

*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 two base prospectuses of DZ HYP AG (the "**Issuer**"): (i) the base prospectus in respect of non-equity securities and (ii) the base prospectus in respect of Pfandbriefe (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Supplement is supplemental to and should be read in conjunction with the Prospectus.

Supplement No.1 dated 22 February 2021
to the Debt Issuance Programme Prospectus dated 8 May 2020



DZ HYP AG
Hamburg and Münster, Federal Republic of Germany
as Issuer

Debt 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 HYP AG (www.dzhyp.de).

RESPONSIBILITY STATEMENT

DZ HYP AG ("**DZ HYP**", the "**Bank**" or the "**Issuer**") with its registered office in Hamburg and Münster, Federal Republic of Germany, 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**", which expression includes Pfandbriefe unless otherwise indicated) 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 paragraph 2 of the Prospectus Regulation, where the Prospectus as supplemented by this Supplement relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, until 24 February 2021, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23 paragraph 1 of the Prospectus Regulation arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. Investors wishing to exercise their right of withdrawal may contact the Issuer.

The purpose of this Supplement is to add to the Prospectus the newly issued rating by Moody's with respect to the Issuer.

I. Replacement information pertaining to the section "DZ HYP AG"

The paragraph under the heading "INFORMATION ABOUT DZ HYP – Issuer Credit Ratings" on pages 22-23 of the Prospectus shall be replaced by the following:

"DZ HYP is rated by Fitch Deutschland GmbH ("Fitch")¹, Moody's Deutschland GmbH ("Moody's")² and S&P Global Ratings Europe Limited ("S&P")³.

As at the date of approval of this Prospectus, the ratings⁴ assigned to DZ HYP by Fitch, Moody's and S&P were as follows:

- **Fitch:** long-term rating: **AA-**
short-term rating: **F1+;**

Definitions:

AA: Very high credit quality. 'AA' ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

F1: Highest short-term credit quality. Indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.

The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the 'AAA' ratings and ratings below the 'CCC' category. For the short-term rating category of 'F1', a '+' may be appended.

- **Moody's:** long-term rating: **Aa1**
short-term rating: **P-1;**

Definitions:

Aa: Obligations rated Aa are judged to be of high quality and are subject to very low credit risk.

Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic

¹ Fitch is established in the European Community and registered since 31 October 2011 under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended, (the "CRA Regulation"). Fitch is included in the "List of registered and certified CRA's" published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with the CRA Regulation.

² Moody's is established in the European Community and registered since 31 October 2011 under the CRA Regulation. Moody's is included in the "List of registered and certified CRA's" published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with the CRA Regulation.

³ S&P is established in the European Community and registered since 31 October 2011 under the CRA Regulation. S&P is included in the "List of registered and certified CRA's" published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with the CRA Regulation.

⁴ The current ratings may be obtained from DZ HYP's website: www.dzhyp.de. A rating is not a recommendation to buy, sell or hold Notes issued under this Programme and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. A suspension, reduction or withdrawal of the rating assigned to DZ HYP may adversely affect the market price of the Notes issued under this Programme.

rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

P-1: Ratings of Prime-1 reflect a superior ability to repay short-term obligations.

- **S&P:** long-term rating: **AA-**
short-term rating: **A-1+;**

Definitions:

AA: An obligor rated 'AA' has very strong capacity to meet its financial commitments. It differs from the highest-rated obligors only to a small degree.

Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.

A-1: An obligor rated 'A-1' has strong capacity to meet its financial commitments. It is rated in the highest category by S&P. Within this category, certain obligors are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments is extremely strong."

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