

*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 "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Supplement is supplemental to and must be read in conjunction with the Prospectus. Therefore, with respect to future issues of Notes (as defined below) under the Programme, references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Supplement.

Supplement No.1 dated 17 June 2025
to the Debt Issuance Programme Prospectus dated 30 May 2025



DZ BANK AG
Deutsche Zentral-Genossenschaftsbank,
Frankfurt am Main

Frankfurt am Main, Federal Republic of Germany

as Issuer

DZ BANK AG Debt Issuance Programme (the "Programme")

The Issuer (as defined below) 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.luxse.com) 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 Prospectus have the same meaning when used in this Supplement.

This Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus. Full information on the Issuer and any Tranche (as defined in the Prospectus) of notes (the "**Notes**") is only available on the basis of the combination of this Supplement, the 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 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 Prospectus which may affect the assessment of the Notes to be issued under this Programme since the publication of the Prospectus.

The Issuer has confirmed to the Dealers that the Prospectus and this Supplement contain all information with regard to the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder; that the information contained therein with respect to the Issuer and the 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 Notes are honestly held; that there are no other facts with respect to the Issuer or the Notes the omission of which would make the 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 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 Prospectus as supplemented by this Supplement, excluding the Issuer, is responsible for the information contained in the 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 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 Prospectus as supplemented by this Supplement and any Final Terms and the offering, sale or delivery of any 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 (2) of the Prospectus Regulation, where the Prospectus as supplemented by this Supplement relates to an offer of Notes to the public, investors who had already agreed to purchase or subscribe for the Notes before this Supplement was published and where the 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 18 June 2025 and ending on 24 June 2025, to withdraw their acceptances. As the information in this Supplement relates only to the D4. Terms and Conditions of Fixed to Fixed Rate Subordinated Notes, the right of investors to withdraw their acceptances shall, in accordance with Article 23 (4) of the Prospectus Regulation, only apply to issues of such Notes and not to any other issue of securities under the Prospectus. 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 24 June 2025.

CAUSAL FACTOR FOR THE SUPPLEMENT

This Supplement has been prepared in order to amend a particular clause contained in a certain set of terms of conditions of the Notes included in the Prospectus.

I. Replacement information pertaining to the section "TERMS AND CONDITIONS OF THE NOTES (ENGLISH LANGUAGE VERSION)" - "D. TERMS AND CONDITIONS OF SUBORDINATED NOTES" - "D4. Terms and Conditions of Fixed to Fixed Rate Subordinated Notes"

The sub-paragraph (1) under the heading "**§ 2 Interest**" on page 254 of the Prospectus shall be replaced by the following:

"(1) *Rate of Interest.* Subject to § 4 sub-paragraph (1) (if the Final Terms specify the option of early redemption by the Issuer) or § 4 sub-paragraph (2) of these Terms and Conditions, the Notes will bear interest on the Specified Denomination from and including the interest commencement date as specified in the Final Terms (the "**Interest Commencement Date**") to the last Fixed Interest Payment Date for the First Period of Interest (the "**First Period of Interest**") initially at the First Fixed Rate of Interest pursuant to sub-paragraph (2) and, subsequently, from and including the last Fixed Interest Payment Date for the First Period of Interest as defined in sub-paragraph (2) up to but excluding the Maturity Date pursuant to § 3 of these Terms and Conditions at the Second Fixed Rate of Interest pursuant to sub-paragraph (3)."

II. Replacement information pertaining to the section "TERMS AND CONDITIONS OF THE NOTES - GERMAN LANGUAGE TRANSLATION (DEUTSCHE ÜBERSETZUNG DER ANLEIHEBEDINGUNGEN)" - "D. ANLEIHEBEDINGUNGEN FÜR NACHRANGIGE SCHULDVERSCHREIBUNGEN" - "D4. Anleihebedingungen für fest- zu fest verzinsliche Nachrangige Schuldverschreibungen"

The sub-paragraph (1) under the heading "**§ 2 Zinsen**" on page 480 of the Prospectus shall be replaced by the following:

"(1) *Zinssatz.* Die Schuldverschreibungen werden, vorbehaltlich § 4 Absatz (1) (wenn in den Endgültigen Bedingungen die Möglichkeit einer vorzeitigen Rückzahlung durch die Emittentin angegeben ist) oder § 4 Absatz (2) dieser Anleihebedingungen, bezogen auf die Festgelegte Stückelung ab dem in den Endgültigen Bedingungen angegebenen Verzinsungsbeginn (der "**Verzinsungsbeginn**") (einschließlich) bis zum letzten Festen Zinszahlungstag für die Erste Zinsperiode (die "**Erste Zinsperiode**") anfänglich mit dem Ersten Festen Zinssatz gemäß Absatz (2) und, daran anschließend, ab dem in Absatz (2) definierten letzten Festen Zinszahlungstag für die Erste Zinsperiode mit dem Zweiten Festen Zinssatz gemäß Absatz (3) bis zu dem Endfälligkeitstag gemäß § 3 dieser Anleihebedingungen (ausschließlich) verzinst."

NAMES AND ADDRESSES

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Arranger

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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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