

# Xtrackers 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 B-124.284  
(the "Company")

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## IMPORTANT NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

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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 the

### Annual General Meeting of Shareholders

which will be held on **Friday, 25 April 2025 at 10 a.m. (Luxembourg time)** (the "**AGM**") at the registered office of the Company at 49, avenue J.F. Kennedy, L1855, with the following agenda:

#### AGENDA

1. Report by the Board of Directors and the report of the approved statutory auditor (*réviseur d'entreprises agréé*) for the financial year ending 31 December 2024.
2. Approval of the audited financial statements of the Company for the financial year ending 31 December 2024.
3. Allocation of the net results for the financial year ending 31 December 2024. Further to the interim dividend payments that were made during the financial year ending 31 December 2024 the remaining net results for the financial year ending 31 December 2024 will be carried forward. The interim dividend payments made during the financial year ending 31 December 2024 are set out in the Notes to the Financial Statements section of the Annual Report.
4. Re-election of KPMG Audit S.à r.l. as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2025.
5. Discharge of the Board of Directors for the performance of their duties during the financial year ending 31 December 2024.
6. Re-election of Philippe Ah-Sun as Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2025.

7. Re-election of Alfred Francois Brausch as independent Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2025.
8. Re-election of Thilo Wendenburg as independent Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2025.
9. Re-election of Stefan Kreuzkamp as external Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2025.
10. Re-election of Simon Klein as Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2025.
11. Approval of remuneration for Alfred Francois Brausch and Thilo Wendenburg as independent Directors, and Stefan Kreuzkamp as external Director, which will be paid pro rata for the performance of their duties for the relevant period ending on the date of the AGM. The proposed amount for Alfred Francois Brausch, who acted as chairman since the annual general meeting held in 2024, is 25,000 Euros per annum. The proposed amount for Thilo Wendenburg is 20,000 Euros per annum. The proposed amount for Stefan Kreuzkamp is 10,000 Euros per annum. The proposed amounts remain unchanged from the amounts approved in the previous annual general meeting of Shareholders. The proposed amounts are based on the number of Sub-Funds at the end of the financial year ending on 31 December 2024 and are paid through the Fixed Fee. For the avoidance of doubt the non-independent Directors do not receive remuneration from the Company.

Bios for each of the persons mentioned in resolutions 6.- 10. can be found in the Prospectus, which is available on the Company's website [www.Xtrackers.com](http://www.Xtrackers.com).

### **Voting Arrangements for the AGM**

The Sub-Funds of the Company use the International Central Securities Depository (the “**ICSD**”) settlement model and Citivic Nominees Limited is the sole registered holder of shares in the Sub-Funds (the “**Registered Shareholder**”) under the ICSD settlement model. The Registered Shareholder may act at the AGM in person or by signing the proxy form that may be obtained from the Company’s website [www.Xtrackers.com](http://www.Xtrackers.com).

The signed proxy has to be returned by the Registered Shareholder **before 6:00 p.m. (Luxembourg time) on 23 April 2025** by courier to State Street Bank International GmbH, Luxembourg Branch (“**State Street**”) to the attention of the Domiciliary Department, 49, avenue J.F. Kennedy, L-1855 Luxembourg, or by fax at the number: (+352) 46 40 10 398, or by e-mail to: [Luxembourg-Domiciliarygroup@statestreet.com](mailto:Luxembourg-Domiciliarygroup@statestreet.com).

For those Shareholders who are not the Registered Shareholder and who hold shares in the Company through a broker, dealer or other financial intermediary, it should be noted that:

- voting instructions must be submitted through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee) by the deadline set

by the relevant ICSD or the relevant participant in an ICSD for onward transmission to State Street in good time;

- if any Shareholder has invested in a Sub-Fund through a broker, dealer or other intermediary, the Shareholder should contact this entity to provide voting instructions;
- the proxy form is for use by the Registered Shareholder only. The proxy form is uploaded on the Company's website for information only. Shareholders should confirm with their broker, dealer or other intermediary how voting instructions should be provided to the broker, dealer or other intermediary;
- if such broker, dealer or other intermediary 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.

Further information in relation to the AGM may be obtained from the offices of foreign representatives or by sending an email to [Xtrackers@dws.com](mailto:Xtrackers@dws.com).

### **Voting at the AGM**

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 AGM. Each Share is entitled to one vote.

### **Audited Annual Report**

The reports of the Board of Directors and the approved statutory auditor, as well as the English version of the audited financial statements of the Company (the "**Audited Annual Report**") for the financial year ending 31 December 2024 will be available to Shareholders at the registered office and on the website of the Company, <https://etf.dws.com/en-fi/information/etf-documents/reports-and-accounts/>, on or around 28 March 2025 and at least eight days before the date of the AGM.

The Shareholders may also request that a copy of the Audited Annual Report be sent to their attention, free of charge, by sending an e-mail to: [Luxembourg-finrep3@statestreet.com](mailto:Luxembourg-finrep3@statestreet.com).

Luxembourg, 21 March 2025

The Board of Directors