

**db x-trackers II**  
**Explanations of the changes to be made to the Articles of Incorporation**

**Article 2 : DURATION**

<b>Type</b>	amendment
<b>Content</b>	law of <del>20</del> <u>17</u> <sup>th</sup> December <del>2002</del> <u>2010</u>
<b>Comments</b>	The amended law of 20 December 2002 has been repealed with effect as from 1 July 2012 by the law of 17 December 2010.

<b>Type</b>	insertion
<b>Content</b>	( <u>the</u> “Law”)
<b>Comments</b>	This is a drafting change.

**Article 3 : OBJECT**

<b>Type</b>	amendment
<b>Content</b>	<del>(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)</del> <u>and any other applicable laws and regulations</u>
<b>Comments</b>	The previous reference to the law of 17 December 2010 was deemed to take into account the transitional provisions of that law which applies <i>ipso jure</i> to any UCITS Part I as from 1 July 2011. Because of the end of the transitional period, this reference can now be deleted.  The reference to any other applicable laws and regulations has been inserted for flexibility purposes to ensure that the articles don't need to be updated just because new laws or regulations are passed.

**Article 5 : SHARE CAPITAL – SHARES – CLASSES OF SHARES**

<b>Type</b>	amendment
<b>Content</b>	<del>after a period of six months following the registration of the Company as an Undertaking for Collective Investment in Transferable Securities (a “UCITS”)</del> shall be <u>not less than that required by the Law or any other applicable laws and regulations (which as of the date thereof is</u>
<b>Comments</b>	It is not legally required to refer to the initial six months period now and not useful considering the date of incorporation of the Company.  The additional wording has been inserted to avoid amending the article in case the legal minimum capital is changed in the future.

<b>Type</b>	removal
<b>Content</b>	<del>As from 1 July 2011 and under</del> <u>Under</u>
<b>Comments</b>	There is no need to keep this historical reference.

<b>Type</b>	insertion
<b>Content</b>	<u>(or vice versa)</u>
<b>Comments</b>	The purpose of this wording is to clearly cover the possibility to convert a feeder sub-fund into a standard sub-fund.

### **Article 6 : REGISTERED SHARES – BEARER SHARES**

<b>Type</b>	amendment
<b>Content</b>	<del>be valued in,</del> <u>if required by laws or regulations, be subject to a special</u> report
<b>Comments</b>	This change is made to specify that the report will only be necessary if required by laws or regulations.

### **Article 8: RESTRICTIONS ON SHAREHOLDING**

<b>Type</b>	insertion
<b>Content</b>	<u>or the majority of its Shareholders</u> , (ii) if it may result in a breach of any law or regulation, whether Luxembourg or foreign, (iii) if as a result thereof the Company <u>or its Shareholders</u>
<b>Comments</b>	This change is made to also cover the interest of the majority of the shareholders to the extent it could differ from the interest of the Company.

<b>Type</b>	amendment
<b>Content</b>	<del>law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law").</del> <u>Law</u>
<b>Comments</b>	The law of 17 December 2010 is defined as “the Law”.

<b>Type</b>	insertion
<b>Content</b>	<u>The Board of Directors may, from time to time, amend or clarify the aforesaid meanings in particular via appropriate disclosure in the Prospectus.</u>
<b>Comments</b>	The Board of Directors will be able to amend or clarify in the Prospectus the definitions of US Persons and Institutional Investors without amending the Articles of Incorporation, each time this may be needed to reflect changes in the relevant US legislation

## **Article 11: QUORUM AND VOTES**

<b>Type</b>	insertion
<b>Content</b>	<a href="#">and by applicable Luxembourg laws and regulations</a>
<b>Comments</b>	This change is made for flexibility purposes, to cover any potential applicable laws and regulations.

## **Article 14: PROCEEDINGS OF DIRECTORS**

<b>Type</b>	amendment
<b>Content</b>	The Board of Directors shall deliberate or act validly only if at least <del>a majority</del> <a href="#">half</a> of the directors is present (which may be by way of a telephone conference call or video conference call or any other means of telecommunication permitting the identification of the directors and an effective participation) <del>-or represented</del>
<b>Comments</b>	This change of the quorum rules is made to reflect the fact that the number of directors has increased from 3 to 4 so 2 directors would no longer be a majority.

