

First Supplement dated 18 December 2019 to the Debt Issuance Programme Prospectus dated 26 June 2019

This document constitutes a supplement (the "**Supplement**") for the purposes of Article 13 paragraph 1 of the Luxembourg Law on prospectuses for securities dated 10 July 2005, as amended (*Loi relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Law**") in connection with Article 46 paragraph 3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, and should be read in conjunction with the base prospectus dated 26 June 2019 (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**") : (i) the base prospectus of Deutsche Bahn Aktiengesellschaft in respect of non-equity securities within the meaning of Article 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("**Non-Equity Securities**") and (ii) the base prospectus of Deutsche Bahn Finance GmbH in respect of Non-Equity Securities.



Deutsche Bahn Aktiengesellschaft
(Berlin, Federal Republic of Germany)
as Issuer and as Guarantor

for Notes issued by

Deutsche Bahn Finance GmbH
(Berlin, Federal Republic of Germany)
as Issuer

€ 25,000,000,000 Debt Issuance Programme

(the "**Programme**")

Each Issuer has requested the *Luxembourg Commission de Surveillance du Secteur Financier* ("**CSSF**") to provide the competent authority in the Federal Republic of Germany and the Republic of Austria with a certificate of approval attesting that the Supplement has been drawn up in accordance with the Luxembourg Law ("**Notification**"). Each Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

Right to withdraw

Investors who have already agreed to purchase or subscribe for Notes of any tranche to be issued under the Programme prior to publication of this Supplement are entitled to withdraw their purchase orders pursuant to Article 13 paragraph 2 of the Luxembourg Law within two working days after the publication of this Supplement, that means until and including 20 December 2019. A withdrawal, if any, is to be addressed to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

This Supplement has been approved by the CSSF, has been filed with said authority and will be published (including the documents incorporated thereto by reference) in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu). It is valid as long as the Prospectus is valid.

Deutsche Bahn Aktiengesellschaft and Deutsche Bahn Finance GmbH (each an "**Issuer**" and together, the "**Issuers**") are solely responsible for the information given in this Supplement.

To the best of the knowledge of the Issuers (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning when used in this Supplement. All references in the Prospectus to "the Prospectus", "this Prospectus" or any other similar expression, in particular regarding confirmations and representations as to the information contained therein, shall be deemed to also refer to this Supplement.

This Supplement shall only be distributed in connection with and shall be read in conjunction with the Prospectus. 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 on pages 3 to 19 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

Supplemental Information

The purpose of this Supplement is, inter alia, to incorporate by reference the unaudited Interim Reports of each Issuer for the period from 1 January to 30 June 2019. The Issuers therefore disclose the following changes to the Prospectus:

I. Changes relating to the section "Notice"

Page 3

The paragraph under the heading "BENCHMARKS REGULATION – STATEMENT IN RELATION TO ADMINISTRATOR'S REGISTRATION" shall be deleted in its entirety and replaced as follows:

"BENCHMARKS REGULATION – STATEMENT IN RELATION TO ADMINISTRATOR'S REGISTRATION –
Interest amounts payable on Notes with a floating rate of interest ("**Floating Rate Notes**") will be calculated by reference to a specific benchmark which will be provided by an administrator. As at the date of this Prospectus, the specific benchmark applicable to an issue of Floating Rate Notes has not yet been determined. However, interest amounts payable under Floating Rate Notes issued under the Programme may be calculated by reference to e.g. the (i) Euro Interbank Offered Rate ("**EURIBOR**") which is provided by the European Money Markets Institute ("**EMMI**"), (ii) Hong Kong Interbank Offered Rate (HIBOR) which is provided by the Treasury Markets Association ("**TMA**"), (iii) London Interbank Offered Rate ("**LIBOR**") which is provided by the ICE Benchmark Administration ("**IBA**"), (iv) Norwegian Interbank Offered Rate (NIBOR) which is provided by the Norwegian Financial References AS ("**NoRe**"), (v) Singapore Interbank Offered Rate (SIBOR) which is provided by ABS Benchmarks Administration Co Pte Ltd ("**ABS**"), (vi) Stockholm Interbank Offered Rate (STIBOR) which is provided by the Swedish Bankers' Association ("**SBA**"), (vii) Tokyo Interbank Offered Rate (TIBOR) which is provided by the Japanese Bankers' Association TIBOR Administration ("**JBATA**"), (viii) Canadian Dollar Offered Rate (CDOR) which is provided by Refinitiv Benchmark Services (UK) Limited ("**RBSL**"), or (ix) or another benchmark. As at the date of this Prospectus, only EMMI, IBA and RBSL appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (the "**ESMA**") pursuant to Article 36 of the Benchmarks Regulation (EU) 2016/1011 of the European Parliament and the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 (the "**Benchmarks Regulation**"). As far as the Issuers are aware, the transitional provisions in Article 51 of the Benchmarks Regulation apply, so that TMA, NoRe, ABS, SBA and JBATA are not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence)."

