

December 31, 2025

Annual Financial Statements and Other Information

Deutsche DWS Variable Series II

DWS Small Mid Cap Value VIP



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The brand DWS represents DWS Group GmbH & Co. KGaA and any of its subsidiaries such as DWS Distributors, Inc., which offers investment products, or DWS Investment Management Americas, Inc. and RREEF America L.L.C., which offer advisory services.

DWS Distributors, Inc., 222 South Riverside Plaza, Chicago, IL 60606, (800) 621-1148

Investment Portfolio

as of December 31, 2025

	Shares	Value (\$)		Shares	Value (\$)
Common Stocks 100.0%					
Communication Services 3.6%					
Diversified Telecommunication Services 0.4%					
Liberty Global Ltd. "C"*	27,434	302,872			
Media 3.2%					
EchoStar Corp. "A"*	12,434	1,351,576			
National CineMedia, Inc. (a)	83,759	325,822			
Omnicom Group, Inc.	12,468	1,006,791			
		2,684,189			
Consumer Discretionary 10.3%					
Broadline Retail 1.2%					
Ollie's Bargain Outlet Holdings, Inc.*	9,164	1,004,466			
Distributors 1.0%					
Gold.com, Inc.	23,469	799,119			
Diversified Consumer Services 0.5%					
ADT, Inc.	49,321	398,021			
Hotels, Restaurants & Leisure 2.2%					
Aramark	5,587	205,937			
Global Business Travel Group, Inc.* (a)	52,036	398,075			
Norwegian Cruise Line Holdings Ltd.*	16,899	377,186			
Travel & Leisure Co.	6,682	471,281			
Wynn Resorts Ltd.	3,323	399,857			
		1,852,336			
Leisure Products 1.0%					
Hasbro, Inc.	10,137	831,234			
Specialty Retail 2.9%					
AutoNation, Inc.*	1,963	405,320			
Gap, Inc.	37,531	960,794			
Group 1 Automotive, Inc.	832	327,226			
Penske Automotive Group, Inc.	2,257	357,260			
Winmark Corp.	926	374,974			
		2,425,574			
Textiles, Apparel & Luxury Goods 1.5%					
Ralph Lauren Corp.	3,387	1,197,677			
Consumer Staples 2.8%					
Beverages 0.3%					
MGP Ingredients, Inc.	8,857	215,225			
Food Products 2.2%					
B&G Foods, Inc. (a)	49,704	213,727			
Lamb Weston Holdings, Inc.	8,159	341,780			
Seaboard Corp.	119	528,934			
Simply Good Foods Co.*	11,012	221,121			
TreeHouse Foods, Inc.*	22,447	529,525			
		1,835,087			
Personal Care Products 0.3%					
Coty, Inc. "A"*	80,265	247,216			
Energy 4.2%					
Energy Equipment & Services 1.3%					
Bristow Group, Inc.*	10,447	382,569			
Innovex International, Inc.*	17,003	371,856			
Solaris Energy Infrastructure, Inc.	4,189	192,568			
Valaris Ltd.*	3,479	175,342			
		1,122,335			
Oil, Gas & Consumable Fuels 2.9%					
Antero Midstream Corp.	51,317	912,929			
Permian Resources Corp.	63,546	891,550			
Range Resources Corp.	16,118	568,321			
		2,372,800			
Financials 21.7%					
Banks 8.3%					
BankUnited, Inc.	15,117	673,765			
First BanCorp.	72,426	1,501,391			
First Financial Corp.	10,857	655,980			
Hancock Whitney Corp.	23,010	1,465,277			
Hilltop Holdings, Inc.	15,444	524,169			
Triumph Financial, Inc.*	6,942	434,777			
UMB Financial Corp.	14,074	1,619,073			
		6,874,432			
Capital Markets 4.3%					
Affiliated Managers Group, Inc.	4,578	1,319,746			
Donnelley Financial Solutions, Inc.*	11,855	553,510			
Evercore, Inc. "A"	3,083	1,048,991			
Invesco Ltd.	23,108	607,047			
		3,529,294			
Consumer Finance 0.7%					
SoFi Technologies, Inc.*	22,633	592,532			
Financial Services 4.9%					
Affirm Holdings, Inc.*	9,880	735,368			
Corebridge Financial, Inc.	17,467	526,979			
Enact Holdings, Inc.	15,455	612,636			
Essent Group Ltd.	7,068	459,491			
MGIC Investment Corp.	23,061	673,843			
NMI Holdings, Inc.*	5,790	236,174			
Radian Group, Inc.	23,252	836,840			
		4,081,331			
Insurance 2.5%					
Assurant, Inc.	2,930	705,690			
Everest Group Ltd.	1,816	616,260			
Globe Life, Inc.	1,906	266,573			
RLI Corp.	7,756	496,229			
		2,084,752			

The accompanying notes are an integral part of the financial statements.

