

db x-trackers II
(the "Company")
Société d'Investissement à Capital Variable
49, avenue J.F. Kennedy L - 1855 Luxembourg
R.C.S. Luxembourg No. B124284

**CONVENING NOTICE FOR THE ANNUAL GENERAL MEETING
TO BE FOLLOWED BY AN EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS**

Dear Shareholder,

You are hereby convened by the board of directors of the Company (the "Directors") to:

I. The **Annual General Meeting** of Shareholders of the Company (the "AGM"), which will be held on 26 March 2010 at 11.00 a.m. at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg, with the following agenda:

AGENDA

1. Approval of the audited financial statements of the Company including the Board of Director's Report and the Auditor's Report for the fiscal year ended 31 December 2009.
2. Allocation of the results for the fiscal year ended 31 December 2009 and ratification of the declaration of distribution of dividends in respect of the shares of Class 1D of the sub-funds of the Company where such Class 1D shares have been issued.
3. Discharge to be granted to the directors with respect to the performance of their duties during the fiscal year ended 31 December 2009.
4. Re-election of Messrs. Werner Burg, Klaus-Michael Vogel, Jacques Elvinger as Directors until the next Annual General Meeting to be held in 2011.
5. Re-election of Ernst & Young S.A. as Independent Auditor of the Company until the next Annual General Meeting to be held in 2011.
6. Any other business which may be properly brought before the AGM.

II. The **Extraordinary General Meeting** of the Shareholders of the Company (the "EGM"); which will also be held on 26 March 2010 at 11.30 a.m. at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg, with the following agenda:

AGENDA

1. Amendment of the eighth paragraph of Article 16 of the Articles of incorporation of the Company (the "Articles") relating to the eligible issuers under article 45 (1) of the law of 20 December 2002 concerning undertaking for collective investments (the "2002 Law") for investment of up to 100 % of the net assets of a UCITS in transferable securities and money market instruments issued or guaranteed by such an issuer. This paragraph should henceforth, subject to any modifications as may be required by the Luxembourg regulator or any minor changes decided by the board of directors of the Company, read as follows:

“The Company may further invest up to 100% of the net assets of any Fund, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities or by a member State of the OECD or by any other country to the extent such other country has been approved by the Luxembourg regulator pursuant to article 45 of the 2002 Law and that such country is disclosed in the prospectus of the Company or by public international bodies of which one or more Member States are members (each, an “Eligible Issuer”) provided that, in the case where the Company decides to make use of this provision, the concerned Fund holds securities from at least six different issues and securities from one such issue do not account for more than 30% of the total net assets of such Fund.”

By order of the Board of Directors