## **Article 16: DETERMINATION OF INVESTMENT POLICIES**

<b>Type</b>	amendment
<b>Content</b>	<del>any of the relevant EU UCITS Directives, as</del> <a href="#">Council Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as may be amended</a> <del>(each</del> <a href="#">from time to time (the</a> “UCITS Directive”) and/or other undertakings for collective investment (“UCIs“) within the meaning of Article 1, paragraph (2) <del>first, points a)</del> and <del>second indents</del> <a href="#">b)</a> of the UCITS Directive, should they be situated in a <del>Member State</del> <a href="#">member state</a> of the European Union <del>(a “Member State”)</del>
<b>Comments</b>	This change is made to refer to the exact provisions of the 2010 Law.

<b>Type</b>	amendment
<b>Content</b>	<del>No</del>
<b>Comments</b>	This amendment is a drafting change.

<b>Type</b>	removal
<b>Content</b>	<del>of the European Union</del>
<b>Comments</b>	This change is made because “Member State” is now defined.

<b>Type</b>	amendment
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<b>Content</b>	<del>Brazil</del> any member state of the G20)
<b>Comments</b>	The change aims to cover all countries currently considered by the CSSF as eligible under article 45(1) of the 2010 Law.

<b>Type</b>	insertion
<b>Content</b>	<u>Unless otherwise provided for in the current Prospectus, no more than 10% of the net assets of any Fund may be invested in shares or units of other UCITS and/or other UCIs.</u>
<b>Comments</b>	This wording is added to allow the sub-funds to be eligible for investment by UCITS.

<b>Type</b>	amendment
<b>Content</b>	<u>of the relevant Fund</u> (the “Investment Manager <sup>2)</sup> ) <del>or by the Investment Adviser of the relevant Fund (the “Investment Adviser”)</del>
<b>Comments</b>	This change has been made since there is no investment adviser for the sub-funds.

## **Article 21: REDEMPTION, CONVERSION OF SHARES, MERGERS AND LIQUIDATION**

<b>Type</b>	insertion
<b>Content</b>	<del>REDEMPTION AND</del> <u>CONVERSION OF SHARES, MERGERS AND LIQUIDATION OF FUNDS</u>
<b>Comments</b>	The scope of this article has been extended.

<b>Type</b>	insertion
<b>Content</b>	<u>less any applicable charge as may be disclosed in the Prospectus,</u>
<b>Comments</b>	This insertion is made for clarifications purposes. As disclosed in the prospectus, some charges may be deducted from the Redemption Price.

<b>Type</b>	insertion
<b>Content</b>	<u>(as defined in the Prospectus)</u>
<b>Comments</b>	This addition is designed to refer to the Prospectus’ definition.

<b>Type</b>	amendment
<b>Content</b>	The Company's <del>Administrator</del> <u>Administrative Agent</u> (as <del>specified</del> <u>defined</u>
<b>Comments</b>	This addition is designed to refer to the Prospectus’ definition.

<b>Type</b>	amendment
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<b>Content</b>	<p><u>Notwithstanding the foregoing, the payment of the Redemption Proceeds (as defined in the Prospectus) may be delayed if there are any specific local statutory provisions or events of force majeure which are beyond the Company's control which makes it impossible to transfer the Redemption Proceeds or to proceed to such payment within the normal delay. This payment shall be made as soon as reasonable practically thereafter but without interest.</u></p> <p>In the case of <del>redemptions</del><u>a redemption of all the outstanding Shares of a Class of Shares or Fund (i)</u> at maturity date of the relevant Fund (if applicable) <u>or (ii) in the event of an early liquidation of a Fund or Class in accordance with the compulsory redemption procedure described below or as a result of redemption orders submitted voluntarily by the Shareholders in respect of all the outstanding shares,</u> payment of the <del>Net Asset Value less any applicable charges, costs, expenses or taxes</del> (“Redemption Proceeds”<sup>22</sup> <u>(as defined in the Prospectus)</u>) shall be made within 10 Luxembourg Banking Days following the maturity date <u>or the date of the compulsory redemption or voluntarily redemption of all the outstanding Shares (as applicable).</u></p>
<b>Comments</b>	<p>This article has been further restated in order to specify the rules applicable to redemptions of shares of sub-funds and classes.</p> <p>A specific paragraph has notably been inserted to allow the Funds to delay the payment of the redemption proceeds if there are any specific local statutory provisions or events of force majeure which are beyond the Funds’ control which makes it impossible to transfer the redemption proceeds. The conditions under which the Board of directors may decide to liquidate a sub-fund and the procedure for such liquidations have also been specified.</p>

<b>Type</b>	amendment
<b>Content</b>	<del>be confirmed by,</del> <u>if required by laws or regulations, be subject to</u>
<b>Comments</b>	This change is made to specify that the report will only be necessary if required by laws or regulations.

