

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”)

ANNOUNCEMENT - IMPORTANT NOTICE CONVENING THE ANNUAL GENERAL MEETING AND AN EXTRAORDINARY 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.

The shareholders of the Company (the “**Shareholders**”) are hereby invited to the

I. Annual General Meeting of Shareholders

which will be held on **Friday, 17 April 2020 at 11:00 a.m. (Luxembourg time)** at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg¹ (the “**AGM**”).

AGENDA

1. Report by the Board of Directors and the report of the approved statutory auditor (*réviseur d'entreprises agréé*).
2. Approval of the audited financial statements of the Company for the financial year ended 31 December 2019.
3. Allocation of the results for the financial year ended 31 December 2019. A proposed dividend per share (if any) of each relevant sub-fund and share class shall be published on www.Xtrackers.com on or around 9 April 2020.
4. Re-election of Ernst & Young S.A. as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the financial year ending 31 December 2020.
5. Discharge of the Board of Directors to the performance of their duties during the financial year ended 31 December 2019.
6. Statutory appointments and remuneration²
7. Miscellaneous.

Voting Arrangements for the AGM

A shareholder may act at the AGM by person or by proxy.

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.

² Details are available upon request at the registered office of the Company.

A proxy form may be obtained at the registered office of the Company or from the Company's website www.Xtrackers.com.

The signed proxy has to be returned **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.

For the 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.

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 annual report of the Company (including the audited financial statements) (the "**Audited Annual Report**") for the financial year ended 31 December 2019 will be available to shareholders at the registered office and on the website of the Company, www.Xtrackers.com, on or around 9 April 2020.

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.

II. Extraordinary General Meeting of Shareholders

which will be held 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 ("**EGM**").

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:
“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.

Voting Arrangements for EGM

A shareholder may act at EGM by person or by proxy.

A proxy form may be obtained at the registered office of the Company or from the Company's website www.Xtrackers.com.

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Voting at EGM

Shareholders are advised that a quorum of 50% of the capital of the Company is required and that the decisions will be taken at a majority of 2/3 of the votes cast at EGM.

If the EGM is not able to deliberate and vote on the above mentioned agenda due to lack of quorum, a further meeting will be reconvened on **Wednesday, 6 May 2020 at 11:00 a.m. (Luxembourg time)** at the registered office of the Company¹ in the manner prescribed by Luxembourg law to deliberate and vote on the same agenda (the **“Reconvened Meeting”**). No quorum will be required at the Reconvened Meeting and resolution on the agenda will be taken at a majority of 2/3 of the votes cast.

Forms of proxy received for the EGM to be held on 17 April 2020 will remain valid and will be used to vote at the Reconvened Meeting, if any, having the same agenda unless expressly revoked.

Important: This announcement is published for your information only. If you are in doubt about this announcement, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

The Singapore Exchange Securities Trading Limited takes no responsibility for the accuracy of any statement made or opinion expressed in this announcement.

Luxembourg, 27 March 2020
The Board of Directors