



Compliance

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## ISDA Dodd-Frank Protocols Overview

Deutsche Bank AG is provisionally registered with the CFTC as a swap dealer. The Dodd-Frank Wall Street Reform and Consumer Protection Act imposed new obligations on swap dealers in respect of swap transactions, including, trading relationship documentation requirements, disclosure obligations, suitability analysis, and heightened obligations when dealing with “Special Entities”. “Special Entities” are US governmental plans, endowments, Federal and state agencies and other US governmental entities and ERISA plans. The ISDA Dodd-Frank Protocols (the “**DF Protocols**”) published by the International Swaps and Derivatives Association, Inc. (ISDA®) provides an industry solution to facilitate compliance with certain of these Dodd-Frank obligations. The DF Protocols allow swap market participants to simultaneously amend multiple ISDA Master Agreements and other swap documentation using an online tool known as “ISDA Amend” which is supported by Markit®, a vendor platform.

The DF Protocols have a three-step adherence process which includes: (i) online adherence which is posted on the [ISDA website](#); (ii) delivering a questionnaire (the “**Questionnaire**”) using [ISDA Amend](#); and (iii) selecting Deutsche Bank AG as a swap counterparty with whom to “match”. Only those counterparties with whom you match will be able to view your Questionnaires. Questionnaires provide counterparty information and allow a party to indicate whether certain provisions of the relevant DF Protocol are applicable to that party.

The **ISDA August 2012 Dodd-Frank Protocol (“DF Protocol 1”)** addresses certain requirements of the CFTC External Business Conduct Standards, among others, and applies to US-person (as defined by the CFTC) counterparties to transactions in swaps, foreign exchange swaps or foreign exchange forwards with Deutsche Bank AG (“**Covered Transactions**”). Please note that although certain provisions set forth in schedules to DF Protocol 1 are specified as “optional,” Deutsche Bank requires that (i) all US-person (as defined by the CFTC) swap counterparties (other than Special Entities) agree to Schedule 3, (ii) all swap counterparties that are non-ERISA Special Entities agree to Schedule 4 and (iii) all ERISA Plans agree to Schedule 5 or Schedule 6.

The **ISDA March 2013 Dodd-Frank Protocol (“DF Protocol 2”)** addresses certain requirements of the CFTC Swap Documentation Rules and applies to US-person, guaranteed affiliate, and affiliate conduit (each as defined by the CFTC) counterparties to Covered Transactions with Deutsche Bank AG.

DF Protocol 2 has two optional Schedules.

- Schedule 3 Calculation of Risk Valuations and Dispute Resolution: This schedule is optional for counterparties other than Swap Dealer, Major Swap Participant and Financial Entity counterparties who are also US persons, guaranteed affiliates, or affiliate conduits (each as defined by the CFTC).

- Schedule 4 Portfolio Reconciliation: This schedule is optional for counterparties other than Swap Dealer and Major Swap Participant counterparties who are also US persons, guaranteed affiliates, or affiliate conduits (each as defined by the CFTC). While Schedule 4 is optional for certain counterparties, Deutsche Bank asks that you elect to supplement your agreement with this Schedule 4 because the CFTC Swap Documentation Rules require parties to agree in writing on the terms of portfolio reconciliation.

DF Protocol 2 also provides the parties with the option of electing to enter into the “ISDA March 2013 DF Protocol Master Agreement” to govern swaps that are (i) not governed by an existing Master Agreement and (ii) not intended by the parties to be cleared on a derivatives clearing organization. CFTC Regulation 23.504 requires parties to have written swap trading relationship documentation in place prior to, or contemporaneously with, entering into a Covered Transaction. If you have not executed with Deutsche Bank an ISDA Master Agreement or some other industry Master Agreement that governs swaps or foreign exchange transactions, please elect to enter into this Master Agreement.

Please see the [ISDA.org](https://www.isda.org) for information on the adherence process, DF Protocol material and FAQs, which includes the links to the individual [ISDA Protocols](#) and the [Markit ISDA Amend](#) tool. DF Protocol 2 is not an updated version of DF Protocol 1, and Deutsche Bank requires your adherence to both DF Protocol 2 and DF Protocol 1 (or a bilateral agreement executed with Deutsche Bank) unless you are a non-U.S. Person counterparty of Deutsche Bank AG.

### **Additional Information**

Additional information concerning the Dodd-Frank Act and transacting with Deutsche Bank can be found at our [Dodd-Frank Resource Centre](https://www.db.com/en/content/Dodd-Frank-Resource-Centre.htm) (<https://www.db.com/en/content/Dodd-Frank-Resource-Centre.htm>) for updates. For ISDA Protocol questions, please contact [DF.Protocol@db.com](mailto:DF.Protocol@db.com). If you have other questions, please contact your Deutsche Bank representative.