<b>Type</b>	amendment
<b>Content</b>	<p><del>In the event that, for any reason, the value of the total</del><u>The Board of Directors may decide to liquidate a Fund or Class if a) the</u> net assets of <del>any individual</del><u>such</u> Fund or Class, <del>declines to, or fails to reach,</del> <u>fall below</u> an amount determined by the Board of Directors to be the minimum <del>appropriate</del><u>appropriate</u>-level for <del>the relevant Fund or Class, or in the event that</del><u>such Fund or Class to be operated in an economically efficient manner, b) if a redemption request is received that would cause any Fund’s or Classes assets to fall under the aforesaid threshold, c) if a change in the economic, regulatory or political situation relating to the Fund or Class concerned would justify such liquidation, d) if the Board of Directors deems it appropriate <del>because of changes in the economical or political situation affecting the relevant Fund or Class, or because it is in the best</del><u>to rationalize the Funds or Classes offered to investors or, e) if for other reasons the Board of Directors believes it is required for the</u> interests of the <del>relevant Shareholders, the Company may redeem all (but not some) of the Shares of the Fund or Class or may merge that Fund or Class with another Fund or Class of the Company or may merge the relevant Fund or Class with another undertaking for collective investments. Such decision will be published</del><u>Shareholders. A notice regarding the liquidation, to the extent required by Luxembourg laws and regulations or otherwise deemed appropriate by the Board of Directors, will be published in the newspaper(s) determined by the Board of Directors, and/or sent to the Shareholders and/or</u></u></p>

communicated via other means prior to the effective date of the ~~merger and the publication will indicate the reasons for, and the procedures of the merger operations and will contain information in relation the new Fund or new Class. Such publication will be made at least one calendar month before the date on which the merger becomes effective in order to enable Shareholders~~liquidation. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Fund or Class concerned may continue to request redemption or, if available, conversion of their Shares, ~~free of charge, before the operation involving contribution into the new Fund or Class becomes effective.~~ However, the liquidation costs will be taken into account in the redemption and conversion price. If a Fund qualifies as feeder UCITS of a master UCITS, the liquidation or merger of such master UCITS triggers the liquidation of the feeder UCITS, unless the Board of Directors decides, in accordance with the Law, to replace the master UCITS with another master UCITS or to convert the feeder UCITS into a standard UCITS Fund.

~~In the case of a termination of the relevant Fund or Class, the Company will redeem during the one calendar month period the Shares at a price reflecting the anticipated realisation and liquidation costs of closing the relevant Fund or Class but without application of any redemption charge.~~

~~Termination of a Fund or Class by compulsory redemption of all relevant Shares or its merger with another Fund or Class of the Company or with another UCITS, in each case for reasons other than those mentioned in the preceding paragraph, may be effected only upon its prior approval of the Shareholders holding Shares relating to a Fund or Class to be terminated or merged, at a duly convened meeting relating to such Fund or Class which may be validly held without a quorum and decided by a simple majority of the Shares present or represented.~~

~~A merger so decided by the Board of Directors or approved by the Shareholders of the affected Fund or Class will be binding on the holders of Shares relating to the relevant Fund or Class upon one calendar month' prior notice given to them, during which period Shareholders may redeem their Shares without costs being charged to them.~~

~~In the case of a merger with a "fonds commun de placement" or with a non-Luxembourg undertaking for collective investment, the decision will be binding only on those Shareholders having voted in favour of the merger.~~

~~Liquidation proceeds not claimed by the Shareholders at the close of the liquidation of a Fund or Class will be deposited at the *Caisse de Consignation* in Luxembourg. If not claimed, they shall be forfeited after 30 years.~~

~~As from 1 July 2011, the provisions set forth in this article which are applicable to the mergers of Funds, and, where appropriate, to the merger of the Company, shall no longer be applicable and the provisions on mergers of UCITS set forth in the 2010 Law and any implementing regulation shall apply. Thereupon, any merger of a Fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of Shareholders of the Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of a Fund where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders resolving in accordance with the quorum and majority requirements for changing these Articles of Incorporation.~~

The Board of Directors may decide, in accordance with legal and regulatory requirements, to merge one Class of a Fund with another Class of the same Fund. Such decision will be communicated in the same manner as described in the preceding paragraph and, in addition, the communication will contain information in relation to the new Class. Such communication will be made before the date on which the merger becomes effective, in accordance with applicable laws and regulations, in order to enable Shareholders to request redemption of their Shares, free of charge, before the

