

Xtrackers (IE) plc

Investment Company with Variable Capital
Registered Office: 78 Sir John Rogerson's Quay, Dublin 2, Ireland
Registration number: 393802

Circular to the Shareholders and Notice of Extraordinary General Meeting of

**Xtrackers MSCI Emerging Markets ESG Screened UCITS ETF
ISIN: IE00BM67HJ62**

(the Fund)

This document is important and requires your immediate attention. If you are in doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor. The directors of Xtrackers (IE) plc (the Company) accept responsibility for the information contained in this document as being accurate as at the date of publication. If you have sold or transferred all of your shares in the Fund please pass this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible.

Unless otherwise defined or inconsistent with the context in this document, capitalised terms used herein have the same meanings as are ascribed to them in the current prospectus of the Company and supplement in respect of the Fund.

19 June 2024

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Xtrackers (IE) plc (the “Company”)
Xtrackers MSCI Emerging Markets ESG Screened UCITS ETF
ISIN: IE00BM67HJ62 (the “Fund”)

Dear Shareholder,

We are writing to inform you as a Shareholder that the directors of the Company (the “**Directors**”) have resolved to convene an Extraordinary General Meeting of the Shareholders of the Fund on 17 July 2024 at 10:00 a.m. (Dublin time) at 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland (the “**Meeting**” or the “**EGM**”). Defined terms used which are not otherwise defined herein shall have the same meaning as in the Company’s prospectus (the “**Prospectus**”) and the supplement in respect of the Fund (the “**Supplement**”).

The purpose of the Meeting

The purpose of the Meeting is to enable Shareholders to consider a proposed change to the investment objective of the Fund and certain other changes as detailed below.

Change of Investment Objective

The current investment objective of the Fund is to track the performance before fees and expenses of the Underlying Asset, which is the MSCI EM Select ESG Screened Index (the “**Current Reference Index**”). The Current Reference Index is based on the MSCI Emerging Markets Index (the “**Current Parent Index**”), which is designed to reflect the performance of the shares of large and medium capitalisation companies in emerging markets. The Current Reference Index consists of companies from the Current Parent Index which meet certain minimum environmental, social and governance (“**ESG**”) criteria.

It is proposed that the investment objective of the Fund will be changed to track the performance before fees and expenses of an index which is designed to reflect the performance of the shares of large and medium capitalisation companies in global emerging markets, excluding China.

Updated Investment Policy

If the ordinary resolution is approved by the Shareholders of the Fund, the investment policy of the Fund will be changed to reflect that the Fund will now be a Full Replication Fund and in order to achieve its investment objective, the Fund will aim to replicate or track, before fees and expenses, the performance of the MSCI Emerging Markets ex China Index (the “**New Reference Index**”). Owing to the concentrated nature of the New Reference Index, in exceptional market circumstances, it is proposed that the Fund will avail of the increased risk diversification limit of 35% for a single issuer as permitted by the Central Bank of Ireland.

For the avoidance of doubt, the Fund will continue to adopt a Direct Investment Policy.

Overview of the New Reference Index

The New Reference Index is administered by the same index administrator as for the Current Reference Index, MSCI Limited (the “**Index Administrator**”).

The New Reference Index is a free float-adjusted market capitalisation weighted index reflecting the performance of large and medium capitalisation companies from global emerging markets, excluding China, identified according to the Index Administrator’s country classification framework.

Additional relevant differences between the Current Reference and the New Reference Index include, but are not limited to the following:

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- **ESG:** The Current Reference Index applies certain ESG screens and criteria and the Fund currently promotes, among other characteristics, environmental and social characteristics and is subject to the disclosure requirements of a financial product under Article 8 of the Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector, as amended ("**SFDR**").

The New Reference Index does not apply ESG screens and following the proposed changes, the Fund will not promote environmental or social characteristics and will not have sustainable investment or the reduction of carbon emissions as its objective. Therefore, the Fund will be subject to the disclosure requirements of a financial product under Article 6 of SFDR.

Further details on the index methodology of the New Reference Index can be found on www.msci.com.

Change to the Fund's name

If the ordinary resolution is approved by the Shareholders of the Fund, the name of the Fund will be changed to **Xtrackers MSCI Emerging Markets ex China UCITS ETF**.

Changes to Securities Lending language

If the ordinary resolution is approved by the Shareholders of the Fund, the Securities Lending language of the Supplement will be amended to provide that, where the Fund enters into Securities Lending Transactions, the collateral received in relation to such transactions will no longer be required to comply with ESG standards.

