

Xtrackers Portfolio Income UCITS ETF

Supplement to the Prospectus

This Supplement contains information in relation to Xtrackers Portfolio Income UCITS ETF (the “**Fund**”), a sub-fund of Xtrackers (IE) plc (the “**Company**”) an umbrella type open-ended investment company with segregated liability between sub-funds and with variable capital governed by the laws of Ireland and authorised by the Central Bank of Ireland (the “**Central Bank**”).

This Supplement forms part of, may not be distributed unless accompanied by (other than to prior recipients of the Prospectus of the Company dated 15 June 2023 (the “Prospectus”)), and must be read in conjunction with, the Prospectus.

An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

Xtrackers (IE) plc

Dated 15 June 2023

IMPORTANT INFORMATION

The Fund is an ETF. The Shares of this Fund are fully transferable to investors and will be listed for trading on one or more stock exchanges.

TERMS OF THE SHARES REPRESENTING INTERESTS IN THE FUND

Investment Objective

The investment objective of the Fund is to achieve a positive mid to long-term investment performance through exposure to a balanced and diversified portfolio comprised primarily of exchange-traded funds ("ETFs") linked to equities, fixed income and/or commodities.

Investment Policy

In order to achieve the investment objective, the Fund will adopt a Direct Investment Policy, and which is actively managed. There is no assurance that the Investment Objective of the Fund will actually be achieved. In order to seek to achieve its investment objective, the Fund will invest primarily in a balanced and diversified portfolio of ETFs issued by Xtrackers, Xtrackers II and the Company linked to equities, fixed income and/or commodities; the Fund may also invest from time to time directly in transferable securities, money market instruments or other collective investment schemes (the "Invested Assets"). Xtrackers and Xtrackers II are UCITS ETF platforms domiciled in Luxembourg and authorised by the CSSF.

The Investment Manager will provide the composition of the Invested Assets to the Sub-Portfolio Manager on a scheduled quarterly basis (each a "Quarterly Asset Selection Date") and at such other times as the Investment Manager may in its discretion determine, based on which the Sub-Portfolio Manager will perform the day-to-day management of the portfolio. Such day-to-day portfolio management shall include, but not be limited to, order raising for the purchasing and selling of Invested Assets, management of Invested Assets following subscriptions and redemptions of Shares in the Fund, dividend re-investment, cash balance management, corporate action events management and the payment of dividends.

The asset classes comprising the Invested Assets are subject to the following weighting restrictions at the time of each Quarterly Asset Selection Date:

| Asset class | Exposure | Minimum weight | Maximum weight |
|--------------|---|----------------|----------------|
| Equities | Developed markets equities, emerging markets equities, Dividend yield strategies | 15% | 30% |
| Fixed income | Sovereign debt, corporate debt and credit, inflation linked securities and money market returns | 60% | 85% |
| Commodities | Diversified commodity indices | 0% | 10% |

The composition of the Invested Assets will be based on the primary aim of creating a total return strategy, which seeks to benefit from capital appreciation and income generated by the exposures of the Invested Assets, while limiting volatility. When determining the Invested Assets, the Investment Manager will consider and analyse data which is considered relevant in the selection of the Invested Assets, including, but not limited to, dividend yield, price-to-earning ratios and financial and economic data. The Investment Manager will also seek to limit volatility by exploiting correlation benefits between the included asset classes as well as through continuous risk management and weighting decisions on individual asset classes and Invested Assets which may be revised on the basis of macroeconomic and other indicators. Such changes will be subject to the requirement to maintain a diversified portfolio (i) such that there will be no disproportionate over-allocation to any single ETF, even if its yields are exceptionally high over time, and (ii) to avoid any concentration to any single risk factor, such as currency risks or interest risks.

As further described in the 'Efficient Portfolio Management and Financial Derivative Instruments' section below and in the Prospectus, the Fund may also invest in financial derivative instruments ("FDIs") for efficient portfolio management purposes, where such securities and/or FDIs would achieve a risk and return profile consistent with the Investment Objective.

Full disclosure on the composition of the Fund's portfolio will be available on a daily basis at www.Xtrackers.com.

Investors should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment.

The return that the Shareholder will receive will be dependent on the performance of the Invested Assets.

The Fund may invest in ancillary liquid assets which will include secured and/or unsecured cash deposits.

Invested Assets (other than permitted unlisted investments) will be listed or traded on the Markets referred to in Appendix I of the Prospectus.

The Fund will have no Final Repurchase Date. However, the Board of Directors may decide to terminate the Fund in accordance with the terms set out in the Prospectus and/or the Articles of Association.

Efficient Portfolio Management and Financial Derivative Instruments

The Fund may employ techniques and instruments relating to transferable securities under the conditions and within the limits laid down by the Central Bank from time to time and the conditions set out in the Prospectus and this Supplement for efficient portfolio management purposes. The Fund may enter into securities lending transactions for efficient portfolio management purposes only in accordance with the conditions and limits set down by the Central Bank from time to time and the conditions set out in the Prospectus.

The Fund may also invest in FDIs subject to the conditions and limits laid down by the Central Bank for efficient portfolio management purposes and as described in the Prospectus. For details of any FDIs the Fund may use, please refer to the section entitled "Use of Derivatives by Direct Investment Funds" set out in the Prospectus.

The Company employs a risk management process which enables it to accurately measure, monitor and manage at any time the risks attached to the Fund's FDI positions and their contribution to the overall risk profile of the portfolio of assets of a Fund. The Company will, on request, provide supplementary information to Shareholders relating to the risk management methods employed, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments in respect of the relevant Fund.

Calculation of Global Exposure

The Fund will employ the commitment approach to assess the Fund's global exposure and to ensure that the Fund's use of derivative instruments is within the limits specified by the Central Bank. Global exposure will be calculated daily. While the Fund may be leveraged through the use of the FDIs, any such leverage will not be in excess of 100% of the Fund's Net Asset Value.

Investment Restrictions

The general investment restrictions set out under "Investment Restrictions" in the Prospectus apply to the Fund.

The Directors may from time to time impose such further investment restrictions as shall be compatible with or in the interests of Shareholders, in order to comply with the laws and regulations of the countries where Shareholders are located.

In the case of cross-investment by the Fund in a sister sub-fund of the Company the following additional restrictions apply:

1. An investment must not be made in a sub-fund which itself holds shares in other sub-funds of the Company;
2. The Fund must not pay a fee to the Management Company in respect of that portion of its assets invested in other sub-funds of the Company.

Borrowing

The Company may only borrow, for the account of the Fund, up to 10% of the Net Asset Value of the Fund provided that such borrowing is for temporary purposes. The assets of the Fund may be charged as security for any such borrowings.

Specific Risk Warning

Investors should note that the Fund is not capital protected or guaranteed and that the capital invested is not protected or guaranteed and investors in this Fund should be prepared and able to sustain losses up to the total capital invested.

Emerging Markets

Investors in the Fund should be aware of the following risks associated with an investment in emerging markets:

- (a) *Emerging Market Risk:* Investments in the market to which certain Invested Assets relate may be exposed to risks pertaining to emerging markets generally. These include risks brought about by investment ceiling limits where foreign investors are subject to certain holding limits and constraints imposed on trading of listed securities where a registered foreign investor may only maintain a trading account with one licensed securities company in the relevant market. These may contribute to the illiquidity of the relevant securities market, as well as create inflexibility and uncertainty as to the trading environment.
- (b) *Legal Risk:* The economies of most emerging markets are often less developed than those of other geographic regions such as the United States and Europe. The laws and regulations affecting these economies are also in a relatively early stage of development and are not as well established as the laws and regulations of developed countries. Such countries' securities laws and regulations may still be in their development stages and not drafted in a very concise manner which may be subject to interpretation. In the event of a securities related dispute involving a foreign party, the laws of these countries would typically apply (unless an applicable international treaty provides otherwise). The court systems of these nations may not be as transparent and effective as court systems in more developed countries or territories and there can be no assurance of obtaining effective enforcement of rights through legal proceedings and generally the judgements of foreign courts are often not recognised.
- (c) *Regulatory Risk:* Foreign investment in emerging economies' primary and secondary securities markets is often still relatively new and much of the relevant securities laws may be ambiguous and/or have been developed to regulate direct investment by foreigners rather than portfolio investment. Investors should note that because of a lack of precedent, securities market laws and the regulatory environment for primary and secondary market investments by foreign investors can be in the early stages of development, and may, in some jurisdictions, remain untested. The regulatory framework of the emerging economies' primary and secondary securities markets is often in the development stage compared to many of the world's leading stock markets, and accordingly there may be a lower level of regulatory monitoring of the activities of the emerging economies' primary and secondary securities markets.
- (d) *Foreign Exchange Risk:* Some currencies of emerging markets are controlled. Investors should note the risks of limited liquidity in certain foreign exchange markets.
- (e) *Trading Volumes and Volatility:* Often emerging market stock exchanges are smaller and have lower trading volumes and shorter trading hours than most OECD exchanges and the market capitalisations of listed companies are small compared to those on more developed exchanges in developed markets. The listed equity securities of many companies on such exchanges are accordingly materially less liquid, subject to greater dealer spreads and experience materially greater volatility than those of OECD countries. Many such exchanges have, in the past, experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the Net Asset Value of the Fund.
- (f) *Taxation risk:* The Fund may invest in jurisdictions where the tax regime is not fully developed or is not sufficiently certain, and as such changes to the tax policies may be implemented without any prior notice and may also apply retrospectively. Any changes in tax policies may reduce the after-taxation returns of the underlying assets to which the performance of the Fund is linked to.
- (g) *Restricted markets risk:* The Fund may invest in markets in respect of which the local government imposes limitations or restrictions on foreign ownership or holdings. In order to access such markets, the Fund may use instruments such as ADRs, GDRs, NVDRs or P-Notes in order to gain exposure to equity securities instead of using physical securities where, due to such local restrictions or quota limitations, it is not possible to hold these directly. Such legal and regulatory restrictions or limitations may have adverse effects on the liquidity and performance of the Fund holdings and, at worst, the Fund may have to be closed to further subscriptions.

(h) *Liquidity Risk*: Primary market-investors should be aware that it may take up to ten Business Days following the Transaction Day to receive the proceeds of redemptions requests.

Investors will also bear some other risks as described under the section "Risk Factors" in the Prospectus.

Profile of a Typical Investor

Prospective investors in the Fund should ensure that they understand fully the nature of the Fund, as well as the extent of their exposure to risks associated with an investment in the Fund and should consider the suitability of an investment in the Fund.

Investment in the Fund may be appropriate for retail investors who have knowledge of, and investment experience in this particular financial product and understand and can evaluate the investment objective, characteristics and risks in order to make an informed investment decision. Further, they have free and available cash for investment purposes and are looking to gain exposure to a balanced and diversified portfolio of ETFs linked to equities, fixed income, and/or commodities. As the Net Asset Value per Share of the Fund will fluctuate and may fall in value, investment in the Fund should be viewed as suitable for investors who seek a return over the medium to long term. However, prospective investors should be prepared and able to sustain losses up to the total amount of capital invested.

The Prospectus sets out statements on taxation regarding the law and practice in force in the relevant jurisdiction at the date of the Prospectus. The statements are by way of a general guide to potential investors and Shareholders only and do not constitute legal or tax advice to Shareholders or potential investors. Shareholders and potential investors are therefore advised to consult their professional advisers concerning any investment in the Fund particularly as the tax position of an investor and the rates of tax may change over time.

Dividend Policy

Dividends may be declared and paid on the 1D Shares on a semi-annual basis..

General Information Relating to the Fund

| | |
|--|--|
| Base Currency | EUR |
| Cut-off Time | Means for subscription and redemption orders, 4:30 p.m. Dublin time on the Business Day prior to the relevant Transaction Day. |
| Minimum Fund Size | EUR 50,000,000. |
| Settlement Date | Means two Business Days after the Transaction Day. |
| Securities Lending | Yes |
| Securities Lending Agent | Deutsche Bank AG, acting through its Frankfurt head office and its London and New York branches |
| Securities Lending fee allocation | The Securities Lending Agent shall receive a fee for the services provided in respect of any Securities Lending Transactions. |
| Securities Lending Revenue | To the extent the Fund undertakes securities lending to reduce costs, the Fund will ultimately be allocated 70% of the associated revenue generated, the Sub-Portfolio Manager will be allocated 15%, and the Securities Lending Agent will be allocated 15%. To facilitate this, the Fund will initially receive 85% of the associated revenue generated from which the Sub-Portfolio Manager will receive their allocation. The Securities Lending Agent acts as the Company's agent in relation to securities lending transactions and the Sub-Portfolio Manager provides risk monitoring services to the Company in relation to securities lending transactions. As securities lending revenue sharing does not increase the costs of running the Fund, this has been excluded from the figures set out under "Fees and Expenses" below. |

Description of the Shares

| Class | |
|--|-----------------|
| | "1D" |
| Currency | EUR |
| Launch Date | 4 February 2011 |
| ISIN Code | IE00B3Y8D011 |
| German Security Identification Number (WKN) | A1C1G8 |
| Minimum Initial Investment Amount | EUR75,000 |
| Minimum Additional Investment Amount | EUR75,000 |

Fees and Expenses

| | |
|-------------------------------|---|
| Management Company Fee | Up to 0.45% per annum |
| Platform Fee | 0.0016667% per month (0.20% per annum) |
| All-In Fee | Up to 0.65% per annum |
| Transaction Costs | Applicable |

This section headed "Fees and Expenses" should be read in conjunction with the section headed "Fees and Expenses" in the Prospectus.