

*This document constitutes a supplement (the "**Supplement**") within the meaning of Article 23 (1) of Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") to the base prospectus of DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main (the "**Issuer**") in respect of non-equity securities (the "**Covered Notes Issuance Programme Prospectus**" or the "**Prospectus**").*

This Supplement is supplemental to and should be read in conjunction with the Prospectus as supplemented by a Supplement dated 5 July 2021 (the "**Supplemented Prospectus**").

Supplement No.2 dated 11 October 2021
to the Covered Notes Issuance Programme Prospectus dated 4 June 2021



DZ BANK AG
Deutsche Zentral-Genossenschaftsbank,
Frankfurt am Main

Frankfurt am Main, Federal Republic of Germany

as Issuer

Covered Notes Issuance Programme (the "Programme")

The Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Law of 16 July 2019 on Prospectuses for Securities (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Law**") to approve this Supplement and to provide the competent authorities in the Federal Republic of Germany, the Republic of Austria, the Kingdom of the Netherlands and Ireland with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation (each a "**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of DZ BANK AG (www.dzbank.de).

RESPONSIBILITY STATEMENT

DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main ("**DZ BANK**", "**DZ BANK AG**" or the "**Issuer**") is solely responsible for the information given in this Supplement. The Issuer hereby declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and that this Supplement makes no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning when used in this Supplement.

This Supplement shall only be distributed in connection with the Supplemented Prospectus. It should only be read in conjunction with the Supplemented Prospectus. Full information on the Issuer and any Tranche (as defined in the Prospectus) of covered notes (the "**Covered Notes**") is only available on the basis of the combination of this Supplement, the Supplemented Prospectus and the relevant Final Terms.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Supplemented Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which may affect the assessment of the Covered Notes to be issued under this Programme since the publication of the Supplemented Prospectus.

The Issuer has confirmed to the Dealers that the Supplemented Prospectus and this Supplement contain all information with regard to the Issuer and the Covered Notes which is material in the context of the Programme and the issue and offering of Covered Notes thereunder; that the information contained therein with respect to the Issuer and the Covered Notes is accurate in all material respects and is not misleading; that any opinions and intentions expressed therein with respect to the Issuer and the Covered Notes are honestly held; that there are no other facts with respect to the Issuer or the Covered Notes the omission of which would make the Supplemented Prospectus and this Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading and that the Issuer has made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Supplemented Prospectus as supplemented by this Supplement or any other document entered into or any other information supplied by the Issuer in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

Neither the Arranger nor any of the Dealers, any financial intermediaries or any other person mentioned in the Supplemented Prospectus as supplemented by this Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus as supplemented by this Supplement or any Final Terms or any other document incorporated therein by reference, and, accordingly and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy or completeness of the information contained in any of these documents.

The Supplemented Prospectus as supplemented by this Supplement as well as any Final Terms reflect the status as at their respective dates of issue. The delivery of the Supplemented Prospectus as supplemented by this Supplement and any Final Terms and the offering, sale or delivery of any Covered Notes may not be taken as an implication that the information contained in such documents is accurate and complete subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since such date or that any other information supplied in connection with the Programme is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

RIGHT TO WITHDRAW

In accordance with Article 23 (2a) of the Prospectus Regulation, where the Supplemented Prospectus as supplemented by this Supplement relates to an offer of Covered Notes to the public, investors who had already agreed to purchase or subscribe for the Covered Notes before this Supplement was published and where the Covered Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within three working days after the publication of this Supplement, beginning on 12 October 2021 and ending on 14 October 2021, to withdraw their acceptances. Investors wishing to exercise the right of withdrawal may contact the Issuer under the email address *Widerruf@dzbank.de*. The final date of the right of withdrawal will be 14 October 2021.

CAUSAL FACTOR FOR THE SUPPLEMENT

The significant new factor on the basis of which this Supplement has been prepared is the change to the issuer rating of DZ BANK from Aa1 to Aa2 by Moody's Deutschland GmbH as of 1 October 2021 (the "**causal factor for the Supplement**"). The causal factor for the Supplement, therefore, took effect on 1 October 2021.

I. Replacement information pertaining to the section "RISK FACTORS"

The 2nd paragraph under the heading "RISK FACTORS SPECIFIC AND MATERIAL TO THE ISSUER – 1.3 Overarching bank-related risk factors – 1.3.1 Issuer Risk" on page 18 of the Supplemented Prospectus shall be replaced by the following:

"This could manifest itself for example by a rapid downgrade of DZ BANK's rating (issuer rating). Should DZ BANK's issuer rating fall below the level considered as an investment grade rating, then this could be seen as an indicator of a heightened threat of insolvency. If a rating agency assigns an investment grade rating to the issuer risk, this can be understood in principle to mean that the rating agency only sees a limited default risk in relation to the Issuer in question. At the beginning of the fourth quarter of the 2021 fiscal year, the major rating agencies S&P Global Ratings Europe Limited (Germany branch)¹ ("**S&P**"), Moody's Deutschland GmbH² ("**Moody's**") and Fitch Ratings – a branch of Fitch Ratings Ireland Limited³ ("**Fitch**") assign DZ BANK an issuer rating which is, with respect to S&P, in the third-highest, and with respect to Moody's and Fitch, in the respective second-highest investment grade category. Two rating changes in the fiscal year 2021 preceded the current rating situation: in the second quarter, S&P lowered the rating of DZ BANK by one notch and changed the outlook associated therewith from negative to stable. The reason for that was a dampened view on the German banking market taken as a whole. From S&P's point of view there exists a long-term pressure on the profitability of German banks stemming from structural deficits like a high cost basis, increasing risks resulting from a technological disruption of the market and the continuing low interest rates.