II. Changes relating to the Summary

(1) Page 11

On page 11 *et seq.* of the Prospectus, in "Section B - Issuer" in the section relating to Deutsche Bahn Aktiengesellschaft, element B.12 shall be deleted in its entirety and replaced by the following:

"

B.12 Selected historical financial information key	<p>The following table sets out selected financial information, which has been extracted from the audited consolidated financial statements (prepared in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS")) of DB AG as of, and for the fiscal year of DB AG ended on, 31 December 2018 and the unaudited consolidated interim financial statements (prepared in accordance with IFRS) of DB AG as of, and for the first half year of the financial year of DB AG ended on, 30 June 2019.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;"></th><th style="text-align: center;">As of 30 June 2019</th><th style="text-align: center;">As of 31 December 2018</th><th style="text-align: center;">As of 31 December 2017</th></tr> <tr> <th style="text-align: center;"></th><th style="text-align: center;">€ million* (unaudited)</th><th style="text-align: center;">€ million* (audited)</th><th style="text-align: center;">€ million* (audited)</th></tr> </thead> <tbody> <tr> <td>Non-current assets</td><td style="text-align: center;">51,367</td><td style="text-align: center;">46,646</td><td style="text-align: center;">45,625</td></tr> <tr> <td>Current assets</td><td style="text-align: center;">12,423</td><td style="text-align: center;">11,881</td><td style="text-align: center;">10,811</td></tr> <tr> <td>Equity</td><td style="text-align: center;">12,804</td><td style="text-align: center;">13,592</td><td style="text-align: center;">14,238</td></tr> <tr> <td>Total assets</td><td style="text-align: center;">63,790</td><td style="text-align: center;">58,527</td><td style="text-align: center;">56,436</td></tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;"></th><th style="text-align: center;">1 January 2018 to 31 December 2018</th><th style="text-align: center;">1 January 2017 to 31 December 2017</th></tr> <tr> <th style="text-align: center;"></th><th style="text-align: center;">€ million* (audited)</th><th style="text-align: center;">€ million* (audited)</th></tr> </thead> <tbody> <tr> <td>Revenues</td><td style="text-align: center;">44,065</td><td style="text-align: center;">42,693</td></tr> <tr> <td>Profit before taxes on income</td><td style="text-align: center;">1,172</td><td style="text-align: center;">968</td></tr> <tr> <td>Net profit for the year</td><td style="text-align: center;">542</td><td style="text-align: center;">765</td></tr> <tr> <td>Cash flow from operating activities</td><td style="text-align: center;">3,371</td><td style="text-align: center;">2,329</td></tr> </tbody> </table> <p>* The figures have been rounded.</p>		As of 30 June 2019	As of 31 December 2018	As of 31 December 2017		€ million* (unaudited)	€ million* (audited)	€ million* (audited)	Non-current assets	51,367	46,646	45,625	Current assets	12,423	11,881	10,811	Equity	12,804	13,592	14,238	Total assets	63,790	58,527	56,436		1 January 2018 to 31 December 2018	1 January 2017 to 31 December 2017		€ million* (audited)	€ million* (audited)	Revenues	44,065	42,693	Profit before taxes on income	1,172	968	Net profit for the year	542	765	Cash flow from operating activities	3,371	2,329			
	As of 30 June 2019	As of 31 December 2018	As of 31 December 2017																																											
	€ million* (unaudited)	€ million* (audited)	€ million* (audited)																																											
Non-current assets	51,367	46,646	45,625																																											
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		1 January 2019 to 30 June 2019	1 January 2018 to 30 June 2018
		€ million* (unaudited)	€ million* (unaudited)
Revenues		22,014	21,555
Profit before taxes on income		277	560
Net profit		205	562
Cash flow from operating activities		1,386	1,294

* The figures have been rounded.

