

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")

IMPORTANT NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Shareholders of the Company are hereby convened by the board of directors of the Company (the "**Board of Directors**" and each member individually a "**Director**") to the annual general meeting of shareholders of the Company (the "**AGM**"), which will be held on 27 March 2015 at 11:00 a.m. (Luxembourg time) at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg, with the following agenda:

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 fiscal year ended 31 December 2014.
2. Allocation of the results for the fiscal year ended 31 December 2014 and ratification of the distribution of dividends, if any, in respect of the shares of distributing share classes of the sub-funds of the Company where shares of such distributing share classes have been issued. A proposed dividend per share (if any) in respect of each Sub-Fund shall be announced on the Company's website www.etf.db.com on 9 March 2015.
3. Discharge to be granted to the Directors with respect to the performance of their duties during the fiscal year ended 31 December 2014.
4. Re-election of Messrs. Werner Burg, Klaus-Michael Vogel, Jacques Elvinger and Manooj Mistry as Directors of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending 31 December 2015.
5. Election of Ben O'Bryan and Philippe Ah-Sun as Directors of the Company, subject to the approval of the *Commission de Surveillance du Secteur Financier of Luxembourg*, until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending 31 December 2015.
6. 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 fiscal year ending 31 December 2015.

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

Voting and Voting Arrangements for the AGM

A shareholder may act at the AGM by person or by proxy. A proxy form for the AGM may be obtained at the registered office of the Company or from the Company's website www.etf.db.com and has to be returned before 6:00 p.m. (Luxembourg time) on 25 March 2015 either by courier to State Street Bank Luxembourg S.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 24 March 2015;
- 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 the shareholder to exercise certain rights directly in relation to the Company.

Specific Rules of Voting at the AGM

Shareholders are advised that no quorum for the items of the agenda is required and that the decisions will be taken at the majority vote of the shareholders present or represented at the AGM and voting. Each share is entitled to one vote.

Audited Annual Report

The reports of the Board of Directors of the Company and the approved statutory auditor, as well as the English version of the annual report of the Company (including the audited financial statements) (the "**Audited Annual Report**") for the fiscal year ended 31 December 2014 will be available to shareholders at the registered office of the Company and on the Company's website www.etf.db.com as from 11 March 2015.

Shareholders may also request that a copy of the Audited Annual Report be sent to their attention, free of charge, by sending an e-mail to: Luxembourg-Finrep1@statestreet.com.

By order of the Board of Directors