	<p><u>merger becomes effective.</u></p> <p><u>The Board of Directors may decide, in accordance with the provisions of the Law, to merge any Fund with any other Fund of the Company or with another UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) or a sub-fund of another such UCITS (the «new sub-fund»). Such merger will be binding on the Shareholders of the relevant Fund upon at least thirty days' prior written notice thereof given to them, during which every Shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own Shares without any cost (other than the cost of disinvestment), it being understood that the effective date of the merger takes place five business days after the expiry of the such notice period.</u></p> <p><u>Alternatively, the Board of Directors may propose to the Shareholders of any Fund to merge the Fund with any other Fund of the Company or with another UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) or a sub-fund of another such UCITS.</u></p> <p><u>To the extent that a merger has been proposed to the Shareholders of a Fund or has the effect that the Company as a whole will cease to exist, such merger needs to be decided at a duly convened general meeting of the Shareholders of the Fund concerned, respectively at a duly convened general meeting of the Shareholders of the Company. No quorum is required and the decision shall be taken at a simple majority of the Shares present or represented and voting.</u></p> <p><u>In the event that the Board of Directors determines that it is required for the interests of the Shareholders of the relevant Fund or Class or that a change in the economic, regulatory or political situation relating to the Fund or Class concerned has occurred which would justify it, the reorganisation of one Fund or Class, by means of a division into two or more Funds or Classes, may be decided by the Board of Directors. In case such a division of a Fund falls within the definition of a «merger» as provided for in the 2010 Law, the provisions relating to fund mergers described above shall apply. In this respect, notice shall be given to the Shareholders concerned in the same manner as described above. Such notice will be given at least 30 days before the division becomes effective in order to enable the Shareholders to request redemption or conversion of their Shares, free of charge before the division into two or more Funds or Classes becomes effective.</u></p> <p><u>Decisions of liquidating a Fund or Class, merging a Class with another Class of the same Fund or division of a Fund or Class may also be decided by a separate meeting of the Shareholders of the Fund or Class concerned where no quorum is required and the decision is taken at the simple majority of the Shares present or represented and voting.</u></p>
<b>Comments</b>	<p>This article has been further restated in order to (i) specify the rules applicable to the liquidations of sub-funds and classes and (ii) include the relevant provisions of the 2010 Law relating to mergers.</p> <p>Furthermore, this article has been amended to include the mandatory provisions relating to mergers of UCITS set forth by the 2010 Law.</p>

**Article 22: VALUATIONS AND SUSPENSION OF VALUATIONS**

<b>Type</b>	amendment
<b>Content</b>	<del>Administrator</del> <a href="#">Administrative Agent</a>
<b>Comments</b>	This addition is designed to refer to the Prospectus' definition.

<b>Type</b>	amendment
<b>Content</b>	<del>application</del> <a href="#">calculation</a>
<b>Comments</b>	Change made to correct a typographical error.

<b>Type</b>	amendment
<b>Content</b>	<del>termination</del> <a href="#">liquidation</a>
<b>Comments</b>	Change made for clarification purposes.

<b>Type</b>	insertion
<b>Content</b>	<a href="#">(x) in case of a feeder UCITS Fund, if the net asset value calculation of the master UCITS is restricted or suspended or when the value of a significant proportion of the assets of any Fund cannot be calculated with accuracy.</a>
<b>Comments</b>	The new item included aims at covering the situation where the NAV of a master UCITS of a feeder UCITS sub-fund is suspended or cannot be calculated.

<b>Type</b>	amendment
<b>Content</b>	<del>made public in such a manner as the Board of Directors deems appropriate (such as, but not limited to, publication in a Luxembourg daily newspaper and in such other newspaper(s) as will be selected by the Board of Directors)</del> <a href="#">published to the attention of Shareholders in accordance with the notification policy as described in the Prospectus and in accordance with applicable laws and regulations.</a>
<b>Comments</b>	The change is made to reflect the new notification policy recently agreed with the CSSF.

### **Article 23 : DETERMINATION OF NET ASSET VALUE**

<b>Type</b>	removal
<b>Content</b>	<del>and</del>
<b>Comments</b>	This is a formatting change.

### **Article 24 : SUBSCRIPTION PRICE**

<b>Type</b>	amendment
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<b>Content</b>	<del>Administrator</del> <u>Administrative Agent</u>
<b>Comments</b>	This amendment is designed to refer to the Prospectus' definition.