

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")

Form of Proxy (for use by the Registered Shareholder* only)

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

Xtrackers II

to the Chairman of the annual general meeting of Shareholders (the "AGM") with full power of substitution, to represent me/us at the AGM to be held in **Luxembourg on Friday, 21 April 2023 at 10 a.m. (Luxembourg time)** 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:

1. Report of the Board of Directors and the approved statutory auditor (*réviseur d'entreprises agréé*) for the financial year ending 31 December 2022.

FOR **AGAINST** **ABSTENTION**

2. Approval of the audited financial statements of the Company for the financial year ending 31 December 2022.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

5. Discharge of the Board of Directors for the performance of their duties during the financial year ending 31 December 2022.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

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.

FOR **AGAINST** **ABSTENTION**

11. Approval of the 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.

FOR **AGAINST** **ABSTENTION**

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 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: _____ **2023**

****This form of proxy is for use by the Shareholder registered in the Company's shareholders' register (the "Registered Shareholder") only.***

*The Registered Shareholder must return this proxy form before 6:00 p.m. (Luxembourg time) on 19 April 2023 either by courier to State Street Bank Luxembourg S.C.A. ("**State Street**") to the attention of the Domiciliary Department, 49, avenue J.F. Kennedy, L-1855 Luxembourg, 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 are holding 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.

Capitalised terms used herein shall have the same meaning ascribed to them in the latest version of the prospectus of the Company unless the context otherwise requires.