	Shares	Value (\$)		Shares	Value (\$)
Mortgage Real Estate Investment Trusts (REITs) 1.0%			Professional Services 2.9%		
Rithm Capital Corp.	73,386	799,907	Franklin Covey Co.* (a)	15,929	267,289
Health Care 8.6%			FTI Consulting, Inc.*	2,456	419,558
Biotechnology 6.0%			ICF International, Inc.	5,923	505,232
Exact Sciences Corp.*	7,576	769,419	Korn Ferry	11,009	726,814
Exelixis, Inc.*	8,966	392,980	Resolute Holdings Management, Inc.*	1,455	300,356
Ionis Pharmaceuticals, Inc.*	12,640	999,950	Willdan Group, Inc.*	2,166	224,527
Revolution Medicines, Inc.*	23,715	1,888,900			2,443,776
United Therapeutics Corp.*	1,892	921,877	Trading Companies & Distributors 0.4%		
		4,973,126	DNOW, Inc.*	23,714	314,211
Pharmaceuticals 2.6%			Information Technology 9.4%		
Jazz Pharmaceuticals PLC*	7,695	1,308,150	Communications Equipment 2.1%		
Ligand Pharmaceuticals, Inc.*	4,646	878,419	Applied Optoelectronics, Inc.*	8,187	285,399
		2,186,569	Ciena Corp.*	5,304	1,240,446
Industrials 21.5%			Viasat, Inc.*	6,226	214,548
Aerospace & Defense 2.0%					1,740,393
Huntington Ingalls Industries, Inc.	4,827	1,641,518	Electronic Equipment, Instruments & Components 4.0%		
Air Freight & Logistics 0.5%			Avnet, Inc.	21,894	1,052,663
Forward Air Corp.*	16,205	405,125	Coherent Corp.*	3,143	580,103
Building Products 2.8%			Itron, Inc.*	9,281	861,834
Advanced Drainage Systems, Inc.	4,704	681,280	Powerfleet, Inc. NJ* (a)	46,358	246,625
Armstrong World Industries, Inc.	4,128	788,861	TD SYNTEX Corp.	3,790	569,372
Owens Corning	7,852	878,718			3,310,597
		2,348,859	Semiconductors & Semiconductor Equipment 0.4%		
Construction & Engineering 4.5%			Cohu, Inc.*	13,301	309,514
API Group Corp.*	37,248	1,425,109	Software 2.9%		
MasTec, Inc.*	6,701	1,456,596	Bit Digital, Inc.* (a)	166,705	315,073
Tutor Perini Corp.	12,023	805,781	Core Scientific, Inc.* (a)	24,137	351,435
		3,687,486	Hut 8 Corp.*	15,679	720,293
Electrical Equipment 5.6%			MARA Holdings, Inc.* (a)	28,668	257,439
Acuity, Inc.	3,629	1,306,585	Riot Platforms, Inc.*	36,617	463,937
EnerSys	9,311	1,366,389	SailPoint, Inc.* (a)	16,466	333,107
nVent Electric PLC	7,788	794,143			2,441,284
Sensata Technologies Holding PLC	35,731	1,189,485	Materials 5.7%		
		4,656,602	Chemicals 1.1%		
Ground Transportation 0.9%			Avient Corp.	7,792	243,422
RXO, Inc.*	24,703	312,246	RPM International, Inc.	6,533	679,432
U-Haul Holding Co.* (a)	8,310	418,907			922,854
		731,153	Containers & Packaging 0.7%		
Machinery 0.8%			Graphic Packaging Holding Co.	41,499	624,975
Worthington Enterprises, Inc.	13,525	697,484	Metals & Mining 3.9%		
Marine Transportation 0.5%			Alpha Metallurgical Resources, Inc.*	1,157	231,261
Kirby Corp.*	3,791	417,692	Constellium SE*	30,865	581,805
Passenger Airlines 0.6%			Ferroglobe PLC	62,091	288,102
Frontier Group Holdings, Inc.* (a)	105,785	498,247	Reliance, Inc.	3,269	944,316
			Royal Gold, Inc.	2,449	544,388
			Worthington Steel, Inc.	17,523	606,647
					3,196,519

The accompanying notes are an integral part of the financial statements.

