

# db x-trackers II

Investment Company with Variable Capital  
Registered office: 49, avenue J.F. Kennedy, L-1855 Luxembourg  
R.C.S. Luxembourg No. B-124.284  
(the "**Company**")

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## IMPORTANT NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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Dear Shareholder,

You are hereby convened by the board of directors of the Company (the "**Board of Directors**") and each member individually a "**Director**") to an extraordinary general meeting of shareholders of the Company (the "**Extraordinary General Meeting**" or "**EGM**"), which will be held on 29 January 2018 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

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

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

A draft of the amended and restated Articles which are to be voted on can be obtained, free of charge, at the registered office of the Company and downloaded from the website [www.Xtrackers.com](http://www.Xtrackers.com).

Subject to the passing of resolution 1 by the Shareholders, the Board of Directors resolve to amend the names of each of the Sub-Funds of the Company, as detailed in the relevant notice published on [www.Xtrackers.com](http://www.Xtrackers.com) dated 2 January 2018. In particular, please note the removal of the reference to "(DR)" in the name of all Direct Replication Funds, which currently designates the Direct Investment Policy of those Sub-Funds and, where appropriate, the addition of a reference to "Swap" in the name of all Indirect Replication Funds designating the Indirect Investment Policy of those Sub-Funds. These changes do not reflect any changes in the applicable investment policies of the Sub-Funds, but rather changes in the naming convention. The relevant sections of the Prospectus will also be updated to reflect these changes, where appropriate.

Capitalised terms used in this letter shall have the meaning ascribed to them in the current prospectus of the Company unless the context otherwise requires.

Subject to the passing of the resolutions at the Extraordinary General Meeting the proposed effective date of the changes is 16 February 2018.

## **I. Voting and Voting Arrangements for the EGM**

A shareholder may act at the EGM by person or by proxy. A proxy form for the EGM may be obtained at the registered office of the Company or from the Company's website [www.Xtrackers.com](http://www.Xtrackers.com) and has to be returned 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](mailto:Luxembourg-Domiciliarygroup@statestreet.com).

If you 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 your behalf, it may not be possible for you to exercise certain rights directly in relation to the Company.

## **II. Specific Rule of Voting at the EGM and reconvened meeting**

Shareholders are advised that a quorum of 50% of the capital of the Company is required and that the decisions will be taken at a majority of two thirds (2/3) of the votes cast at the Extraordinary General Meeting.

Votes cast do not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

The rights of a shareholder to attend the EGM and to exercise the voting right attaching to his/her shares(s) are determined in accordance with the shares held by this shareholder at the record date (22 January 2018). Each share is entitled to one vote.

If the Extraordinary General Meeting is not able to deliberate and vote on the above-mentioned agenda due to a lack of quorum, a second meeting is hereby reconvened on 14 February 2018 at 11:00 a.m. (Luxembourg time) at the registered office of the Company in the manner prescribed by Luxembourg law to deliberate and vote on the same agenda (the "**Reconvened Meeting**"). No quorum will be required at the Reconvened Meeting and resolutions on the agenda will be taken at a majority of two thirds (2/3) of the votes cast. This notice shall be deemed to constitute due notice of the Reconvened Meeting.

Forms of proxy received for the Extraordinary General Meeting to be held on 29 January 2018 will remain valid and will be used to vote at the Reconvened Meeting, if any, having the same agenda, unless expressly revoked.

By order of the Board of Directors