"

(2) Page 12

On page 12 of the Prospectus, in "Section B - Issuer" in the section relating to Deutsche Bahn Aktiengesellschaft, element B.13 shall be deleted in its entirety and replaced by the following:

B.13	Recent Events	<p>In Spring of 2019, Deutsche Bahn has launched a process to explore a potential divestment of DB Arriva, including by way of an initial public offering (IPO).</p> <p>In October 2019 and for the first time ever, Deutsche Bahn Finance has issued € 2 billion of undated hybrid capital, which is guaranteed by DB AG.</p> <p>In November 2019, the Supervisory Board of DB AG approved a new Management Board structure. As of 1 January 2020, the newly created Board Division Freight Transport will be taken over by Dr. Sigrid Nikutta. At the same time the Finance, Freight Transport and Logistics division will be renamed to Finance and Logistics. It will also include the responsibilities for the business units DB Schenker and DB Arriva.</p> <p>Alexander Doll, Member of the Management Board for Finance, Freight Transport and Logistics, will leave DB AG as of 31 December 2019. Dr. Levin Holle was appointed as his successor as of 1 February 2020 in the Supervisory Board meeting on 11 December 2019.</p>
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(3) Page 12

On page 12 of the Prospectus, in "Section B - Issuer" in the section relating to Deutsche Bahn Aktiengesellschaft, element B.17 shall be deleted in its entirety and replaced by the following:

"

B.17	Recent Events	In October 2019, S&P Global Ratings Europe Limited (" Standard & Poor's ") ^{1,2} raised the long-term credit rating of DB AG by one notch to "AA" and confirmed the "stable" outlook. In October 2019, Moody's Investors Service Ltd. (" Moody's ") ^{2,3} affirmed DB AG's long-term credit rating of "Aa1". The outlook was revised to "negative". ⁴ The Notes have [not] been rated [[insert rating]] by [insert rating agency]].
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¹ Standard & Poor's is established in the European Union and registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended from time to time (the "**CRA Regulation**").

² The European Securities and Markets Authority ("**ESMA**") publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 of the CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

³ Moody's is established in the European Union and is registered pursuant to the CRA Regulation.

⁴ A credit rating assesses the creditworthiness of an entity and informs an investor about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

(4) Page 14

On page 14 et seq. of the Prospectus, in "Section B - Issuer" in the section relating to Deutsche Bahn Finance, element B.12 shall be deleted in its entirety and replaced by the following:

"

B.12	Selected historical key financial information	<p>The following table sets out selected financial information, which has been extracted from the audited financial statements (prepared in accordance with the German Commercial Code (<i>Handelsgesetzbuch</i>; ("HGB")) of Deutsche Bahn Finance as of, and for the fiscal year of Deutsche Bahn Finance ended on, 31 December 2018 and the unaudited interim financial statements (prepared in accordance with the HGB) of Deutsche Bahn Finance as of, and for the first half year of the financial year of Deutsche Bahn Finance ended on, 30 June 2019.</p>			
			As of 30 June 2019	As of 31 December 2018	As of 31 December 2017
			€ million* (unaudited)	€ million* (audited)	€ million* (audited)
	Non-current assets		21,555.27	20,798.54	19,698.54
	Current assets		335.0	304.29	351.23
	Liabilities		21,786.61	21,019.45	19,965.66
	Issued share capital		0.10	0.10	0.10
	Retained earnings		64.03	64.03	64.03
			1 January 2018 to 31 December 2018	1 January 2017 to 31 December 2017**	
			€ million* (audited)	€ million* (audited)	
	Net result after taxation		11.07	11.07	
	Profits transferred according to profit and loss transfer agreement		-11.07	-4.37	
	Profit for the period		0	6.70	
	* The figures have been rounded.				
	** The numbers for the period from 1 January to 31 December 2017 consist of the consolidated calculation of two short fiscal years. The numbers for the period 1 January to 31 August 2017 were translated from Dutch GAAP into German accounting standards according to HGB and the numbers for the period 1 September to 31 December 2017 were calculated according to HGB.				

