

**Supplement No. 3 dated 4 December 2012
to the Prospectus dated 29 March 2012
as supplemented by Supplement No.1 dated 12 June 2012
and Supplement No. 2 dated 3 December 2012**

Supplement pursuant to Art. 16(1) of Directive 2003/71/EC (as amended) (the "**Prospectus Directive**") and Art. 13(1) of the Luxembourg Act relating to prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Act**") dated 4 December 2012 (the "**Supplement**") to the two base prospectuses (i) the base prospectus of Deutsche Post AG in respect of non-equity securities within the meaning of Art. 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 Post Finance B.V. in respect of Non-Equity Securities dated 29 March 2012 (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**"), as supplemented by supplement No.1 dated 12 June 2012 ("**Supplement No.1**") and supplement No.2 dated 3 December 2012 ("**Supplement No.2**", and the Prospectus as supplemented by Supplement No.1 and Supplement No.2, the "**Supplemented Prospectus**").

Deutsche Post DHL

Deutsche Post AG
(Bonn, Federal Republic of Germany)
as Issuer and, in respect of Notes issued by
Deutsche Post Finance B.V., as Guarantor

Deutsche Post Finance B.V.
(Maastricht, The Netherlands)
as Issuer

€ 5,000,000,000
Debt Issuance Programme
(the "**Programme**")

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the "**CSSF**") of the Grand Duchy of Luxembourg in its capacity as competent authority under the Luxembourg Act for the purposes of the Prospectus Directive.

Each Issuer has requested the CSSF in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) which implements the Prospectus Directive into Luxembourg law to provide the competent authorities in the Federal Republic of Germany, Austria, The Netherlands and the United Kingdom with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the *Loi relative aux prospectus pour valeurs mobilières* ("**Notification**"). Each Issuer may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification.

Right to withdraw

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the securities. This Supplement was approved on 4 December 2012, consequently investors can withdraw their acceptances until 6 December 2012. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADRESSES of the Prospectus on page 154.

Copies of this Supplement, the Supplemented Prospectus and all documents which are incorporated therein by reference may be inspected in physical form during normal business hours at the registered office of the Issuers.

This Supplement, the Supplemented Prospectus and the documents incorporated by reference therein are also available for viewing at www.bourse.lu.

The purpose of this Supplement is to update several sections of the Supplemented Prospectus as set forth in detail on the next page hereof.

This Supplement is supplemental to, and should be read and shall only be distributed in connection with the Supplemented Prospectus. Therefore, with respect to future issues under the Programme of Deutsche Post AG and Deutsche Post Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Supplemented Prospectus as supplemented by this Supplement.

Terms defined in the Prospectus have the same meaning when used in this Supplement. All references in the Supplemented 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.

Deutsche Post AG and Deutsche Post Finance B.V. (each an "**Issuer**" and together the "**Issuers**") accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer, having 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 its import.

To the extent that there is any inconsistency between (a) any statements in this Supplement or any statement incorporated by reference into the Supplemented Prospectus by this Supplement and (b) any other statement in or incorporated in the Supplemented Prospectus, the statements in (a) above will prevail.

The amendments to the Supplemented Prospectus mentioned in this Supplement shall only apply to an admission to trading of instruments and/or offer to the public of instruments commencing after the approval of the Supplement.

Page references in this document refer to pages in the Prospectus, unless otherwise indicated.

Change relating to “Recent Developments” regarding Deutsche Post AG

The following content shall be added to the section headed “Recent Developments” in the Summary regarding Deutsche Post AG on page 11 of the Prospectus (as supplement by Supplement No. 1, page 6 and Supplement No. 2, page 6) and on page 52 of the Prospectus (as supplemented by Supplement No. 1, page 13 and Supplement No. 2, page 6) at the end of this section:

"On 4 December 2012, Deutsche Post AG announced the issue of 0.60 per cent. convertible bonds due 2019 with a volume of EUR 1,000,000,000.00, convertible into initially appr. 48.2 million registered shares (*Stückaktien*) of Deutsche Post AG on the basis of the initial conversion price and conversion ratio. The issue date shall be, subject to fulfilment of the closing conditions, 6 December 2012. The raised capital serves the long-term funding of a further portion of the pension obligations of Deutsche Post DHL - the plan assets covering pension obligations to German employees will almost be doubled."

Change relating to „Jüngste Entwicklungen“ regarding Deutsche Post AG

The following content shall be added to the section headed “Jüngste Entwicklungen” in the German Summary regarding Deutsche Post AG on page 23 of the Prospectus (as supplement by Supplement No. 1, page 9 and Supplement No.2, pages 9 and 10) at the end of this section:

"Die Deutsche Post AG hat am 4. Dezember 2012 die Ausgabe von 0,60 % Wandelschuldverschreibungen fällig 2019 mit einem Gesamtnennbetrag von EUR 1.000.000.000,00 bekannt gegeben, die auf Basis des anfänglichen Wandlungspreises und Wandlungsverhältnisses in zunächst ca. 48,2 Millionen auf den Namen lautende Stückaktien der Deutsche Post AG wandelbar sein werden. Emissionstag ist (vorbehaltlich der Erfüllung der Auszahlungsbedingungen) der 6. Dezember 2012. Das aufgenommene Kapital dient der langfristigen Ausfinanzierung eines weiteren Teils der Pensionsverpflichtungen von Deutsche Post DHL - das für die Altersbezüge der deutschen Mitarbeiter zur Verfügung stehende Planvermögen wird fast verdoppelt werden."

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Supplemented Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Supplemented Prospectus.