For the avoidance of doubt, following the proposed changes, the Fund will continue to be able to enter into Securities Lending Transactions.

Change to the Fund's fees

If the ordinary resolution is approved by the Shareholders of the Fund, the Management Company Fee of the 1C class of shares of the Fund will be reduced from "Up to 0.06% per annum" to "Up to 0.04% per annum". As a result, the All-in Fee of the 1C class of shares of the Fund will be reduced from "Up to 0.18% per annum" to "Up to 0.16% per annum".

For the avoidance of doubt, the Fund's risk profile will remain unchanged. A summary of all proposed changes is available in Appendix 1.

Shareholder Approval

Changes to the investment objective of the Fund as described above cannot be made without the approval of an ordinary resolution of the Shareholders of the Fund.

For this purpose, the Meeting is being convened and will take place at 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland on 17 July 2024, at the times set out in the attached notice. Formal notice of the Meeting and Proxy form are attached hereto (as Appendix 2).

The quorum for the Meeting is one Shareholder present (in person or by proxy) entitled to vote upon the business to be transacted. If a quorum is not present within half an hour of the time appointed for the Meeting, or if during the Meeting a quorum ceases to be present, the Meeting will stand adjourned until 10:00 a.m. (Dublin time) on 24 July 2024 without any further notice to Shareholders. The quorum at the adjourned meeting shall be those Shareholders present at the adjourned meeting in person or by proxy and one person entitled to be counted in a quorum present at any adjourned meeting shall be quorum. The resolution will be proposed at the adjourned meeting in the same manner as described above.

The notice sets out the text of the resolution to be proposed at the Meeting. The resolution will be proposed as an ordinary resolution, meaning more than 50% of the total number of votes cast is required for the resolution to be passed by the Meeting. If the resolution is passed by the requisite majority, it

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will be binding on all Shareholders in the Fund irrespective of how (or whether) they voted and the proposed changes would be expected to take effect and reflected in a revised Supplement on or around 31 July 2024 (the "**Effective Date**").

Entitlement to attend and vote

Please note that you are only entitled to attend and vote at the Meeting (or any adjournment thereof) if you are a registered shareholder. As the sub-funds in the Company use the International Central Securities Depository ("**ICSD**") model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the Fund under the ICSD settlement model (the "**Registered Shareholder**"), investors in the Fund should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee). If any investor has invested in the Fund through a broker/dealer/other intermediary, the investor should contact this entity to provide voting instructions.

The Company specifies that only those members registered in the Register of Members of the Company at 10:00 a.m. on 16 July 2024 or, if the Meeting is adjourned, at 6.00 p.m. on the day that is two days prior to the adjourned meeting (the "**Record Date**"), shall be entitled to attend, speak, ask questions and vote at the Meeting, or if relevant, any adjournment thereof and may only vote in respect of the number of shares registered in their name at that time. Changes to the Register of Members after the record date shall be disregarded in determining the right of any person to attend and/or vote at the Meeting or any adjournment thereof.

Appointment of proxies

A form of proxy is enclosed with this notice for use by the Registered Shareholder. As mentioned above, investors in the Fund who are not Registered Shareholders should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of using the form of proxy attached hereto.

To be effective, the form of proxy duly completed and executed, together with a copy of the power of attorney or other authority under which it is executed must be deposited by Registered Shareholders, before the time appointed for the Meeting or any adjournment thereof, at the offices of the office of the Company Secretary, Goodbody Secretarial Limited, IFSC, 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland. Any alteration to the form of proxy must be initialled by the person who signs it.

Enquiries

Copies of the existing and the proposed Supplement are available for inspection during normal business hours from the date of this circular up to and including the time of, and during, the Meeting (and any adjourned meeting) at the office of the Company's Legal Advisor, A&L Goodbody, IFSC, 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland.

Further information in relation to the Meeting may be obtained from the offices of foreign representatives or by sending an email to Xtrackers@dws.com

If you have any queries, or if any of the above is not clear, please write to us at the above address.

Conclusion

The Directors are of the opinion that the proposed change to the investment objective of the Fund described above is in the best interests of the Shareholders in the Fund and accordingly recommend that you vote in favour of the resolution set out in the attached Notice.

The Directors accept responsibility for the information contained in this circular.

We thank you for your continuing support of the Company.

