

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 OF A RECONVENED 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.

As the extraordinary general meeting of the shareholders of the Company that was convened on 17 April 2020 could not validly deliberate on the items on the agenda due to a lack of quorum, shareholders of the Company are hereby reconvened by the board of directors of the Company (the "**Board of Directors**") to an extraordinary general meeting of shareholders of the Company, to be held in Luxembourg on Wednesday, 6 May 2020 (the "**Reconvened Meeting**") with the following agenda:

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 the Reconvened Meeting

Proxy forms already received for the extraordinary general meeting held on 17 April 2020 remain valid and will be used at the Reconvened Meeting, unless expressly revoked.

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 has decided to hold the Reconvened Meeting on 6 May 2020 without physical meeting and that all Shareholders shall exercise their voting rights at the Reconvened Meeting by proxy.

A proxy form for the Reconvened Meeting 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 30 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 29 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 Reconvened Meeting

Shareholders are advised that no quorum will be required in order for the Reconvened Meeting to validly deliberate on the agenda. The resolution on the agenda will be taken at a majority of 2/3 of the votes cast.

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, 20 April 2020
The Board of Directors