		1 January 2019 to 30 June 2019	1 January 2018 to 30 June 2018
		€ million* (unaudited)	€ million* (unaudited)
	Net result after taxation	17.80	5.49
	Profits transferred according to profit and loss transfer agreement	0	0
	Profit for the period	17.80	5.49

* The figures have been rounded.

	Material adverse change in the prospects of the Issuer	There has been no material adverse change in the prospects of Deutsche Bahn Finance since 31 December 2018.
"	Significant changes in the financial or trading position of the Issuer	Not applicable. There has been no significant change in the financial or trading position of Deutsche Bahn Finance since 30 June 2019.

III. Changes to the German Translation of the Summary

(1) Page 32

On page 32 of the Prospectus, in "Abschnitt B - Emittentin" in the section relating to Deutsche Bahn Aktiengesellschaft, element B.12 shall be deleted in its entirety and replaced by the following:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen	Die folgende Übersicht zeigt ausgewählte Finanzinformationen, die dem geprüften konsolidierten Jahresabschluss (gemäß International Financial Reporting Standards in der von der EU angenommenen Fassung ("IFRS") erstellt) der DB AG zum 31. Dezember 2018 und für das am 31. Dezember 2018 zu Ende gegangene Geschäftsjahr der DB AG und dem nicht geprüften konsolidierten Zwischenabschluss (gemäß IFRS erstellt) der DB AG zum 30. Juni 2019 und für das am 30. Juni 2019 zu Ende gegangene erste Halbjahr des Geschäftsjahrs der DB AG entnommen wurden.				
			Zum 30. Juni 2019	Zum 31. Dezember 2018	Zum 31. Dezember 2017	
			Mio. EUR* (ungeprüft)	Mio. EUR* (geprüft)	Mio. EUR* (geprüft)	
	Langfristige Vermögenswerte		51.367	46.646	45.625	
	Kurzfristige Vermögenswerte		12.423	11.881	10.811	
	Eigenkapital		12.804	13.592	14.238	
	Bilanzsumme		63.790	58.527	56.436	
			1. Januar 2018 bis 31. Dezember 2018	1. Januar 2017 bis 31. Dezember 2017		
			Mio. EUR* (geprüft)	Mio. EUR* (geprüft)		
	Umsatz		44.065		42,693	
	Ergebnis vor Ertragsteuern		1.172		968	
	Jahresergebnis		542		765	
	Mittelfluss aus gewöhnlicher Geschäftstätigkeit		3.371		2.329	
	* Werte sind gerundet.					

		1. Januar 2019 bis 30. Juni 2019	1. Januar 2018 bis 30. Juni 2018
		Mio. EUR* (ungeprüft)	Mio. EUR* (ungeprüft)
	Umsatz	22.014	21.555
	Ergebnis vor Ertragsteuern	277	560
	Ergebnis	205	562
	Mittelfluss aus gewöhnlicher Geschäftstätigkeit	1.386	1.294

* Werte sind gerundet.

	Wesentliche Verschlechterung der Aussichten der Emittentin	Seit dem 31. Dezember 2018 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der Deutsche Bahn AG eingetreten.
"	Wesentliche Veränderungen bei Finanzlage oder Handelsposition der Emittentin	Entfällt. Seit dem 30. Juni 2019 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition des DB-Konzerns eingetreten.

