

db x-trackers

Investment Company with Variable Capital
Registered office: 49, avenue J.F. Kennedy, L-1855 Luxembourg
R.C.S. Luxembourg No. B-119.899
(the "**Company**")

FORM OF PROXY

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

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to _____ or failing him or failing such appointment, the Chairman of the Reconvened Meeting (as defined hereinafter) with full power of substitution, to represent me/us at the extraordinary general meeting of shareholders of the Company (a reconvening of the first extraordinary general meeting held on 28 March 2014 which could not validly deliberate on the items on the agenda due to a lack of quorum) to be held in Luxembourg on 12 May 2014 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 (the "**Reconvened Meeting**") and to act and vote in my/our name and on my/our behalf on the matters set out in the following agenda:

AGENDA

Restatement of the Company's Articles of Incorporation (the "**Articles**"), in order to, inter alia:

- (i) remove references to the transitional provisions in respect of the Law of 17 December 2010 on undertakings for collective investment, amend the rules relating to the quorum of the meetings of the Board of Directors and update the provisions relating to redemptions, merger and liquidation procedures; and
- (ii) amend the second paragraph of article 3 of the Articles so as to (i) remove the following sentence "*(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)*" and (ii) add the following sentence "*and any other applicable laws or regulations*".

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTENTION <input type="checkbox"/>
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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 especially to vote on the agenda of the Reconvened Meeting. 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: _____ **2014**