

Xtrackers

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 B-119.899

(the "Company")

IMPORTANT NOTICE CONVENING A GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

Capitalised terms used in this notice shall have the same meaning ascribed to them in the latest version of the prospectus of the Company (the "**Prospectus**") unless the context otherwise requires.

Shareholders of the Company (the "**Shareholders**") are hereby invited to a

General Meeting of Shareholders

which will be held on **Friday, 26 June 2020 at 11:00 a.m. (Luxembourg time)** (the "**General Meeting**") with the following agenda:

AGENDA

1. Re-election of Philippe Ah-Sun as director of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2020.
2. Re-election of Freddy Brausch as independent director of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2020.
3. Re-election of Alex McKenna as director of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2020.
4. Re-election of Manooj Mistry as director of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2020.
5. Election of Thilo Wendenburg as independent director of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2020.
6. Any other business which may be properly brought before the General Meeting.

Bios for each of the persons mentioned in resolutions 1. to 5. are set out below. The remuneration of EUR 15,000 for Freddy Brausch for the period from the annual general meeting held on 8 April 2019 to the next annual general meeting (which was held on 17 April 2020) was approved by a majority of Shareholders at the annual general meeting dated 8 April 2019. In order to bring the approval of director's remuneration in line with the appointment letters of Freddy Brausch and Thilo Wendenburg, remuneration for the period from 17 April

2020 until the annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2020 (the “**2021 AGM**”) will be voted upon by Shareholders at the 2021 AGM. As such there are no resolutions to approve the remuneration of directors at this General Meeting. For the avoidance of doubt the following directors Philippe Ah-Sun, Alex McKenna and Manooj Mistry do not receive remuneration from the Company.

Voting Arrangements for the General Meeting

In the context of the spread of COVID-19 (coronavirus), the Luxembourg Government has on 18 March 2020 declared a state of emergency for a period of three months. Under emergency powers granted by the Constitution, the Government enacted by way of decree a number of temporary measures concerning holding of meetings in companies and other legal entities.

Based on the above mentioned provisions, and in order to ensure the safety of all investors, the Board of Directors has decided to hold the General Meeting on Friday, 26 June 2020 without physical meeting and that **all Shareholders shall exercise their voting rights at the General Meeting by proxy.**

A proxy form may be obtained from the Company’s website www.Xtrackers.com.

The signed proxy has to be returned **before 10:00 a.m. (London time) on 24 June 2020** either by hand or by courier (during normal business hours only) to The Proxies Department, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or by e-mail to: DBETF@linkgroup.co.uk.

For the 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 22 June 2020**;
- 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.

Voting at the General Meeting

The presence or representation of a minimum number of Shareholders is not required (i.e. no quorum is required). The resolutions will be passed by simple majority of the Shareholders present or represented at the General Meeting. Each Share is entitled to one vote.

Bios

Philippe Ah-Sun

Philippe Ah-Sun is Chief Operating Officer - Index Investing within the DWS Passive Asset Management division. Philippe Ah-Sun has a degree in English literature from the University of East Anglia, and is a chartered accountant. Prior to joining Deutsche Bank, Philippe Ah-Sun was part of a Graduate Program in finance with Dell Computer Corporation. In 2008 Philippe Ah-Sun took up a position in Product Control within Deutsche Bank’s Corporate and Investment Bank, focusing on Delta One and ETF products. A series of equity desks, culminated in a role as Finance Director for European Equity Trading. In 2013, Philippe Ah-Sun joined the Passive Asset Management team.

Freddy Brausch (independent director)

Freddy Brausch is a member of the Luxembourg Bar. Freddy Brausch has been a banking and securities law practitioner for many years and served on several consultative committees of

the European Commission, of the Luxembourg government and of the Luxembourg financial regulator, the CSSF. Freddy Brausch has been a member of the board of directors and of the executive committee of the Luxembourg Investment Funds Association. Freddy Brausch is an independent director, who serves on the boards of several investment funds set-up and managed by prime investment fund houses and banks.

Alex McKenna

Alex McKenna joined Deutsche Bank in 2005 and is currently a Director and Head of Product Platform Engineering within DWS. Alex McKenna has a degree in History from Cambridge University and was called to the Bar of England & Wales in 1995. Prior to joining Deutsche Bank, Alex McKenna was Vice President & lawyer in JP Morgan, a lawyer in the capital markets practice of Simmons & Simmons and a barrister in private practice.

Manooj Mistry

Manooj Mistry is Head of Index Investing for DWS (formerly the Asset Management division of Deutsche Bank). Manooj Mistry joined Deutsche Bank in May 2006 and was part of the team that launched the Xtrackers ETF business in 2007. Prior to joining Deutsche Bank, Manooj Mistry was with Merrill Lynch International in London and was responsible for the development of the LDRS ETFs, the first ETFs to be launched in Europe in 2000. At Merrill Lynch, Manooj Mistry was also responsible for the development of a number of fund platforms offering solutions for retail and institutional investors. Manooj Mistry graduated in Economics and Business Finance from Brunel University.

Thilo Wendenburg (independent director)

Thilo Wendenburg is the head of a Family Office in Frankfurt advising entrepreneurial families in all strategic financial questions. In addition, Thilo Wendenburg is a member of the Advisory Board of a German family-run business, and since 2017 acts as independent director on the board of various SICAVs for which DWS Investment S.A. in Luxembourg acts as management company. Thilo Wendenburg started as a banker at “Deutsche Bank AG” in 1990, spending 19 years in various functions within Wealth Management in Germany, Hong Kong and Luxembourg. From 2009 until 2016, Thilo Wendenburg was the CEO of “Fürstlich Castell’sche Bank AG” in Würzburg and later of “Merck Finck Privatbankiers AG” in Munich.

Luxembourg, 27 May 2020
The Board of Directors