

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 WITH RESPECT TO THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON 17 APRIL 2020

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.

We refer to the convening notice to the annual general meeting of Shareholders (“**AGM**”) and the extraordinary general meeting of Shareholders (“**EGM**”) of the Company dated 27 March 2020, which will be both held on 17 April 2020 and more specifically the footnote in which Shareholders were invited to check the website of the Company for an announcement regarding changes in location.

In the context of the spread of COVID-19 (coronavirus), the Luxembourg Government has on 18 March 2020 declared a state of emergency for a period of three months. Under emergency powers granted by the Constitution, the Government enacted by way of decree a number of temporary measures concerning holding of meetings in companies and other legal entities.

Based on the above mentioned provisions, and in order to ensure the safety of all investors, the board of directors of the Company has decided to hold the AGM and the EGM on 17 April 2020 without physical meeting and that all Shareholders shall exercise their voting rights at the AGM and the EGM by proxy.

Proxy forms 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.

The full text of the resolutions to be taken at the AGM is as follows.

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 (Re-election: Manooj Mistry, Philippe Ah-Sun, Freddy Brausch and Alex McKenna. Election: Thilo Wendenburg) and remuneration of the independent Director¹.
7. Miscellaneous.

The full text of the sole resolution to be taken at the EGM is as follows.

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".

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.

¹ Details are available upon request at the registered office of the Company.

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

Luxembourg, 31 March 2020
The Board of Directors