(2) Page 33

On page 33 of the Prospectus, in "Abschnitt B - Emittentin" in the section relating to Deutsche Bahn Aktiengesellschaft, element B.13 shall be deleted in its entirety and replaced by the following:

"

B.13	Jüngste Entwicklungen	<p>Im Frühjahr 2019 hat die Deutsche Bahn begonnen, Optionen eines Verkaufs des Geschäftsfelds DB Arriva, unter anderem im Wege eines Börsengangs (IPO), zu untersuchen.</p> <p>Im Oktober 2019 hat die Deutsche Bahn Finance erstmalig eine Hybridanleihe mit unbegrenzter Laufzeit und einem Gesamtvolumen von EUR 2 Milliarden begeben, die von der DB AG garantiert wird.</p> <p>Im November 2019 hat der Aufsichtsrat der DB AG eine neue Struktur des Vorstands beschlossen. Das neugeschaffene Vorstandressort Güterverkehr übernimmt ab 1. Januar 2020 Dr. Sigrid Nikutta. Gleichzeitig wird das Vorstandressort Finanzen, Güterverkehr und Logistik in Finanzen und Logistik umbenannt. Es wird auch die Verantwortlichkeiten für die Geschäftsfelder DB Schenker und DB Arriva umfassen.</p> <p>Alexander Doll, Vorstand für Finanzen, Güterverkehr und Logistik, hat sein Amt als Vorstand der DB AG mit Wirkung zum 31. Dezember 2019 niedergelegt. Als sein Nachfolger wurde in der Aufsichtsratssitzung am 11. Dezember 2019 mit Wirkung zum 1. Februar 2020 Dr. Levin Holle berufen.</p>
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(3) Page 33

On page 33 of the Prospectus, in "Abschnitt B - Emittentin" in the section relating to Deutsche Bahn Aktiengesellschaft, element B.17 shall be deleted in its entirety and replaced by the following:

"

B.17	Kreditratings der Emittentin oder ihrer Schuldtitle	S&P Global Ratings Europe Limited ("Standard & Poor's") ⁵⁶ hat im Oktober 2019 das langfristige Kreditrating der DB AG auf "AA" angehoben und den Ausblick mit "stabil" bestätigt. Moody's Investors Service Ltd. ("Moody's") ⁷⁶ hat im Oktober 2019 das langfristige Kreditrating der DB AG mit Aa1 bestätigt. Der Ausblick wurde auf "negativ" zurückgenommen. ⁸ Die Schuldverschreibungen haben [kein Rating] [ein [Rating einfügen] Rating erhalten von [Ratingagentur einfügen]].]
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- 5 Standard & Poor's hat seinen Sitz in der Europäischen Union und ist gemäß Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen, wie von Zeit zu Zeit geändert (die "Ratingagentur-Verordnung"), registriert.
 - 6 Die Europäische Wertpapier- und Marktaufsichtsbehörde ("ESMA") veröffentlicht auf ihrer Webseite (www.esma.europa.eu) ein Verzeichnis der nach der Ratingagentur-Verordnung registrierten Ratingagenturen. Dieses Verzeichnis wird innerhalb von fünf Werktagen nach Annahme eines Beschlusses gemäß Artikel 16, 17 oder 20 der Ratingagentur-Verordnung aktualisiert. Die Europäische Kommission veröffentlicht das aktualisierte Verzeichnis im Amtsblatt der Europäischen Union innerhalb von 30 Tagen nach der Aktualisierung.
 - 7 Moody's hat seinen Sitz in der Europäischen Union und ist gemäß der Ratingagentur-Verordnung registriert.
 - 8 Ein Kreditrating ist eine Einschätzung der Kreditwürdigkeit einer Rechtsperson und informiert den Anleger daher über die Wahrscheinlichkeit, mit der die Rechtsperson in der Lage ist, angelegtes Kapital zurückzuzahlen. Ein Kreditrating ist keine Empfehlung, Wertpapiere zu kaufen, zu verkaufen oder zu halten, und kann jederzeit durch die Ratingagentur geändert oder zurückgenommen werden.

