

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 No. B-124.284
(the "**Company**")

FORM OF PROXY

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

db x-trackers

to _____ or failing him or failing such appointment, the Chairman of the extraordinary general meeting of shareholders of the Company (the "**Extraordinary General Meeting**" or "**EGM**") with full power of substitution, to represent me/us at the Extraordinary General Meeting to be held in Luxembourg on 29 January 2018 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:

AGENDA

Full restatement of the Company's Articles of Incorporation (the "**Articles**") mainly to:

1. change the name of the Company into "Xtrackers II"; and

FOR **AGAINST** **ABSTENTION**

2. include new flexibilities introduced by the Law of 10 August 2016 modernising the Luxembourg Law of 10 August 1915 on commercial companies and to undertake a general update of the Articles.

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: _____ **2018**

Please return this proxy form before 6:00 p.m. (Luxembourg time) on 24 January 2018 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 January 2018;*
- 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.*