

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**”)

Form of Proxy

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

Xtrackers

to _____ or failing him or failing such appointment, the Chairman of the extraordinary general meeting of shareholders of the Company (the “**EGM**”) with full power of substitution, to represent me/us at the EGM to be held in Luxembourg on Friday, 17 April 2020 at 11:30 a.m. (Luxembourg time) at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg¹ and at any meeting to be held thereafter for the same purpose, with the same agenda and to act and vote in my/our name and on my/our behalf on the matters set out in the following agenda:

AGENDA

SOLE RESOLUTION

Amendment of article 21 of the Company’s Articles of Incorporation (the “**Articles**”) with effect on 7 May 2020 in order to provide for the possibility of the Board of Directors to decide on the split or consolidation of the Shares of any Sub-Fund or Class (the “**Changes**”) as follows (the proposed amendments are underlined for ease of reference):

- insertion of a new paragraph twenty in article 21 which reads as follows:
“For the same reasons as set forth in the previous paragraph, the Board of Directors may decide to split or consolidate the Shares of any Fund or Class. In this event, a notice shall be given to the Shareholders of the Fund or Class concerned at least 30 days before the split or consolidation becomes effective in order to enable these Shareholders to request redemption or conversion of their Shares free of charge before the split or consolidation becomes effective.”
- amendment of the current paragraph twenty in article 21 so as to read as follows:
“Decisions of liquidating a Fund or Class, merging a Class with another Class of the same Fund, the division of a Fund or Class, or the split or consolidation of Shares of a Fund or Class may also be decided by a separate meeting of the Shareholders of the Fund or Class concerned where no quorum is required and the decision is taken at the simple majority of the Shares present or represented and voting.”
- change of the heading of article 21 so as to read as follows:

¹ Due to COVID-19 there may be a need to hold the meeting in another location. Shareholders are invited to check the website of the Company www.xtrackers.com before the meeting to check if there is an announcement of an alternative location.

“Redemption, conversion, consolidation and splitting of Shares, merger, division and liquidation of Funds”.

A draft of the amended Articles can be obtained free of charge at the registered office of the Company.

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 EGM or any reconvened, postponed or adjourned meeting as set out in the notice of the EGM dated 27 March 2020. 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: _____ 2020

For 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 13 April 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.*

Please return this proxy form before 6:00 p.m. (Luxembourg time) on 14 April 2020 by courier to State Street Bank International GmbH, Luxembourg Branch to the attention of the Domiciliary Department, 49, avenue J.F. Kennedy, L-1855 Luxembourg, or by fax at the number: + 352 46 40 10 413, or by e-mail to: Luxembourg-Domiciliarygroup@statestreet.com.