

db x-trackers II

*Investment Company with Variable Capital
(société d'investissement à capital variable)*

Registered office: 49, avenue J.F. Kennedy, L-1855 Luxembourg
R.C.S. Luxembourg B-124.284
(the "Company")

FORM OF PROXY

I/we the undersigned, herewith give irrevocable proxy for all my/our shares of

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to _____ or failing him or failing such appointment, the Chairman of the annual general meeting of shareholders of the Company (the "AGM") with full power of substitution, to represent me/us at the Annual General Meeting to be held in Luxembourg on 29 March 2016 at 11:00 a.m. (Luxembourg time) at the registered office of the Company and at any meeting to be held thereafter for the same purpose, with the same agenda and to act and vote in my/our name and on my/our behalf on the matters set out in the following agenda:

1. Hearing of the report of the Board of Directors of the Company and the approved statutory auditor (*réviseur d'entreprises agréé*) and approval of the audited financial statements of the Company for the financial year ended 31 December 2015.

FOR **AGAINST** **ABSTENTION**

2. Allocation of the results for the financial year ended 31 December 2015. A proposed dividend per share (if any) in respect of each relevant sub-fund and share class shall be published on the Company's website www.etf.db.com on or around 11 March 2016.

FOR **AGAINST** **ABSTENTION**

3. Discharge to be granted to the Directors with respect to the performance of their duties during the financial year ended 31 December 2015.

FOR **AGAINST** **ABSTENTION**

4. Re-election of Messrs. Werner Burg, Klaus-Michael Vogel, Jacques Elvinger, Manooj Mistry, Ben O'Bryan and Philippe Nicholas Ah-Sun as Directors of the Company and approval of the remuneration of the independent directors¹ until

¹ Details are available upon request at the registered office of the Company.

the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2016.

FOR **AGAINST** **ABSTENTION**

5. Re-election of Ernst & Young S.A. as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2016.

FOR **AGAINST** **ABSTENTION**

6. Any other business which may be properly brought before the AGM.

FOR **AGAINST** **ABSTENTION**

Any blank vote on any of the matters set out in the agenda above will be counted as an abstention.

I/we hereby give and grant the said proxy holder full power and authorisation to do and perform all and everything necessary or incidental to the exercise of the powers herein specified and I/we hereby ratify and confirm all that the said proxy holder shall lawfully do or cause to be done by virtue hereof.

Name:

Account Number:

Signed:

Date: _____ **2016**

Please return this proxy form before 6:00 p.m. (Luxembourg time) on 24 March 2016 either by courier to State Street Bank Luxembourg S.C.A. to the attention of the Domiciliary Department, 49, avenue J.F. Kennedy, L-1855 Luxembourg, by fax at the number: + 352 46 40 10 413 or by e-mail to: Luxembourg-Domiciliarygroup@statestreet.com.

For shareholders who are holding shares in the Company through a financial intermediary or clearing agent, it should be noted that:

- the proxy form must be returned to the financial intermediary or clearing agent in good time for onward transmission to the Company by 23 March 2016;*
- if the financial intermediary or clearing agent holds the shares in the Company in its own name and on the shareholders behalf, it may not be possible for these shareholders to exercise certain rights directly in relation to the Company.*