

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, 22 April 2022 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 2021.
2. Approval of the audited financial statements of the Company for the financial year ending 31 December 2021.
3. Allocation of the results for the financial year ending 31 December 2021. 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 25 March 2022.
4. Re-election of KPMG Luxembourg Société Anonyme (formerly KPMG Luxembourg Société Coopérative) 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 2022.
5. Discharge of the Board of Directors for the performance of their duties during the financial year ending 31 December 2021.
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 2022.
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 2022.
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 2022.

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 2022.
10. Election of Michael Mohr as Director until the next annual general meeting of Shareholders that will approve the annual accounts for the financial year ending 31 December 2022, subject to approval by the *Commission de Surveillance du Secteur Financier* of Luxembourg (CSSF). A bio for Michael Mohr 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 30 March 2022 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

Due to exceptional circumstances in the context of the COVID-19 pandemic and in accordance with Luxembourg law, the Board of Directors has decided to hold the AGM without physical meeting. **All Shareholders shall exercise their voting rights at the AGM by proxy, as described below.**

A proxy form may be obtained from the Company's website www.Xtrackers.com. The proxy form is for use by the Shareholders registered in the Company's shareholders' register (the "Registered Shareholders") only.

The signed proxy has to be returned by Registered Shareholders **before 6:00 p.m. (Luxembourg time) on 20 April 2022** 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 the Shareholders who are not Registered Shareholders and who are holding shares in the Company through a financial intermediary or clearing agent, it should be noted that:

- voting instructions must be submitted to the relevant financial intermediary or clearing agent by the deadline set by the relevant financial intermediary or clearing agent for onward transmission to State Street in good time;
- 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 audited financial statements of the Company (the "**Audited Annual Report**") for the financial year ending 31 December 2021 will be available to Shareholders at the registered

office and on the website of the Company, <https://etf.dws.com/en-sg/documents/downloads/reports-and-accounts/>, on or around 30 March 2022 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

Michael Mohr

Michael Mohr is Global Head of Passive Product Specialists at DWS. Michael Mohr has been with the Deutsche Bank Group for 23 years, 15 of which have been spent with DWS. Michael Mohr has extensive experience in the structuring and management of UCITS funds, from strategy through to product development and management. Michael Mohr's current role covers exchange traded funds (UCITS and 40 Act), exchange traded commodities and Passive Institutional Mandates. Michael Mohr's early roles at the Deutsche Bank Group included product management for Structured Products and business development. In 2010, Michael Mohr joined the Global Markets Structuring Team to build up the ETC business and transferred to DWS's Indexing business in 2012. Michael Mohr studied at the Frankfurt School of Finance and Management and the National University of Singapore, and holds a Master's Degree in Banking & Finance from the Frankfurt School of Finance and Management.

Luxembourg, 18 March 2022
The Board of Directors

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.

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