(4) Page 35

On page 35 *et seq.* of the Prospectus, in "Abschnitt B - Emittentin" in the section relating to Deutsche Bahn Finance, element B.12 shall be deleted in its entirety and replaced by the following:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen	Die folgende Übersicht zeigt ausgewählte Finanzinformationen, die dem geprüften Jahresabschluss der Deutsche Bahn Finance zum 31. Dezember 2018 und für das zum 31. Dezember 2018 endende Geschäftsjahr der Deutsche Bahn Finance (gemäß Handelsgesetzbuch ("HGB") aufgestellt) und dem nicht geprüften Zwischenabschluss (gemäß HGB aufgestellt) der Deutsche Bahn Finance zum 30. Juni 2019 und für das am 30. Juni 2019 zu Ende gegangene erste Halbjahr des Geschäftsjahrs der Deutsche Bahn Finance entnommen wurden.			
			Zum 30. Juni 2019	Zum 31. Dezember 2018	Zum 31. Dezember 2017**
			Mio. EUR* (ungeprüft)	Mio. EUR* (geprüft)	Mio. EUR* (geprüft)
	Anlagevermögen		21.555,27	20.798,54	19.698,54
	Umlaufvermögen		335,0	304,29	351,23
	Verbindlichkeiten		21.786,61	21.019,45	19.965,66
	Gezeichnetes Kapital		0,10	0,10	0,10
	Gewinnrücklagen		64,03	64,03	64,03
			1. Januar 2018 bis 31. Dezember 2018	1. Januar 2017 bis 31. Dezember 2017**	
			Mio. EUR* (geprüft)	Mio. EUR* (geprüft)	
	Ergebnis nach Steuern		11,07	11,07	
	Aufgrund eines Gewinnabführungsvertrages abgeführter Gewinn		-11,07		-4,37
	Jahresüberschuss		0		6,70
* Werte sind gerundet.					

		** Die Angaben für die Periode vom 1. Januar bis 31. Dezember 2017 entsprechen der konsolidierten Addition aus zwei Rumpfgeschäftsjahren. Die Zahlen für die Periode vom 1. Januar bis 31. August 2017 wurden von der niederländischen Rechnungslegung (Dutch GAAP) in die deutsche Rechnungslegung gem. HGB übergeleitet und die Zahlen für die Periode vom 1. September bis 31. Dezember 2017 wurden gem. HGB ermittelt.															
		<table border="1"> <thead> <tr> <th></th><th>1. Januar 2019 bis 30. Juni 2019</th><th>1. Januar 2018 bis 30. Juni 2018</th></tr> </thead> <tbody> <tr> <td></td><td>Mio. EUR* (ungeprüft)</td><td>Mio. EUR* (ungeprüft)</td></tr> <tr> <td>Ergebnis nach Steuern</td><td>17,80</td><td>5,49</td></tr> <tr> <td>Aufgrund eines Gewinnabführungsvertrages abgeföhrter Gewinn</td><td>0</td><td>0</td></tr> <tr> <td>Jahresüberschuss</td><td>17,80</td><td>5,49</td></tr> </tbody> </table>		1. Januar 2019 bis 30. Juni 2019	1. Januar 2018 bis 30. Juni 2018		Mio. EUR* (ungeprüft)	Mio. EUR* (ungeprüft)	Ergebnis nach Steuern	17,80	5,49	Aufgrund eines Gewinnabführungsvertrages abgeföhrter Gewinn	0	0	Jahresüberschuss	17,80	5,49
	1. Januar 2019 bis 30. Juni 2019	1. Januar 2018 bis 30. Juni 2018															
	Mio. EUR* (ungeprüft)	Mio. EUR* (ungeprüft)															
Ergebnis nach Steuern	17,80	5,49															
Aufgrund eines Gewinnabführungsvertrages abgeföhrter Gewinn	0	0															
Jahresüberschuss	17,80	5,49															
		* Werte sind gerundet.															
	Wesentliche Verschlechterung der Aussichten der Emittentin	Seit dem 31. Dezember 2018 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der Deutsche Bahn Finance eingetreten.															
	Wesentliche Veränderungen bei Finanzlage oder Handelsposition der Emittentin	Entfällt. Seit dem 30. Juni 2019 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der Deutsche Bahn Finance eingetreten.															

