

28/3/2014



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 28 mars 2014	NUMERO

In the year two thousand and fourteen, on the twenty-eighth day of March.

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 the 7th February 2007, published in the *Mémorial C* number 282 from 1st March 2007. The articles of incorporation of the Company were last amended by a deed of the prenamed notary on 9th May 2011, published in the *Mémorial C* number 1461 of 4th July 2011.

The Meeting was presided by Cécile Leroy, *employée privée*, professionally residing in Luxembourg,

who appointed as secretary Silvano Del Rosso, *employé privé*, residing in Luxembourg.

The Meeting unanimously elected as scrutineer, Jean-Baptiste Simba, *employé privé*, 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 published twice in the *Mémorial* on 5 March 2014 and 19 March 2014 and in the *Tageblatt* on 5 March 2014 and 19 March 2014 and in various other newspapers in different jurisdictions; and by notices containing the

agenda sent to all registered shareholders of shares in the Company (the "Shareholders") by mail on 10 March 2014.

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

Restatement of the Company's Articles of Incorporation (the "Articles") in order to, inter alia:

1. remove references to the transitional provisions in respect of the Law of 17 December 2010 on undertakings for collective investment, amend the rules relating to the quorum of the meetings of the Board of Directors and update the provisions relating to redemptions, merger and liquidation procedures; and

2. amend the second paragraph of article 3 of the Articles so as to (i) remove the following sentence "*(as from 1st July 2011, the reference to the «Law» shall be deemed to be a reference to the law of 17 December 2010 on undertakings for collective investment)*" and (ii) add the following sentence "*and any other applicable laws or regulations*".

IV. It appears from the attendance list that, out of 75,528,173 shares in issue, 5,391,300 shares are present or represented at the Meeting, representing less than half of the Company's capital.

V. As a result of the foregoing, the Meeting cannot validly deliberate on the sole item of the agenda for lack of quorum.

VI. As the quorum for voting the sole resolution of the agenda is not attained, the chairman of the Meeting informs the Meeting that a second meeting will be reconvened on 12 May 2014 at 11:00 a.m. at the registered office of the Company in accordance with the law of 10 August 1915 on commercial companies, as amended.

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

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English.

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

The document having been read to the Meeting, the members of the Bureau, all of whom are known to the notary by their names, civil status and residences, signed together with us, the Notary, the present original deed.