Yours faithfully,

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Director
For and on behalf of
Xtrackers (IE) plc

APPENDIX 1

SUMMARY OF PROPOSED CHANGES

Current Fund name	New Fund name	Current Reference Index	New Reference Index	Index Administrator (no change)
Xtrackers MSCI Emerging Markets ESG Screened UCITS ETF	Xtrackers MSCI Emerging Markets ex China UCITS ETF	MSCI EM Select ESG Screened Index	MSCI Emerging Markets ex China Index	MSCI Limited

SUMMARY OF FEE CHANGES

Share Class / ISIN	Current Management Company Fee	New Management Company Fee	Platform Fee (no change)	Current All-in Fee	New All-in Fee
1C / IE00BM67HJ62	Up to 0.06% per annum	Up to 0.04% per annum	Up to 0.12% per annum	Up to 0.18% per annum	Up to 0.16% per annum

APPENDIX 2

NOTICE OF EXTRAORDINARY GENERAL MEETING
of
Xtrackers MSCI Emerging Markets ESG Screened UCITS ETF
ISIN: IE00BM67HJ62 (the "Fund")

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Fund will be held at 10:00 a.m. (Dublin time) on 17 July 2024 at 3 Dublin Landings North Wall Quay, Dublin 1, Ireland to consider and if thought fit, to pass the following resolution:

By Ordinary Resolution:

1. That the change to the investment objective of the Fund as set out in the Circular to the Shareholders of the Fund dated 19 June 2024 be and is hereby approved.

And to transact any other business which may properly be brought before the meeting.

By Order of the Board

For and on behalf of
Goodbody Secretarial Limited
Secretary
17 July 2024

FORM OF PROXY
(for use by the Registered Shareholder only)
XTRACKERS (IE) PLC
(the Company)

Xtrackers MSCI Emerging Markets ESG Screened UCITS ETF
ISIN: IE00BM67HJ62

(the "Fund")

I/We _____
being a Shareholder of the above named Fund, hereby appoint the Chairman of the meeting or failing
him or her, Sarah O'Donovan or failing her, another representative of Goodbody Secretarial Limited or
A&L Goodbody or _____ to
vote for me/us* on my/our* behalf at an Extraordinary General Meeting of the Fund to be held at 10:00
a.m. on 17 July 2024 and at any adjournment thereof.

*Please delete as appropriate

Signature: _____ Date: _____

Please indicate with an 'X' in the space below how you wish your vote to be cast. Unless otherwise
instructed, the proxy will vote or abstain from voting as he thinks fit.

Ordinary Resolution	FOR	AGAINST	ABSTAIN
1. That the change to the investment objective of the Fund as set out in the Circular to the Shareholders of the Fund dated 19 June 2024 be and is hereby approved.			

Notes:

1. This form of proxy is enclosed with this notice for use by the Registered Shareholder only. As mentioned above, investors in the Fund who are not the Registered Shareholder should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of using the form of proxy attached hereto.
2. To be valid, the Registered Shareholder should complete this proxy form and return it (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) **not less than 24 hours before the time of the Extraordinary General Meeting** or any adjournment thereof, at the offices of the Company Secretary, Goodbody Secretarial Limited, IFSC, 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland (facsimile + 353 1 1649 2649 or by email to gslfunds@algoodbody.com) for the attention of Sarah O'Donovan.
3. Please insert your name(s) and address in **BOLD TYPE** and sign and date the form.
4. If any amendments are made they should be initialled.
5. If you wish to appoint as your proxy some person other than the Chairman of the Extraordinary General Meeting insert in block capitals the full name of the person of your choice. A proxy need not be a Shareholder of the Company.
6. The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution if no instruction is given in respect of each resolution, and on any business or resolution considered at the Extraordinary General Meeting other than the resolution referred to in the Notice of the Extraordinary General Meeting.
7. If the appointer is a corporation, this proxy form must be executed under the seal or under the hand of an officer of same, or an attorney duly authorised on its behalf. In the case of joint Shareholders, any one Shareholder may sign, but the names of all the joint holders should be stated. In the event of more than one joint holder tendering votes, the vote of the shareholder whose name first appears in the register of members will be accepted to the exclusion of all others.
8. The completion and return of the proxy form will not preclude the Registered Shareholder from attending and voting at the said Extraordinary General Meeting should they decide to do so.
9. If you are holding shares of the Company through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), the proxy form including an indication as to how the proxy should vote, must be returned to the relevant ICSD or the relevant participant in an ICSD in good time in advance of the time for holding the Extraordinary General Meeting so it may complete and deposit the proxy form at the registered office of the Company in accordance with the above procedure.