"

IV. Changes to "Deutsche Bahn Aktiengesellschaft as Issuer and Guarantor"

(1) Page 214

The text and tables under the heading "2. Selected Financial Information" on page 214 shall be deleted in its entirety and replaced by the following:

"

The following tables set out selected financial information relating to DB AG. All information has been extracted from the audited consolidated and audited non-consolidated financial statements of DB AG for the year ended 31 December 2018 as well as the unaudited consolidated interim financial statement of DB AG as of, and for the first half year of the financial year of DB AG ended on, 30 June 2019. The audited consolidated financial statements of DB AG have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS") and the audited non-consolidated financial statements of DB AG have been prepared in accordance with German GAAP ("HGB").

	As of 30 June 2019	As of 31 December 2018	As of 31 December 2017	
	€ million* (unaudited)	€ million* (audited)	€ million* (audited)	
Non-current assets	51,367	46,646	45,625	
Current assets	12,423	11,881	10,811	
Equity	12,804	13,592	14,238	
Total assets	63,790	58,527	56,436	
	1 January 2019 to 30 June 2019	1 January 2018 to 30 June 2018	1 January 2018 to 31 December 2018	1 January 2017 to 31 December 2017
	€ million* (audited)	€ million* (audited)	€ million* (audited)	€ million* (audited)
Revenues	22,014	21,555	44,065	42,693
Profit before taxes on income	277	560	1,172	968
Net profit	205	562	542	765
Cash flow from operating activities	1,386	1,294	3,371	2,329

* The figures have been rounded and are taken from the consolidated financial statements of DB AG.

"

(2) Page 223

The following person shall replace "Stefan Müller" under the heading "8. Supervisory and Management Board":

"Christian Schmidt"

(3) Page 229

The following sentence shall be inserted under the second paragraph under the heading "10. Historical Financial Information":

"The unaudited consolidated interim financial statements of DB AG as of, and for the first half year of the financial year of DB AG ended on, 30 June 2019 are incorporated by reference into this Prospectus."

(4) Page 229

The paragraph under heading "13. Significant Change in the Financial or Trading Position of DB AG" shall be deleted in its entirety and replaced by the following:

"13. Significant Change in the Financial or Trading Position of DB Group

There has been no significant change in the financial position of DB Group since 30 June 2019."

(5) Page 229

The paragraph under heading "14. Recent Developments" shall be deleted in its entirety and replaced by the following:

"In Spring of 2019, Deutsche Bahn has launched a process to explore a potential divestment of DB Arriva, including by way of an initial public offering (IPO).

In October 2019 and for the first time ever, Deutsche Bahn Finance has issued € 2 billion of undated hybrid capital, which is guaranteed by DB AG.

In November 2019, the Supervisory Board of DB AG approved a new Management Board structure. As of 1 January 2020, the newly created Board Division Freight Transport will be taken over by Dr. Sigrid Nikutta. At the same time the Finance, Freight Transport and Logistics division will be renamed to Finance and Logistics. It will also include the responsibilities for the business units DB Schenker and DB Arriva.

Alexander Doll, Member of the Management Board for Finance, Freight Transport and Logistics, will leave DB AG as of 31 December 2019. Dr. Levin Holle was appointed as his successor as of 1 February 2020 in the Supervisory Board meeting on 11 December 2019."

V. Changes to "Deutsche Bahn Finance GmbH as Issuer"

(1) Page 232

The text and tables under the heading "2. Selected Financial Information" on page 232 et seq. shall be deleted in its entirety and replaced by the following:

"

The following table sets out selected financial information, which has been extracted from the audited financial statements (prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*)) of Deutsche Bahn Finance as of, and for the fiscal year of Deutsche Bahn Finance ended on, 31 December 2018 and the unaudited interim financial statements (prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*)) of Deutsche Bahn Finance as of, and for the first half year of the financial year of Deutsche Bahn Finance ended on, 30 June 2019.

	As of 30 June 2019	As of 31 December 2018	As of 31 December 2017
	€ million* (unaudited)	€ million* (audited)	€ million* (audited)
Non-current assets	21,555.27	20,798.54	19,698.54
Current assets	335.0	304.29	351.23
Liabilities	21,786.61	21,019.45	19,965.66
Issued share capital	0.10	0.10	0.10
Retained earnings	64.03	64.03	64.03
	1 January 2019 to 30 June 2019	1 January 2018 to 30 June 2018	1 January 2018 to 31 December 2018
	€ million* (audited)	€ million* (audited)	€ million* (audited)
Net result after taxation	17.80	5.49	11.07
Profits transferred according to profit and loss transfer agreement	0	0	-11.07
Profit for the period	17.80	5.49	0
			6.70

* The figures have been rounded.