	Shares	Value (\$)
Real Estate 8.1%		
Diversified REITs 1.2%		
Alpine Income Property Trust, Inc.	16,329	273,021
Global Net Lease, Inc.	85,963	739,282
		1,012,303
Health Care REITs 2.0%		
Healthcare Realty Trust, Inc.	32,924	558,062
Omega Healthcare Investors, Inc.	24,028	1,065,401
		1,623,463
Industrial REITs 1.5%		
STAG Industrial, Inc.	33,835	1,243,775
Office REITs 0.4%		
BXP, Inc.	4,754	320,800
Specialized REITs 3.0%		
Gaming and Leisure Properties, Inc.	31,789	1,420,650
Gladstone Land Corp.	33,425	305,839
PotlatchDeltic Corp.	9,934	395,175
Safehold, Inc.	28,970	396,599
		2,518,263
Utilities 4.1%		
Electric Utilities 2.4%		
IDACORP, Inc.	8,716	1,103,097
Otter Tail Corp. (a)	5,260	425,061
Portland General Electric Co.	9,933	476,685
		2,004,843
Gas Utilities 1.7%		
ONE Gas, Inc.	5,438	420,085
UGI Corp.	25,397	950,610
		1,370,695
Total Common Stocks (Cost \$62,626,962)		82,892,525

Other Investments 0.0%

Communication Services 0.0%

Diversified Telecommunication Services 0.0%

	Shares	Value (\$)
GCI Liberty, Inc. (Escrow Shares)* (b) (Cost \$0)	3,095	0

Securities Lending Collateral 3.2%

	Shares	Value (\$)
DWS Government & Agency Securities Portfolio "DWS Government Cash Institutional Shares", 3.66% (c) (d) (Cost \$2,623,645)	2,623,645	2,623,645

Cash Equivalents 0.4%

	Shares	Value (\$)
DWS Central Cash Management Government Fund, 3.77% (c) (Cost \$338,547)	338,547	338,547

	% of Net Assets	Value (\$)
Total Investment Portfolio (Cost \$65,589,154)	103.6	85,854,717
Other Assets and Liabilities, Net	(3.6)	(2,970,877)
Net Assets	100.0	82,883,840

A summary of the Fund's transactions with affiliated investments during the year ended December 31, 2025 are as follows:

Value (\$)	Purchases	Sales	Net Realized	Net Change in	Capital Gain	Number	Value (\$)
at 12/31/2024	Cost (\$)	Proceeds (\$)	Gain/(Loss) (\$)	Unrealized Appreciation (Depreciation) (\$)	Distributions (\$)	of Shares at 12/31/2025	at 12/31/2025
Securities Lending Collateral 3.2%							
DWS Government & Agency Securities Portfolio "DWS Government Cash Institutional Shares", 3.66% (c) (d)							
248,795	2,374,850 (e)	—	—	—	16,655	2,623,645	2,623,645
Cash Equivalents 0.4%							
DWS Central Cash Management Government Fund, 3.77% (c)							
969,558	9,257,142	9,888,153	—	—	37,938	338,547	338,547
1,218,353	11,631,992	9,888,153	—	—	54,593	2,962,192	2,962,192

* Non-income producing security.

(a) All or a portion of these securities were on loan. In addition, "Other Assets and Liabilities, Net" may include pending sales that are also on loan. The value of securities loaned at December 31, 2025 amounted to \$3,476,275, which is 4.2% of net assets.

(b) Investment was valued using significant unobservable inputs.

The accompanying notes are an integral part of the financial statements.

- (c) Affiliated fund managed by DWS Investment Management Americas, Inc. The rate shown is the annualized seven-day yield at period end.
- (d) Represents cash collateral held in connection with securities lending. Income earned by the Fund is net of borrower rebates. In addition, the Fund held non-cash U.S. Treasury securities collateral having a value of \$1,019,291.
- (e) Represents the net increase (purchase cost) or decrease (sales proceeds) in the amount invested in cash collateral for the year ended December 31, 2025.

REIT: Real Estate Investment Trust

Fair Value Measurements

Various inputs are used in determining the value of the Fund's investments. These inputs are summarized in three broad levels. Level 1 includes quoted prices in active markets for identical securities. Level 2 includes other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds and credit risk). Level 3 includes significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments). The level assigned to the securities valuations may not be an indication of the risk or liquidity associated with investing in those securities.

