, be calculated on each Trading Day by the Index Sponsor using the Trading Price and the Weight of each Index Constituent. The Index is expressed in US dollar.

Subject as provided in "Index Selection Process" and "Index Composition Restrictions" below, all determinations of the Index Sponsor described herein shall be made according to the terms set out herein and, save for manifest error, shall be binding on all parties.

The Index is a Deutsche Bank proprietary index and application has been made to register “Deutsche Bank CROCI US Plus Index” as a trademark. No use or publication may be made of the Index without the prior written approval of Deutsche Bank AG.

The Index Sponsor is not obliged to enter into or promote transactions or investments that are linked to the Index or the Selection Pool Index or any constituents thereof.

## Part 2

### Risk Factors

**Prior to making an investment decision in respect of any instrument or fund, the return on which is linked to the performance of the Index, prospective investors should carefully consider all of the information set out in this document, including these risk factors. The risk factors set out below are not exhaustive. There may be other risks that a prospective investor should consider that are relevant to its particular circumstances or generally.**

#### *General*

When considering any investment, the return on which is linked to the performance of the Index, prospective investors should be aware that the level of the Index can go down as well as up and that the performance of the Index in any future period may not mirror its past performance.

Any investment linked or related to the Index will not necessarily be the same as an investment in the Index Constituents at that time.

#### *Research*

Deutsche Bank AG may issue research reports on securities that are, or may become, Index Constituents or other shares constituting the Selection Pool Index. These reports are entirely independent of the Index-Sponsor's obligations hereunder and are written largely from an "outlook" or "performance" perspective.

#### *Calculations and Determinations by the Index-Sponsor*

The Index-Sponsor's calculations and determinations in relation to the Index shall be binding on all parties in the absence of manifest error. No party (whether the holder of any product linked to the Index or otherwise) will be entitled to proceed (and agrees to waive proceedings) against the Index-Sponsor in connection with any such calculations or determinations or any failure to make any calculations or determinations in relation to the Index. For so long as the Index Sponsor constitutes and calculates the Index and the Daily Index Closing Level, calculations and determinations by the Index Sponsor in connection with the Index will be made in reliance upon the information of various publicly available sources that the Index Sponsor has not independently verified. The Index Sponsor does not accept any liability for loss or damage of any kind arising from the use of such information in any such calculation or determination.

#### *CROCI Valuation*

The Index is an index constituted by reference to CROCI Economic Price Earnings Ratios, which are determined by the Valuation Group, a research group of the Index Sponsor for each share constituting the Selection Pool. These ratios are calculated through the application of certain research methodology applied by the CROCI Valuation Group. The definitions of the indicators used in determining the CROCI Economic Price Earnings Ratios for each share constituting the Selection Pool that are provided in Part 6 hereto are indicative of the methodology used by the CROCI Valuation Group, but should not be regarded as exhaustive explanations of the research methodology, or mathematical formulae,

whereby each CROCI Economic Price Earnings Ratio is calculated.

The definitions of CROCI, Enterprise Value and Net Capital Invested are provided with reference to the methodology currently used by the CROCI Valuation Group. The Index Sponsor does not warrant or purport that this methodology will not be amended, in the discretion of the CROCI Valuation Group, as a result of improved or revised financial analytic techniques or devices. Such changes may occur during the term of the Index and any securities issued in relation to the Index.

The calculation of each CROCI Economic Price Earning Ratio is estimated by the CROCI Valuation Group by reference to publicity available information but adjusted on assumptions made by the CROCI Valuation Group that subsequently, may prove not to have been correct.

Furthermore, each CROCI Economic Price Earnings Ratio is estimated based on historical information and is no guarantee of future results.

**The Index Sponsor makes no representation (implied or otherwise)**

- (i) as to the performance of any Eligible Share and/or the Index; or**
- (ii) that the performance of the Index will track the performance of the Selection Pool.**

*Adjustments to the Selection Pool Index and Index Calculation – change in methodology.*

Investors should note carefully the provisions of the above paragraphs under “Other Adjustments” below. Pursuant to these provisions, inter alia, the Selection Pool Index may be replaced and/or other determinations and/or adjustments made as the Index Sponsor considers appropriate and the method of determining the Index and/or the Daily Index Closing Level may be changed.

## Part 3

### Index Selection Process

On each Selection Date, the Index Sponsor will select New Index Constituents from the Selection Pool as provided below, provided that where the sponsor of the Selection Pool Index has announced on or prior to the Selection Date (the “**Relevant Selection Date**”) that one or more of the shares constituting the Selection Pool Index will cease to be included in the Selection Pool Index with effect from a date prior to the Selection Date immediately following the Relevant Selection Date, such share or shares shall not be eligible for inclusion in the Index for the purposes of the Relevant Selection Date.

The selection procedure for the Index Constituents on each Selection Date is as follows:

- (i) The CROCI Economic Price Earnings Ratio for each Eligible Share is determined by the Index Sponsor on the basis described in the definition of CROCI Economic Price Earnings Ratio below.
- (ii) The forty Eligible Shares with the lowest positive CROCI Economic Price Earnings Ratio are selected as Index Constituents. Where the CROCI Economic Price Earnings Ratio for any Eligible Share is the same as for any other Eligible Share or Eligible Shares, then the Eligible Share with the highest Market Capitalisation will be deemed to have the lower positive CROCI Economic Price Earnings Ratio for the purpose of selecting the New Index Constituents on the Relevant Selection Date.
- (iii) In the event that there are fewer than forty Eligible Shares available for inclusion within the Index for the purposes of the Relevant Selection Date, then the Index Sponsor shall deem that number of shares as have been selected to be the Index until the next Selection Date.

Any reconstitution of the Index pursuant to the above will take effect immediately after the relevant Index Reconstitution Day subject as described under “Index Calculation on an Index Reconstitution Day” below.

For the avoidance of doubt, Index Constituents that, following their inclusion in the Index, are subsequently no longer included in the Selection Pool Index shall, subject to “Other Adjustments” below, remain in the Index until the next Index Reconstitution Day.

## **Part 4**

### **Index Composition Restrictions**

Any adjustment to the composition of the Index is subject to satisfaction of the following criterion:

If Deutsche Bank AG and/or any of its Affiliates is a holder of any share constituting the Selection Pool Index and is, or if Deutsche Bank AG and/or any of its affiliates were a holder of any share constituting the Selection Pool Index and would be, subject to any legal and/or regulatory reporting or disclosure requirements or to the imposition of any taxes, then the Index Sponsor may in its reasonable discretion exclude such share from the Selection Pool Index and thus eligibility for inclusion in the Index for as long as it deems appropriate.

The Index Sponsor shall have absolute discretion to determine whether any proposed adjustment to the composition of the Index pursuant to “Index Selection Process” above, would breach any of the Index Composition Restrictions set out above and any such determination shall be conclusive and binding on all parties (whether the holder of any product linked to the Index or otherwise). If the Index Sponsor determines that any such proposed adjustment to the composition of the Index would breach any of the Index Composition Restrictions, such proposed adjustment to the composition of the Index shall not take place.

## Part 5

### Index Calculation

#### Index Calculation

**“Daily Index Closing Level”** means, other than on an Index Reconstitution Day, the sum of the products of (a) the Weight (as defined below) for each Index Constituent and (b) the Trading Price of such Index Constituent on the relevant Trading Day. The Daily Index Closing Level is always rounded to the nearest two decimal places with 0.005 being rounded downwards.

The Daily Index Closing Level will be calculated on each Trading Day, subject as provided in “Index Calculation in case of a Market Disruption” below, provided that if the Index Sponsor determines that, in relation to any Index Constituent, no Trading Price can be determined on a Trading Day and no Market Disruption Event (as described in “Index Calculation in the case of a Market Disruption”) has occurred on that day then, subject as provided in “Index Calculation on an Index Reconstitution Day” below, no Daily Index Closing Level for such Trading Day shall be determined.

As a formula:

$$\text{Daily Index Closing Level}_t = \sum_i^n W_{i,t} \times P_{i,t}$$

where:

n	=	number of Index Constituents in the Index
$W_{i,t}$	=	Weight of Index Constituent i on day t
$P_{i,t}$	=	Trading Price of Index Constituent i on day t

#### Index Calculation on an Index Reconstitution Day

The Index Sponsor will reconstitute the Index on each Index Reconstitution Day in accordance with the provisions set out in “Index Selection Process” and “Index Composition Restrictions” above.

If a Market Disruption Event occurs on an Index Reconstitution Day, the Index Sponsor shall make such determinations and/or adjustments as it considers appropriate to determine the Daily Index Closing Level and/or Trading Price of any Index Constituent affected by the Market Disruption Event on such Index Reconstitution Day by reference to the prevailing market conditions and the last available traded price of such Index Constituent or may determine that such day shall not be the Index Reconstitution Day but that such other day as the Index Sponsor shall select shall be the Index Reconstitution Day.

The Index Constituents that will replace the Index Constituents then constituting the Index (each a **“Previous Index Constituent”**) and will constitute the Index immediately after such Index Reconstitution Day are referred to as the **“New Index Constituents”** below for purposes of describing the reconstitution of the Index on such Index Reconstitution Day. The New Index Constituents will be selected on the Relevant Selection Date as described above.

The Daily Index Closing Level for such Index Reconstitution Day shall equal the sum of the products of (a) the Weight for each Previous Index Constituent and (b)

the Trading Price of such Previous Index Constituent on such Index Reconstitution Day.

At the time on an Index Reconstitution Day when the Trading Prices of the Previous Index Constituent and New Index Constituents have been published, the Index Sponsor shall reconstitute the Index in the following manner:

the Index Sponsor shall determine the Weight for each New Index Constituent as equal to the quotient of (i) the Daily Index Closing Level on such Index Reconstitution Day divided by the number of New Constituents and (ii) the Trading Price of such New Index Constituent on such Index Reconstitution Day.



## Part 6

### Definitions

**“Applicable Percentage”** means (i) 85 per cent. or, if less, (ii) 100 per cent. less such percentage, if any, as determined by the Index Sponsor from time to time to take account of any tax, duty, withholding, deduction or other charge whatsoever, including but not limited to taking into account any tax, duty, withholding, deduction or other charge that is or would be sustained or incurred by Deutsche Bank AG and/or any of its affiliates as a result of the receipt of the relevant Dividend if any of them is or were the holder of the relevant share. On the date hereof, the Applicable Percentage equals 85 per cent.;

**“CROCI”** means, in relation to the issuer of a share constituting the Selection Pool, the inflation adjusted, economic return on such issuer’s assets as determined by the CROCI Valuation Group as at the relevant time and for the relevant period for which it is required to be determined pursuant to the provisions hereof. For each such issuer, the economic return is determined differently from the accounting return (as determined in accordance with relevant accounting statements) and is the discount rate which, when applied to the after tax gross earnings of the issuer causes the resultant figure to be equal to the weighted average of the total economic capital of the issuer. The total economic capital is the value of the issuer’s tangible fixed assets and advertising and research and development items that are normally expensed in the profit and loss account of an issuer’s financial statements, but which the CROCI Valuation Group deems to have an economic life longer than one year and other economic assets excluded from the balance sheet, such as leased assets.

The weighted average of the total economic capital is determined by the CROCI Valuation Group according to the estimated economic life of the issuer’s assets, rather than the depreciable life of the assets determined for accounting purposes;

**“CROCI Data Pool”** means the financial information used by the CROCI Valuation Group for determination of the CROCI Economic Price Earnings Ratio, and which is obtained from:

- (i) published annual reports of each of the issuers of a share constituting the Selection Pool;
- (ii) interim financial information published by such issuers;
- (iii) consensus sales and earnings figures supplied by the International Broker Estimate System; and
- (iv) other publicly available financial information relating to such issuers;

**“CROCI Economic Price Earnings Ratio”** means, in relation to a share constituting the Selection Pool and a Selection Date, the economic price earnings ratio for such share determined by the Index Sponsor on such Selection Date as the quotient of (a) and (b) where;

(a) equals the quotient of (i) and (ii), where

(i) equals the Trailing Twelve-month Enterprise Value for such share on such Selection Date; and

(ii) equals the Trailing Twelve-month Net Capital Invested for such share on such Selection Date; and

(b) equals the Trailing Twelve-month Cash Return on Capital Invested for such share on such Selection Date.

In the event that the Index Sponsor is not able to determine the CROCI Economic Price Earnings Ratio in relation to a share and such Selection Date, then such share shall not be eligible for inclusion on the Index for such Selection Date;

**“CROCI Valuation Group”** means the Index Sponsor’s CROCI Investment Strategy & Valuation Group;

**“Current Year CROCI”** means, in relation to the issuer of a share constituting the Selection Pool and a Selection Date, the CROCI calculated as at the end of the month preceding such Selection Date and in respect of the calendar year in which such Selection Date falls;

**“Current Year Debt”** means, in relation to the issuer of a share constituting the Selection Pool and a Selection Date, the value of all such issuer’s debt and debt equivalents such as pension liabilities, provisioning and items such as advance payments, which may or may not be counted as debt by the issuer, calculated as at the end of the month preceding such Selection Date and in respect of the calendar year in which such Selection Date falls;

**“Current Year Net Capital Invested”** means in relation to the issuer of a share constituting the Selection Pool and a Selection Date, the Net Capital Invested calculated as at the end of the month preceding such Selection Date the calendar year in which such Selection Date falls;

**“Dividend”** means 100 per cent of the cash dividend per one share declared by the issuer of any Index Constituent (being the amount payable before deduction of any withholding or deduction for or on account of any tax which would have been made by or on behalf of the issuer in respect of the dividend, but not taking into account any associated tax credit arising under the law of the jurisdiction of the issuer) and shall not include rights issues, stock dividends or any other form of non-cash dividends or rights, all as determined by the Index Sponsor. The Dividend shall include any extraordinary or bonus dividend or other cash distribution as long as such dividend or distribution does not exceed 10 per cent of the last cum-dividend Trading Price of the relevant share, all as determined by the Index Sponsor;

**“Exchange”** means, in relation to an Index Constituent, the primary exchange on which such Index Constituent is listed or traded or any successor to such exchange, as determined by the Index Sponsor (each an **“Exchange”** and together, the **“Exchanges”**);

**“Eligible Share”** means, in relation to a Selection Date and each share constituting the Selection Pool Index (and, for the avoidance of doubt, any share which has been excluded at the relevant time from the Selection Pool Index pursuant to “Index Composition Restrictions” above, may not be an Eligible Share,) any share that has a CROCI Economic Price Earnings Ratio for such Selection Date and such ratio is higher than zero on such Selection Date (each an **“Eligible Share”**, and together, the **“Eligible Shares”**);

**“Index Commencement Date”** means 1 February 1996;

**“Index Composition Restrictions”** means “Index Composition Restrictions” as set out above;

**"Index Constituent"** means, subject as provided in "Other Adjustments" below, each of the shares constituting the Index from time to time;

**"Index Reconstitution Day"** means, in relation to a Selection Date, the third Trading Day after such Selection Date;

**"Index Sponsor"** means Deutsche Bank AG London or any duly appointed successor in its capacity as sponsor of the Index;

**"Market Capitalisation"** means, in relation to any Eligible Share and a Trading Day, the Trading Price for such share on such Trading Day multiplied by the number of outstanding ordinary shares of the issuer of such Eligible Share as reported by the relevant Exchange in respect of such Eligible Share on such Trading Day;

**"Net Capital Invested" ("NCI")** means, in relation to the issuer of a share constituting the Selection Pool, an amount as determined by the CROCI Valuation Group as at the relevant time and for the relevant period for which it is required to be determined pursuant to the provisions hereof equal to the sum of the tangible fixed assets, intangible assets (such as research and development, leased assets and other depreciable intangible assets such as brands) and non-depreciable capital (such as net working capital), less accumulated depreciation, which resultant amount is then adjusted for inflation and represents the net, inflation-adjusted value of all cash spent on creating each such issuer's asset base;

**"Prior Year CROCI"** means, in respect of the issuer of a share constituting the Selection Pool and a Selection Date, the CROCI calculated in respect of the calendar year immediately preceding the calendar year during which such Selection Date falls;

**"Prior Year Debt"** means, in relation to the issuer of a share constituting the Selection Pool and a Selection Date, the value of all such issuer's debt and debt equivalents such as of pension liabilities, provisioning and items such as advance payments, which may or may not be counted as debt by the issuer, calculated in respect of the end of the calendar year immediately preceding the calendar year in which such Selection Date falls;

**"Prior Year Net Capital Invested"** means, in relation to the issuer of a share constituting the Selection Pool and a Selection Date, the Net Capital Invested, calculated in respect of the calendar year immediately preceding the calendar year in which such Selection Date falls;

**"Reinvested Dividend"** shall mean the Applicable Percentage multiplied by the Dividend;

**"Related Exchange"** means, with respect to an Index Constituent, any exchange, trading system or quotation system on which options contracts or futures contracts on such Index Constituent are traded, as determined by the Index Sponsor;

**"Selection Date"** means the first calendar day of each calendar month or, if such calendar day is not a day on which commercial banks and foreign exchange markets settle payments in London ("**London Business Day**"), the first succeeding London Business Day (each a "**Selection Date**" and together the "**Selection Dates**");

**“Selection Pool”** means the 251 shares with the highest Market Capitalisation contained in the Selection Pool Index and further excluding from these 251 shares, shares the issuers of which have a S&P GICS Sector Code specified as Financials);

**“Selection Pool Index”** means the S&P 500® Index;

**“Trading Day”** means a day (or a day which but for the occurrence of a Market Disruption Event, would have been a day) on which each Exchange is open for trading other than a day on which trading on any such Exchange is scheduled to close prior to its regular week day closing time;

**“Trading Price”**, in relation to each the Index Constituent, varies according to the Exchange of the relevant Index Constituent and means (subject as provided in “De-Listing, Merger Event, Nationalisation and Insolvency” under “Other Adjustments” below), in relation to any Trading Day, the closing auction, auction, last trade or Volume Weighted Average Price (the **“VWAP”**), as the case may be, at the Relevant Time on such Trading Day determined in accordance with the rules of the relevant Exchange. The primary exchanges (each a “Primary Exchange” of the shares constituting the Selection Pool Index as of the date of this document and their relevant Trading Prices and relevant times (each a **“Relevant Time”**) are as follows:

Primary Exchange	Relevant Time / Exchange	Relevant Time / Trading Price
New York Stock Exchange	16:00 local time American Stock Exchange	16:00 local time closing auction
NASDAQ Stock Market	16:00 local time	closing auction

If a share, in relation to which the Primary Exchange is different than those set out above, is in the future included in the Selection Pool Index and/or the Index, the Index Sponsor shall determine the Primary Exchange, the Trading Price and the Relevant Time for such share in such manner as it determines to be appropriate;

**“Trailing Twelve-month Cash Return on Capital Invested” (“Trailing Twelve-month CROCI”)** means, in relation to each issuer of a share constituting the Selection Pool and a Selection Date, the quotient of

- a) the sum of the products of
  - (i) the number of completed months in the relevant current calendar year at such Selection Date multiplied by the Current Year CROCI and
  - (ii) the number of months remaining to make up a full calendar year multiplied by the Prior Year CROCI, and
- b) 12, being the number of months in a calendar year,

which is expressed as a formula:

$$\text{Trailing 12 - month CROCI} = \frac{(M_{CY} \times \text{CROCI}_{CY}) + (M_{PY} \times \text{CROCI}_{PY})}{12}$$

Where:

$M_{CY}$  = Number of completed months elapsed in the relevant current calendar year

$CROCI_{CY}$  = Current Year CROCI

$M_{PY}$  = 12 -  $M_{CY}$

$CROCI_{PY}$  = Prior Year CROCI

**“Trailing Twelve-month Enterprise Value” (“Trailing Twelve-month EV”)** means, in relation to each issuer of a share constituting the Selection Pool and a Selection Date, the sum of:

- 1) the arithmetic average of the Market Capitalisations of such issuer on each Trading Day in the calendar month preceding the month in which the Selection Date falls (such average is the **“1 Month Trailing Market Capitalisation”**),
- 2) the product of
  - (a) the quotient of the value of any other equity capital and equity equivalents (eg. options, in the money convertibles of the issuer not represented in the Market Capitalisation of the issuer) (as numerator) and the Market Capitalisation (as denominator) (both calculated as of the last Trading Day of the preceding calendar month), and
  - (b) the 1 Month Trailing Market Capitalisation,
- 3) the product of
  - (a) the quotient of the value of non-consolidated equity holdings, joint ventures and minority interests (as numerator) and the Market Capitalisation (as denominator), both as calculated as of the last Trading Day of the preceding calendar month, and
  - (b) the 1 Month Trailing Market Capitalisation, and
- 4) the sum of
  - (a) the quotient of the number of completed months in the relevant current calendar year at such Selection Date multiplied by the Current Year Debt (as numerator) and 12, being the number of months in a calendar year (as denominator) and
  - (b) the quotient of the number of months remaining to make up a full calendar year multiplied by the Prior Year Debt (as numerator), and 12, being the number of months in a calendar year (as denominator)

which is expressed as a formula:

$$\text{Trailing 12 - month EV} = MC_T + \left( \frac{OE \times MC_T}{MC} \right) + \left( \frac{NE \times MC_T}{MC} \right) + \left( \frac{M_{CY} \times D_{CY}}{12} \right) + \left( \frac{M_{PY} \times D_{PY}}{12} \right)$$

Where:

$D_{CY}$  = Current Year Debt

$D_{PY}$  = Prior Year Debt

**MC** = Market Capitalisation

**OE** = Other equity capital and equity equivalents

**NE** = Non-consolidated equity holdings, joint ventures and minority interests

**MC<sub>T</sub>** = 1 Month Trailing Market Capitalisation

**M<sub>CY</sub>** = Number of completed months elapsed in the relevant current calendar year

**M<sub>PY</sub>** = 12 - M<sub>CY</sub>

**“Trailing Twelve-month Net Capital Invested” (“Trailing Twelve-month NCI”)** means, in relation to each share constituting the Selection Pool and a Selection Date, the quotient of

- a) the sum of the products of
  - (i) the number of completed months in the relevant current calendar year at such Selection Date multiplied by the Current Year Net Capital Invested and
  - (ii) the number of months remaining to make up a full calendar year multiplied by the Prior Year Net Capital Invested, and
- b) 12, being the number of months in the calendar year,

which is expressed formulaically as:

$$\text{Trailing 12 - month NCI} = \frac{(M_{CY} \times NCI_{CY}) + (M_{PY} \times NCI_{PY})}{12}$$

Where:

**M<sub>CY</sub>** = Number of completed months elapsed in the relevant current calendar year

**NCI<sub>CY</sub>** = Current Year Net Capital Invested

**M<sub>PY</sub>** = 12 - M<sub>CY</sub>

**NCI<sub>PY</sub>** = Prior Year Net Capital Invested

**“Weight”** means, for each Index Constituent on a Trading Day, the number of shares, or portion of a share, as applicable, of such Index Constituent contained in the Index on such Trading Day.

In making the determinations referred to above, where an issuer of any share constituting the Selection Pool has a financial year end that does not coincide with the calendar year end, then any such financial year ending on or before 30 June of the existing calendar year shall be deemed to relate to the previous calendar year and be included in the determination of the Prior Year CROCI, the Prior Year Debt and the Prior Year Net Capital Invested, while any such issuer's

financial year that ends after 30 June, but on or before 31 December of the existing calendar year, shall be deemed to relate to the current calendar year and be included in the determination of the Current Year CROCI. Current Year Debt and Current Year Net Capital Invested, and information from the CROCI Data Pool shall be used in determining the Current Year CROCI, the Current Year Debt, the Current Year Net Capital Invested, the Prior Year CROCI, the Prior Year Debt and the Prior Year Net Capital Invested accordingly.

## Part 7

### Other Adjustments

#### Adjustment of the Weights for Dividends

At the time an Index Constituent or New Index Constituent (each a “**Stock Constituent**”, as applicable) goes ex-dividend, its Weight (each a “**Stock Weight**”, as applicable) will be increased such that it will equal the product of

- (i) the last cum-dividend Stock Weight (i.e. the number (or portion) of shares it represented on the most recent cum-dividend date) for such Stock Constituent, and
- (ii) the quotient of (a) and (b), where:
  - (a) equals the last cum-dividend Trading Price of such Stock Constituent (as numerator); and
  - (b) equals (x) minus (y) (as denominator), where:
    - (x) equals the last cum-dividend Trading Price of such Stock Constituent; and
    - (y) equals the Reinvested Dividend of such Stock Constituent.

Each increased Stock Weight will be rounded to the nearest six decimal places with 0.0000005 being rounded downwards.

As a formula:

$$W_{i,t} = \left[ \frac{P_{i,(t-1)}}{(P_{i,(t-1)} - D_{i,t})} \right] \times W_{i,(t-1)}$$

where:

$W_{i,t}$	=	Stock Weight of Stock Constituent i on day t (ex-dividend date)
$P_{i,(t-1)}$	=	the last cum-dividend Trading Price of Stock Constituent i on day t-1 (the most recent cum-dividend date)
$D_{i,t}$	=	Reinvested Dividend of Stock Constituent i on day t (ex-dividend date)
$W_{i,(t-1)}$	=	the last cum-dividend Stock Weight of Stock Constituent i on day t-1 (the most recent cum-dividend date)

#### Potential Adjustment Events

Following the declaration by the issuer of a Stock Constituent (as defined under “Adjustment of the Weights for Dividends” above) of the terms of any Potential Adjustment Event, the Index Sponsor will determine whether such Potential Adjustment Event has a dilutive, concentrative or other effect on the theoretical value of the Stock Constituent and, if so, will (1) make the corresponding adjustment, if any, to the Stock Weight (as defined under “Adjustment of the Weights for Dividends” above) for such Stock Constituent and/or the formula for determining the Daily Index Closing Level and/or any of the other provisions hereof as the Index Sponsor determines appropriate to account for that dilutive,



concentrative or other effect; and (2) determine the effective date of that adjustment. The Index Sponsor may, without limitation, take into account the adjustment (if any) in respect of such Potential Adjustment Event made by a Related Exchange to options contracts or futures contracts on the relevant Stock Constituent traded on that Related Exchange when determining the appropriate adjustment.

The Stock Weight of a Stock Constituent resulting from any of the adjustments specified above will be rounded to the nearest six decimal places with 0.0000005 being rounded downwards.

As a result of the foregoing adjustments, the total number of Index Constituents comprising the Index may from time to time be more or less than forty prior to the next Index Reconstitution Day.

**“Potential Adjustment Event”** means any of the following:

- (1) a subdivision, consolidation or reclassification of the relevant Stock Constituent (unless it has resulted in a Merger Event) or a free distribution or dividend of any such Stock Constituent to existing holders by way of bonus, capitalisation or similar issue;
- (2) a distribution, issue or dividend to existing holders of the relevant Stock Constituent of (1) such Stock Constituent, or (2) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the issuer of a Stock Constituent equally or proportionately with such payments to holders of such Stock Constituent, or (3) share capital or other securities of another issuer as a result of a "spin-off" or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or in other consideration) at less than the prevailing market price as determined by the Index Sponsor;
- (3) any extraordinary or bonus dividend or other cash distribution where such dividend or distribution exceeds 10 per cent of the last cum-dividend Trading Price of the relevant Stock Constituent;
- (4) a call by the issuer of the relevant Stock Constituent in respect of such Stock Constituents that are not fully paid;
- (5) a repurchase by the issuer of a Stock Constituent or any of its affiliates of the relevant Stock Constituents whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
- (6) in respect of the issuer of a Stock Constituent, an event that results in any shareholder rights being distributed, or becoming separated from shares of common stock or other shares of the capital stock of the issuer of such Stock Constituent pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value as determined by the Index Sponsor;
- (7) any redemption of shareholder rights referred to in (6) above; and
- (8) any other event that may have, in the opinion of the Index Sponsor, a dilutive, concentrative or other effect on the theoretical value of the relevant Stock Constituent;

provided that in calculating the dilutive, concentrative or other effect of any Potential Adjustment Event, the amount or value of the Potential Adjustment

Event shall be deemed adjusted by such amount as the Index Sponsor deems appropriate to take account of any tax, duty, withholding, deduction or other charge whatsoever, including but not limited to taking into account any tax, duty, withholding, deduction or other charge either sustained or incurred by Deutsche Bank AG and/or any of its affiliates as the holder of the relevant Stock Constituent(s) or which would be sustained or incurred by Deutsche Bank AG and/or any of its affiliates were any of them the holder of the relevant Stock Constituent(s), in each case as a result of the Potential Adjustment Event.

#### **De-Listing, Merger Event, Nationalisation and Insolvency**

If a Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency occurs in relation to a Stock Constituent and/or the relevant issuer of a Stock Constituent, as the case may be, the Index Sponsor shall determine the appropriate adjustment, if any, to be made to any one or more of the provisions hereof to account for the Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency, as the case may be, and shall determine the effective date of that adjustment. The Index Sponsor may, without limitation, take into account any adjustment in respect of the Merger Event, Tender Offer, De-Listing, Nationalisation or Insolvency made by a Related Exchange to options contracts or futures contracts on the relevant Stock Constituent traded on that Related Exchange when determining the appropriate adjustment.

If a Merger Event or Tender Offer occurs in relation to a Stock Constituent or the issuer of a Stock Constituent or if a De-Listing or a Nationalisation occurs in relation to a Stock Constituent, the Index Sponsor will determine the Merger Date or effective date (each an "**Effective Date**"), if any, for such event and the Trading Price for such Stock Constituent on the Effective Date pursuant to the next paragraph.

The Trading Price for such Stock Constituent on the Effective Date will equal the last available market price on the relevant Exchange for such Stock Constituent on the Effective Date (or, if no such market price is available on the Effective Date, the last available market price on the relevant Exchange on such date as the Index Sponsor deems appropriate) as determined by the Index Sponsor and that Trading Price will be the Trading Price for such Stock Constituent up to the end of the next Index Reconstitution Day (if any).

If Insolvency occurs in relation to the issuer of a Stock Constituent, the Stock Constituent will remain part of the Index until the next Index Reconstitution Day. As long as a market price at the Relevant Time on any Trading Day is available for such Stock Constituent on the relevant Exchange, such market price will be the Trading Price of such Stock Constituent for such Trading Day, all as determined by the Index Sponsor. If such a market price is not available for a Stock Constituent in relation to any Trading Day then the Trading Price of such Stock Constituent for such Trading Day will equal zero.

**"De-Listing"** means, for any Stock Constituent, the relevant Exchange announces that pursuant to the rules of such Exchange, such Stock Constituent ceases (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason (other than a Merger Event or Tender Offer) and is not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Index Sponsor.

**"Insolvency"** means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding

affecting the issuer of a Stock Constituent (A) all the Stock Constituents of that issuer are required to be transferred to a trustee, liquidator or other similar official or (B) holders of the Stock Constituent of that issuer become legally prohibited from transferring them.

**"Merger Date"** means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Index Sponsor.

**"Merger Event"** means, in respect of any relevant Stock Constituent, any (i) reclassification or change of such Stock Constituent that results in a transfer of or an irrevocable commitment to transfer all of such Stock Constituents outstanding to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of the issuer with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which the issuer of such Stock Constituent is the continuing entity and which does not result in reclassification or change of all of such Stock Constituents outstanding), (iii) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Stock Constituents of the issuer of such Stock Constituent that results in a transfer of or an irrevocable commitment to transfer all such Stock Constituents (other than such Stock Constituents owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of the issuer of a Stock Constituent or its subsidiaries with or into another entity in which the issuer of a Stock Constituent is the continuing entity and which does not result in a reclassification or change of all such Stock Constituents outstanding but results in the outstanding Stock Constituents (other than Stock Constituents owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Stock Constituents immediately following such event.

**"Nationalisation"** means that all the Stock Constituents or all or substantially all of the assets of the issuer of Stock Constituent are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof.

**"Tender Offer"** means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the issuer of a Stock Constituent, as determined by the Index Sponsor, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Index Sponsor deems relevant.

### **Adjustments to the Selection Pool Index**

If at any time (i) the Selection Pool Index ceases to exist or (ii) in the determination of the Index Sponsor, the sponsor of the Selection Pool Index (the **“Selection Pool Index Sponsor”**) makes a material change in the formula for or the method of calculating the Selection Pool Index or in any other way materially modifies the Selection Pool Index (other than a modification described in the formula or method of maintaining the Selection Pool Index in the event of changes to constituent share and capitalisation and other routine events) or (iii) the Selection Pool Index Sponsor makes a manifest error (in the determination of the Index Sponsor) in the calculation and/or publication of the Selection Pool Index or any other factors relevant to the calculation of the Index or (iv) the Selection Pool Index Sponsor fails to calculate and/or publish the Selection Pool Index, then the Index Sponsor shall select a successor selection pool portfolio to replace the Selection Pool Index in its reasonable discretion. Should the Index Sponsor decide (which it shall, in its reasonable discretion, be entitled to do) that there is no reasonable replacement portfolio for the Selection Pool Index then the Index Sponsor may make such determinations and/or adjustments as it considers appropriate until such time (if any) as the Index Sponsor determines in its reasonable discretion that there is a suitable replacement portfolio.

### **Index Calculation - change in methodology**

The application of the methodology described herein by the Index Sponsor shall be conclusive and binding. While the Index Sponsor currently employs the above described methodology to constitute and calculate the Index and the Daily Index Closing Level, no assurance can be given that market, regulatory, juridical, financial or fiscal circumstances will not arise that would, in the view of the Index Sponsor, necessitate a modification or change of such methodology and in such circumstances the Index Sponsor shall be entitled to make such modification or change. The Index Sponsor may also make modifications to the terms of the Index and the method of calculating the Daily Index Closing Level in any manner that it may deem necessary or desirable to correct any manifest error or proven error or to cure, correct or supplement any defective provision contained herein. The Index Sponsor has no obligation to inform any person about such modification or change. The Index Sponsor will make reasonable efforts to ensure that such modifications or changes will result in a methodology that is consistent with the methodology described above.

## Part 8

### Index Calculation in case of a Market Disruption

“**Market Disruption Event**” means:

1. the occurrence or existence on any Trading Day during the one half hour period that ends at the Relevant Time for any Index Constituent:

A) of any suspension of or limitation imposed on trading (whether by reason of movements in price exceeding limits permitted by any Exchange or any Related Exchange or otherwise):

1.1. on any Exchange as a whole; or

1.2. on any Related Exchange, of any options contracts or futures contracts on or relating to the Index or any Index Constituent; or

1.3. on any exchange or trading system or quotation system (as determined by the Index Sponsor) on which any Index Constituent is listed or quoted, of such Index Constituent; or

B) of any event that disrupts or impairs (as determined by the Index Sponsor) the ability of market participants in general to effect transactions in relation to or to obtain market values for the Index or such Index Constituent on the relevant Exchange or to effect transactions in or obtain market values for options contracts or futures contracts on or relating to the Index or such Index Constituent on any Related Exchange; or

2. the closure on any Trading Day of any Exchange or any Related Exchange prior to its Scheduled Closing Time (as defined below) unless such earlier closing time is announced by such Exchange or such Related Exchange, as the case may be, at least one hour prior to (aa) the actual closing time for the regular trading session on such Exchange or such Related Exchange on such Trading Day or, if earlier, (bb) the submission deadline (if applicable) for orders to be entered into such Exchange or such Related Exchange system for execution at the Relevant Time on such Trading Day. A “**Scheduled Closing Time**” is the scheduled weekday closing time of the relevant Exchange or Related Exchange, without regard to after hours or any other trading outside of the regular trading session hours; or

3. a general moratorium is declared in respect of banking activities in the country in which any Exchange in relation to any Index Constituent is located,

if, in the determination of the Index Sponsor, any of the foregoing is material and, in determining what is “material”, the Index Sponsor may have regard to such circumstances as it in its reasonable discretion deems appropriate.

Upon the occurrence of a Market Disruption Event, the Daily Index Closing Level shall not be calculated (subject as provided above in “Index Calculation on an Index Reconstitution Day”), provided that if the Market Disruption Event continues for a period of eight Trading Days then the Index Sponsor shall calculate the Daily Index Closing Level having regard to the then prevailing market conditions, the last reported Trading Price of each relevant Index Constituent and such other conditions that the Index Sponsor determines relevant for the calculation of the Daily Index Closing Level.

## Part 9

### Current Weights and Daily Index Closing Level

The Daily Index Closing Level as of 12 July 2004 equalled 4063.41. The Index was back-calculated on a hypothetical basis from 1 February 1996 to 31 January 2004.

The Index Constituents and their respective Weights at 12 July 2004 are shown below.

Name	Weight	Country
ALLTEL CORP	2.038773	UNITED STATES OF AMERICA
ALTRIA GROUP	2.062759	UNITED STATES OF AMERICA
ANADARKO PETE	1.672049	UNITED STATES OF AMERICA
APACHE CORP	2.212182	UNITED STATES OF AMERICA
ARCHER-DANIELS	6.170752	UNITED STATES OF AMERICA
AT&T CORP	6.979684	UNITED STATES OF AMERICA
BELLSOUTH CORP	3.959997	UNITED STATES OF AMERICA
BEST BUY CO INC	2.027392	UNITED STATES OF AMERICA
BRISTOL MYERS SQ	4.25676	UNITED STATES OF AMERICA
CENDANT CP	4.209189	UNITED STATES OF AMERICA
CHEVRONTEXACO	1.088335	UNITED STATES OF AMERICA
CONOCOPHILLIPS	1.314385	UNITED STATES OF AMERICA
DEVON ENERGY	1.477466	UNITED STATES OF AMERICA
FIRSTENERGY	2.681804	UNITED STATES OF AMERICA
GAP INC	4.33109	UNITED STATES OF AMERICA
GENERAL MOTORS	2.299729	UNITED STATES OF AMERICA
HEWLETT-PACKARD	5.019447	UNITED STATES OF AMERICA
HOME DEPOT INC	2.905543	UNITED STATES OF AMERICA
INGERSOLL-RAND	1.564042	UNITED STATES OF AMERICA
J C PENNEY CO	2.808451	UNITED STATES OF AMERICA
JOHNSON CONTROLS	1.973874	UNITED STATES OF AMERICA
JOHNSON&JOHNSON	1.864918	UNITED STATES OF AMERICA
MARATHON OIL	2.741817	UNITED STATES OF AMERICA
MASCO CORP	3.301753	UNITED STATES OF AMERICA
MCDONALDS CORP	3.849129	UNITED STATES OF AMERICA
MCKESSON CORP	3.318995	UNITED STATES OF AMERICA
MERCK & CO	2.19594	UNITED STATES OF AMERICA
NEXTEL COMMS	3.852045	UNITED STATES OF AMERICA
NIKE INC CL B	1.353034	UNITED STATES OF AMERICA
NORFOLK SOUTHERN	3.981754	UNITED STATES OF AMERICA
OCCIDENTAL PETE	2.099381	UNITED STATES OF AMERICA
PACCAR INC	1.831005	UNITED STATES OF AMERICA
PPG IND	1.678673	UNITED STATES OF AMERICA
PUBL SVC ENTER	2.564145	UNITED STATES OF AMERICA
SARA LEE CORP	4.402338	UNITED STATES OF AMERICA
TJX CO INC	4.217918	UNITED STATES OF AMERICA
UNOCAL CORP DEL	2.650352	UNITED STATES OF AMERICA
WELLPNT HLTH NET	0.922395	UNITED STATES OF AMERICA
WYETH	2.837444	UNITED STATES OF AMERICA
XEROX CORP	7.347832	UNITED STATES OF AMERICA

## Historical Daily Index Closing Levels

Period	High Date	Level	Low Date	Level
1997	05/12/1997	1,679.50	02/01/1997	1,197.97
1998	29/12/1998	2,050.78	09/01/1998	1,603.69
1999	02/07/1999	2,555.12	17/02/1999	2,014.34
2000	28/12/2000	2,895.66	07/03/2000	1,904.87
2001	21/05/2001	3,248.96	26/09/2001	2,694.91
2002	19/03/2002	3,387.79	09/10/2002	2,396.39
2003	31/12/2003	3,856.40	12/03/2003	2,583.58
2004	23/06/2004	4,190.67	09/01/2004	3,842.17
May-03	30/05/2003	3,152.07	01/05/2003	2,885.96
Jun-03	18/06/2003	3,326.19	02/06/2003	3,180.69
Jul-03	08/07/2003	3,329.60	17/07/2003	3,237.45
Aug-03	29/08/2003	3,375.02	05/08/2003	3,186.47
Sep-03	03/09/2003	3,425.85	26/09/2003	3,309.15
Oct-03	31/10/2003	3,501.72	01/10/2003	3,385.20
Nov-03	28/11/2003	3,608.39	04/11/2003	3,486.33
Dec-03	31/12/2003	3,856.40	03/12/2003	3,640.05
Jan-04	26/01/2004	3,967.93	09/01/2004	3,842.17
Feb-04	27/02/2004	4,035.02	04/02/2004	3,893.20
Mar-04	05/03/2004	4,097.82	24/03/2004	3,914.84
Apr-04	27/04/2004	4,155.14	30/04/2004	4,043.12
May-04	05/05/2004	4,104.38	10/05/2004	3,928.15
Jun-04	23/06/2004	4,190.67	01/06/2004	4,029.19

Date	Daily Index Closing Level	Daily Index Closing Level	Daily Index Closing Level
09/06/2004	4070.75	21/06/2004	4122.58
10/06/2004	4097.48	22/06/2004	4134.60
11/06/2004	4097.48	23/06/2004	4190.67
14/06/2004	4054.93	24/06/2004	4154.70
15/06/2004	4093.33	25/06/2004	4146.64
16/06/2004	4109.94	28/06/2004	4124.02
17/06/2004	4118.62	29/06/2004	4130.93
18/06/2004	4130.21	30/06/2004	4151.03
		01/07/2004	4084.38
		02/07/2004	4064.78
		05/07/2004	4064.78
		06/07/2004	4056.43
		07/07/2004	4067.76
		08/07/2004	4033.42
		09/07/2004	4059.77
		12/07/2004	4063.41

Source: Deutsche Bank AG

The Index has been retrospectively calculated by the Index Sponsor on a hypothetical basis, using the same methodology as described above. The Index has been calculated on a live basis since 31 January 2004. All prospective investors should be aware that a retrospective calculation means that no actual investment which allowed a tracking of the performance of the Index was possible at any time during the period of the retrospective calculation and that as a result the comparison is purely hypothetical. The methodology and the strategy used for the calculation and retrospective calculation of the Index were developed with the advantage of hindsight. In reality it is not possible to invest with the advantage of hindsight and therefore this performance comparison is purely theoretical.

**Further Information Relating to the Index**

All calculations above are based on information obtained from various publicly available sources. The Index Sponsor has relied on these sources and not independently verified the information extracted from these sources.

The Index Sponsor, through its affiliates, maintains an internet site at the following address where further information may be available in respect of the Index: [www.db-xm.com](http://www.db-xm.com). Information on the calculation of the Index and on any change to the composition of the Index will be promptly recorded and will be made available upon written request to the Index Sponsor.



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