At the beginning of the fourth quarter of the 2021 fiscal year also Moody's lowered the issuer rating of DZ BANK by one notch. At the same time, the outlook was changed from negative to stable. The reason for the downgrade is an amended view of the future prospects of the Cooperative Financial Services Network (*Genossenschaftliche FinanzGruppe*) Volksbanken Raiffeisenbanken as a whole. Moody's considers the unfavourable interest environment as a challenge for profitability and productivity.

Moody's' assessment of DZ BANK did not change. Because of the amended view on the Cooperative Financial Services Network (*Genossenschaftliche FinanzGruppe*) Volksbanken Raiffeisenbanken the ability to support the DZ BANK is considered to be lower than before. The consequence is a downgrade by one notch. The rating of Fitch was confirmed in the second quarter of the fiscal year 2021 and is unchanged since then; the outlook was raised from negative to stable.

Even after the downgrade by S&P and Moody's the rating of DZ BANK still remains in the investment grade category, which is also the case with respect to the rating by Fitch."

The 2nd paragraph under the heading "RISK FACTORS SPECIFIC AND MATERIAL TO THE ISSUER – 1.3 Overarching bank-related risk factors – 1.3.3 Rating downgrades" on page 20 of the Supplemented Prospectus shall be replaced by the following:

"At the beginning of the fourth quarter of the fiscal year 2021, DZ BANK holds an issuer rating which is, with respect to S&P, in the third-highest, and with respect to Moody's and Fitch, in the respective second-highest category of Investment Grade sector from the Rating Agencies. Two rating changes in the fiscal year 2021 preceded the current rating situation: in the second quarter, S&P lowered the rating of DZ BANK by one notch and changed the outlook associated therewith from negative to stable. The reason for that was a dampened view on the German banking market taken as a whole. From S&P's point of view there exists a long-term pressure on the profitability of German banks stemming from structural deficits like a high cost basis, increasing risks resulting from a technological disruption of the market and the continuing low interest rates.

At the beginning of the fourth quarter of the 2021 fiscal year, also Moody's lowered the issuer rating of DZ BANK by one notch; the outlook was changed from negative to stable. The reason for the downgrade is an amended view by Moody's of the future prospects of the Cooperative Financial

¹ S&P is based in the European Community and, in accordance with Directive (EC) No. 1060/2009 of the European Parliament and Council of 16 September 2009 on rating agencies, was registered on 31 October 2011.

² Moody's is based in the European Community and, in accordance with Directive (EC) No. 1060/2009 of the European Parliament and Council of 16 September 2009 on rating agencies, was registered on 31 October 2011.

³ Fitch is based in the European Community and, in accordance with Directive (EC) No. 1060/2009 of the European Parliament and Council of 16 September 2009 on rating agencies, was registered on 31 October 2011.

Services Network (*Genossenschaftliche FinanzGruppe*) Volksbanken Raiffeisenbanken with respect to profitability and productivity.

It cannot be ruled out that S&P, Fitch and Moody's will lower the ratings of DZ BANK and possibly of its subsidiaries further. Even after a further downgrade by one notch the rating of DZ BANK would still remain in the investment grade category. Fitch, however, confirmed the rating of DZ BANK in the second quarter of the fiscal year 2021 and raised the outlook from negative to stable."

II. Replacement information pertaining to the section "DZ BANK AG DEUTSCHE ZENTRAL-GENOSSENSCHAFTSBANK, FRANKFURT AM MAIN"

The 2nd paragraph under the heading "INFORMATION ABOUT DZ BANK – *Issuer Credit Ratings*" on page 37 of the Supplemented Prospectus shall be replaced by the following:

"The ratings assigned to DZ BANK by the Rating Agencies are as follows:"

The 5th paragraph under the heading "INFORMATION ABOUT DZ BANK – *Issuer Credit Ratings*" on page 37 of the Supplemented Prospectus shall be replaced by the following:

"Moody's: Issuer rating: Aa2
 short-term rating: P-1"

NAMES AND ADDRESSES

Issuer

DZ BANK AG
Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main
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60325 Frankfurt am Main
Federal Republic of Germany

Fiscal Agent

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German Fiscal Agent

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Listing and Paying Agent in the Grand Duchy of Luxembourg

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