

Certifié conforme à l'original par le notaire
soussigné Maître Henri HELLINCKX de
résidence à Luxembourg.

Luxembourg, le

14/2/2018



db x-trackers II <i>Société d'Investissement à Capital Variable</i> 49, avenue J.F. Kennedy L-1855 Luxembourg RCS Luxembourg: Nr. B 124.284	
Assemblée Générale Extraordinaire du 14 février 2018	NUMERO

In the year two thousand and eighteen, on the fourteenth day of February.

Before Us, Maître **Henri Hellinckx**, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting of shareholders (the "Meeting") of **db x-trackers II** (the "Company"), an investment company with variable capital, incorporated under the form of a public limited liability company, having its registered office in L-1855 Luxembourg, 49, avenue J.F. Kennedy, incorporated pursuant to a deed of the undersigned notary on 7 February 2007, published in the *Mémorial C* on 1 March 2007, number 282. The articles of incorporation of the Company were last amended by a deed of the undersigned notary on 12 May 2014, published in the *Mémorial C* number 1460 of 6 June 2014.

The Meeting was presided by Zakia Aouinti, professionally residing in Luxembourg,

who appointed as secretary Oliva Justiniana, professionally residing in Luxembourg.

The Meeting unanimously elected as scrutineer, Silvano Del Rosso, professionally residing in Luxembourg.

The board of the Meeting having thus been constituted, the chairman declared and requested the notary to state:

I. This Meeting was convened by notices containing the agenda of the Meeting posted by mail to all registered shareholders on 30 January 2018 and published in the Recueil Electronique des Sociétés et Associations and in the Tageblatt on 30 January 2018, as well as in various other newspapers in different jurisdictions as follows:

on 31 January 2018, in:

Balo,

on 30 January 2018, in:

Berlingske Tidende,

Corriere della Serra,

Dagens Industri,

Dagens Naeringsliv,

Die Presse,

Expansion,

Financial times,

Fundinfo (Belgium & Switzerland),

Het Financieele Dagblad,

Kauppalehti,

LIANHE ZAOBAO and

The Strait Times.

II. The shareholders present or represented at this Meeting and the number of shares held by each of them are shown on an attendance list. The said list and proxies initialled "ne varietur" by the members of the bureau, the shareholders present, the proxies of the represented shareholders and the notary will be annexed to this document, to be registered with this deed.

III. That the agenda of the Meeting is as follows:

AGENDA

Full restatement of the Company's Articles of Incorporation (the "Articles") mainly to:

1. change the name of the Company into "Xtrackers II"; and
2. including new flexibilities introduced by the Law of 10 August 2016 modernising the Luxembourg Law of 10 August 1915 on commercial companies and to undertake a general update of the Articles.

IV. It appears from the attendance list that, out of 163,361,414 shares in issue, 13,249,738 shares are present or represented at the Meeting.

V. The first extraordinary general meeting convened for 29 January 2018 could not validly deliberate and vote on the proposed agenda due to lack of quorum.

VI. That there is no quorum requirement for this Meeting and that the resolution will be validly taken if approved by two thirds of the votes cast.

VII. That, as a result of the foregoing, the present Meeting is regularly constituted and may validly deliberate and vote on the agenda.

After deliberation, the meeting unanimously took the following resolutions:

First resolution

The Meeting decides to change the name of the Company from db x-tracker II to **Xtrackers II**, and to amend Article 1 of the articles of incorporation so as to henceforth read as follows:

“**Art 1.** There exists among the holders of shares in the Company (the “**Shareholders**”) and all those who may become holders of shares, a company in the form of a public limited liability company (“société anonyme”) qualifying as an investment company with variable capital (“société d’investissement à capital variable”) under the name “**Xtrackers II**” (the “**Company**”).”

Second resolution

The meeting decides to restate the Company’s Articles by including new flexibilities introduced by the Law of 10 August 2016 modernising the Luxembourg Law of 10 August 1915 on commercial companies and to undertake a general update of the Articles.

A copy of the amended and restated Articles, after having been signed ne varietur by the appearing parties and the undersigned notary will remain attached to this deed.

There being no further business on the agenda, the Meeting is thereupon closed.

Whereof the present notarial deed was drawn up in Luxembourg on the day named at the beginning of this document.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, and in accordance with article 26 (2) of the law of 17 December 2010 on undertakings for collective investment, the present deed is worded in English.

The document having been read to the persons appearing, all known to the notary by their names, first names, civil status and residences, the members of the bureau signed together with the Notary the present original deed.