The following is a summary of the inputs used as of December 31, 2025 in valuing the Fund's investments. For information on the Fund's policy regarding the valuation of investments, please refer to the Security Valuation section of Note A in the accompanying Notes to Financial Statements.

Assets	Level 1	Level 2	Level 3	Total
Common Stocks (a)	\$ 82,892,525	\$ —	\$ —	\$ 82,892,525
Other Investments	—	—	0	0
Short-Term Investments (a)	2,962,192	—	—	2,962,192
Total	\$ 85,854,717	\$ —	\$ 0	\$ 85,854,717

- (a) See Investment Portfolio for additional detailed categorizations.

The accompanying notes are an integral part of the financial statements.

Statement of Assets and Liabilities

as of December 31, 2025

Assets	
Investments in non-affiliated securities, at value (cost \$62,626,962) — including \$3,476,275 of securities loaned	\$ 82,892,525
Investment in DWS Government & Agency Securities Portfolio (cost \$2,623,645)*	2,623,645
Investment in DWS Central Cash Management Government Fund (cost \$338,547)	338,547
Cash	8,837
Receivable for Fund shares sold	81
Dividends receivable	89,836
Affiliated securities lending income receivable	567
Other assets	1,253
Total assets	85,955,291

Liabilities	
Payable upon return of securities loaned	2,623,645
Payable for Fund shares redeemed	324,956
Accrued management fee	49,387
Accrued Trustees' fees	1,643
Other accrued expenses and payables	71,820
Total liabilities	3,071,451
Net assets, at value	\$ 82,883,840

Net Assets Consist of	
Distributable earnings (loss)	23,601,532
Paid-in capital	59,282,308
Net assets, at value	\$ 82,883,840

Net Asset Value

Class A	
Net Asset Value , offering and redemption price per share (\$68,068,449 ÷ 4,829,874 outstanding shares of beneficial interest, no par value, unlimited number of shares authorized)	\$ 14.09

Class B	
Net Asset Value , offering and redemption price per share (\$14,815,391 ÷ 1,049,529 outstanding shares of beneficial interest, no par value, unlimited number of shares authorized)	\$ 14.12

* Represents collateral on securities loaned. In addition, the Fund held non-cash collateral having a value of \$1,019,291.

Statement of Operations

for the year ended December 31, 2025

Investment Income	
Income:	
Dividends (net of foreign taxes withheld of \$5,215)	\$ 1,065,713
Income distributions — DWS Central Cash Management Government Fund	37,938
Affiliated securities lending income	16,655
Total income	1,120,306
Expenses:	
Management fee	509,611
Administration fee	76,050
Services to shareholders	2,554
Record keeping fee (Class B)	17,256
Distribution service fee (Class B)	36,004
Custodian fee	2,727
Professional fees	51,999
Reports to shareholders	26,206
Trustees' fees and expenses	3,488
Other	8,882
Total expenses before expense reductions	734,777
Expense reductions	(38,933)
Total expenses after expense reductions	695,844
Net investment income	424,462
Realized and Unrealized Gain (Loss)	
Net realized gain (loss) from investments	3,061,283
Change in net unrealized appreciation (depreciation) on investments	9,801,946
Net gain (loss)	12,863,229
Net increase (decrease) in net assets resulting from operations	\$13,287,691

The accompanying notes are an integral part of the financial statements.

Statements of Changes in Net Assets

Increase (Decrease) in Net Assets	Years Ended December 31,	
	2025	2024
Operations:		
Net investment income	\$ 424,462	\$ 754,691
Net realized gain (loss)	3,061,283	8,842,504
Change in net unrealized appreciation (depreciation)	9,801,946	(4,617,377)
Net increase (decrease) in net assets resulting from operations	13,287,691	4,979,818
Distributions to shareholders:		
Class A	(7,805,150)	(4,075,969)
Class B	(1,742,422)	(924,859)
Total distributions	(9,547,572)	(5,000,828)
Fund share transactions:		
Class A		
Proceeds from shares sold	2,691,143	3,734,367
Reinvestment of distributions	7,805,150	4,075,969
Payments for shares redeemed	(10,358,290)	(9,883,240)
Net increase (decrease) in net assets from Class A share transactions	138,003	(2,072,904)
Class B		
Proceeds from shares sold	1,421,311	974,781
Reinvestment of distributions	1,742,422	924,859
Payments for shares redeemed	(3,637,769)	(4,069,428)
Net increase (decrease) in net assets from Class B share transactions	(474,036)	(2,169,788)
Increase (decrease) in net assets	3,404,086	(4,263,702)
Net assets at beginning of period	79,479,754	83,743,456
Net assets at end of period	\$ 82,883,840	\$ 79,479,754
Other Information		
Class A		
Shares outstanding at beginning of period	4,696,628	4,830,766
Shares sold	205,932	269,018
Shares issued to shareholders in reinvestment of distributions	714,757	311,143
Shares redeemed	(787,443)	(714,299)
Net increase (decrease) in Class A shares	133,246	(134,138)
Shares outstanding at end of period	4,829,874	4,696,628
Class B		
Shares outstanding at beginning of period	1,059,258	1,210,975
Shares sold	109,529	70,947
Shares issued to shareholders in reinvestment of distributions	158,980	70,385
Shares redeemed	(278,238)	(293,049)
Net increase (decrease) in Class B shares	(9,729)	(151,717)
Shares outstanding at end of period	1,049,529	1,059,258

