

*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 as supplemented by a Supplement dated 2 July 2021 (the "**Supplemented Prospectus**").

Supplement No.2 dated 8 October 2021  
to the Debt Issuance Programme Prospectus dated 7 May 2021



**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*), as amended (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](http://www.bourse.lu)) and on the website of DZ HYP AG ([www.dzhyp.de](http://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 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 notes (the "**Notes**", which expression includes Pfandbriefe unless otherwise indicated) 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 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 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 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 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 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 11 October 2021 and ending on 13 October 2021, to withdraw their acceptances. Investors wishing to exercise the right of withdrawal may contact the Issuer under the address specified at the end of this Supplement. The final date of the right of withdrawal will be 13 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 HYP 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.

**Replacement information pertaining to the section "DZ HYP AG"**

**The 2<sup>nd</sup> paragraph under the heading "INFORMATION ABOUT DZ HYP – Issuer Credit Ratings" on page 26 of the Supplemented Prospectus shall be replaced by the following:**

"The ratings<sup>1</sup> assigned to DZ HYP by Fitch, Moody's and S&P are as follows:"

**The 2<sup>nd</sup> bullet point under the heading "INFORMATION ABOUT DZ HYP – Issuer Credit Ratings" on page 26 of the Supplemented Prospectus shall be replaced by the following:**

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**Moody's:**      long-term rating:      **Aa2**  
                         short-term rating:      **P-1;"**

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<sup>1</sup> The current ratings may be obtained from DZ HYP's website: [www.dzhyp.de](http://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.

**Issuer**

DZ HYP AG  
Rosenstraße 2  
20095 Hamburg  
Federal Republic of Germany  
and  
Sentmaringer Weg 1  
48151 Münster  
Federal Republic of Germany

**Fiscal Agent**

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

**German Fiscal Agent**

DZ HYP AG  
Rosenstraße 2  
20095 Hamburg  
Federal Republic of Germany  
and  
Sentmaringer Weg 1  
48151 Münster  
Federal Republic of Germany

**Listing and Paying Agent in the Grand Duchy of Luxembourg**

DZ PRIVATBANK S.A.  
4, rue Thomas Edison  
L-1445 Strassen  
Grand Duchy of Luxembourg