

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")

IMPORTANT NOTICE CONVENING THE ANNUAL 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 the

Annual General Meeting of Shareholders

which will be held on **Friday, 21 April 2023 at 10 a.m. (Luxembourg time)** (the "**AGM**") 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 2022.
2. Approval of the audited financial statements of the Company for the financial year ending 31 December 2022.
3. Allocation of the net results for the financial year ending 31 December 2022. Further to the interim dividend payments that were made during the financial year ending 31 December 2022 the remaining net results for the financial year ending 31 December 2022 will be carried forward. The interim dividend payments made during the financial year ending 31 December 2022 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. (formerly KPMG Luxembourg Société Anonyme) 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 2023.
5. Discharge of the Board of Directors for the performance of their duties during the financial year ending 31 December 2022.
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 2023.
7. Re-election of Freddy 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 2023.

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 2023.
9. Re-election of Julien Boulliat as Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2023.
10. 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 2023, subject to approval by the *Commission de Surveillance du Secteur Financier* of Luxembourg. A bio for Stefan Kreuzkamp is set out below.
11. Approval of remuneration for Freddy Brausch and Thilo Wendenburg as independent Directors, 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 each Director is set out in the Subsequent Events section of the Annual Report, which will be available to Shareholders on or around 29 March 2023 and at least eight days before the date of the AGM. 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.- 9. can be found in the Prospectus, which is available on the Company's website www.Xtrackers.com.

Voting Arrangements for the AGM

A shareholder may act at the AGM by person or by proxy. A proxy form may be obtained from the Company's website www.Xtrackers.com.

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 proxy form is for use by the Registered Shareholder only.

The signed proxy has to be returned by the Registered Shareholder **before 6:00 p.m. (Luxembourg time) on 19 April 2023** 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 10 413, or by e-mail to: Luxembourg-Domiciliarygroup@statestreet.com.

For those Shareholders who are not the Registered Shareholder and who hold shares in the Company through a 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/other intermediary, the Shareholder should contact this entity to provide voting instructions;
- if such broker/dealer/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.

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 2022 will be available to Shareholders at the registered office and on the website of the Company, <https://etf.dws.com/en-lu/information/downloads/reports-and-accounts/>, on or around 29 March 2023 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.

Bio

Stefan Kreuzkamp

Stefan Kreuzkamp joined the Deutsche Bank Group in 1998. Stefan Kreuzkamp’s last roles with DWS were Member of the Executive Board of DWS KGaA and Global Chief Investment Officer & Head of the Investment Division. At the same time he was also member of the Supervisory Board of DWS Investment S.A.. Stefan’s earlier roles at DWS included Head of Portfolio Management Money Market Funds, Head of Fixed Income & Cash Portfolio Management and Chief Investment Officer EMEA for Active funds. He has also served as a member of various Boards of several entities in the DWS Group. He has a Master’s degree in Business Administration from the University of Trier.

Luxembourg, 17 March 2023
The Board of Directors