** The numbers for the period from 1 January to 31 December 2017 consist of the consolidated calculation of two short fiscal years. The numbers for the period 1 January to 31 August 2017 were translated from Dutch GAAP into German accounting standards according to HGB and the numbers for the period 1 September to 31 December 2017 were calculated according to HGB.

"

(2) Page 236

The following sentence shall be inserted under the third paragraph under the heading "8. Historical Financial Information":

"The unaudited interim financial statements of Deutsche Bahn Finance as of, and for the first half year of the financial year of Deutsche Bahn Finance ended on, 30 June 2019 are incorporated by reference into this Prospectus."

(3) Page 236

The text under the heading "11. Significant Change in the Financial or Trading Position of Deutsche Bahn Finance" shall be deleted in its entirety and replaced by the following:

"There has been no significant change in the financial position of Deutsche Bahn Finance since 30 June 2019."

VI. Changes to "General Information"

(1) Page 252

The following table shall be inserted under the heading "1) Deutsche Bahn AG in the section "Documents Incorporated by Reference":

"

Unaudited consolidated financial statements for the six month period ending 30 June 2019	Extracted from the Deutsche Bahn Group Interim Report 1 January – 30 June 2019 (English language version)
– Income Statement	– page 54
– Balance Sheet	– page 55
– Cash Flow Statement	– page 56
– Statement of changes in equity	– page 57
– Notes to the consolidated interim financial statements	– pages 60 to 64

"

(2) Page 252

The following table shall be inserted under the heading "2) Deutsche Bahn Finance in the section "Documents Incorporated by Reference":

"

Unaudited financial report for the six month period ending 30 June 2019	Extracted from the Deutsche Bahn Finance GmbH Half Year 1 January – 30 June 2019 (German language version)
– Balance Sheet	– pages 1 to 2
– Profit and Loss Accounts	– page 3
– Cash Flow Statement	– page 4
– Explanatory Notes	– pages 5 to 15

"

(3) Page 253

The text in the paragraph "Availability of Documents" shall be deleted and replaced by the following:

"As long as this Prospectus remains in effect copies of the following documents will be made available at the investor relations website of Deutsche Bahn AG (www.deutschebahn.com/ir):

- (a) this Prospectus;
- (b) a copy of any supplement to this Prospectus;
- (c) the constitutive documents of each Issuer;
- (d) the audited consolidated and non-consolidated financial statements of Deutsche Bahn AG as of, and for the two fiscal years ended on 31 December 2018 and 2017 (including the respective auditor reports thereon);
- (e) the audited financial statements of Deutsche Bahn Finance as of, and for the fiscal years ended on 31 December 2018 and 2017 (including the respective auditor reports);
- (f) the unaudited consolidated interim report of Deutsche Bahn Aktiengesellschaft for the period 1 January to 30 June 2019; and
- (g) the unaudited financial report of Deutsche Bahn Finance for the period 1 January to 30 June 2019.

As long as this Prospectus remains in effect the Issuers will provide any investor upon its request and free of charge with a copy of this Prospectus and any or all of the documents incorporated by reference in this Prospectus.

This Prospectus, each Final Terms relating to those Notes listed on the Luxembourg Stock Exchange as well as the documents incorporated by reference in this Prospectus are made available on the website of the Luxembourg Stock Exchange (www.bourse.lu). In case of Notes listed on the Frankfurt Stock Exchange or the Berlin Stock Exchange or publicly offered in one or more member states of the European Economic Area the Final Terms will be made available on the website of such stock exchange (in accordance with the rules and regulations governing such stock exchange) or, but not necessarily longer than until the closing of the public offer or the listing at the stock exchange, whichever is the later, on the investor relations website of Deutsche Bahn AG (www.deutschebahn.com/ir)."