The accompanying notes are an integral part of the financial statements.

Financial Highlights

DWS Small Mid Cap Value VIP — Class A

	Years Ended December 31,				
	2025	2024	2023	2022	2021
Selected Per Share Data					
Net asset value, beginning of period	\$13.81	\$13.86	\$12.73	\$15.47	\$12.00
<i>Income (loss) from investment operations:</i>					
Net investment income ^a	.08	.14	.15	.15	.11
Net realized and unrealized gain (loss)	1.93	.68	1.64	(2.57)	3.54
Total from investment operations	2.01	.82	1.79	(2.42)	3.65
<i>Less distributions from:</i>					
Net investment income	(.14)	(.17)	(.15)	(.12)	(.18)
Net realized gains	(1.59)	(.70)	(.51)	(.20)	—
Total distributions	(1.73)	(.87)	(.66)	(.32)	(.18)
Net asset value, end of period	\$14.09	\$13.81	\$13.86	\$12.73	\$15.47
Total Return (%) ^b	18.21	6.21	14.95	(15.80)	30.50
Ratios to Average Net Assets and Supplemental Data					
Net assets, end of period (\$ millions)	68	65	67	64	82
Ratio of expenses before expense reductions (%) ^c	.87	.87	.87	.87	.85
Ratio of expenses after expense reductions (%) ^c	.82	.82	.81	.83	.83
Ratio of net investment income (%)	.61	.98	1.16	1.14	.76
Portfolio turnover rate (%)	53	41	28	33	32

^a Based on average shares outstanding during the period.

^b Total return would have been lower had certain expenses not been reduced.

^c Expense ratio does not reflect charges and fees associated with the separate account that invests in the Fund or any variable life insurance policy or variable annuity contract for which the Fund is an investment option.

The accompanying notes are an integral part of the financial statements.

DWS Small Mid Cap Value VIP — Class B

	Years Ended December 31,				
	2025	2024	2023	2022	2021
Selected Per Share Data					
Net asset value, beginning of period	\$13.81	\$13.86	\$12.72	\$15.46	\$11.99
<i>Income (loss) from investment operations:</i>					
Net investment income ^a	.03	.08	.10	.10	.06
Net realized and unrealized gain (loss)	1.95	.69	1.66	(2.58)	3.53
Total from investment operations	1.98	.77	1.76	(2.48)	3.59
<i>Less distributions from:</i>					
Net investment income	(.08)	(.12)	(.11)	(.06)	(.12)
Net realized gains	(1.59)	(.70)	(.51)	(.20)	—
Total distributions	(1.67)	(.82)	(.62)	(.26)	(.12)
Net asset value, end of period	\$14.12	\$13.81	\$13.86	\$12.72	\$15.46
Total Return (%) ^b	17.85	5.79	14.59	(16.14)	30.04
Ratios to Average Net Assets and Supplemental Data					
Net assets, end of period (\$ millions)	15	15	17	16	21
Ratio of expenses before expense reductions (%) ^c	1.24	1.24	1.24	1.24	1.22
Ratio of expenses after expense reductions (%) ^c	1.19	1.18	1.18	1.20	1.20
Ratio of net investment income (%)	.23	.61	.79	.77	.40
Portfolio turnover rate (%)	53	41	28	33	32

^a Based on average shares outstanding during the period.

^b Total return would have been lower had certain expenses not been reduced.

^c Expense ratio does not reflect charges and fees associated with the separate account that invests in the Fund or any variable life insurance policy or variable annuity contract for which the Fund is an investment option.

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements

A. