



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

**FINANZMARKTAUFSICHT (FMA) - FINANCIAL MARKET AUTHORITY (AUSTRIA)
COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
RAHOITUSTARKASTUS (FINLAND)
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN) (GERMANY)
IRISH FINANCIAL SERVICES REGULATORY AUTHORITY (IRELAND)
COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA (ITALY)
COMISSAO DO MERCADO DE VALORES MOBILIARIOS (PORTUGAL)
COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
FINANSINSPEKTIONEN (SWEDEN)**

From:

**The Financial Services Authority
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom**

We hereby certify that the Base Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 15 April 2011.

Name of Issuer: DB ETC II PLC

Registered Office/Seat: Jersey

Type of Securities: Secured ETC Industrial Metal Warrant Linked Securities Programme

Guarantor (if any): N/A

Annexes: VII, VIII and XII

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Financial Services Authority
UK Listing Authority
Document approved

Date: 21.5.11

Signed: 1. *P. Butler*



Attachments:

1. Base Prospectus dated 15 April 2011
2. French translation of the Summary
3. Dutch translation of the Summary
4. Portuguese translation of the Summary
5. German translation of the Summary
6. Italian translation of the Summary
7. Spanish translation of the Summary
8. Finnish translation of the Summary
9. Swedish translation of the Summary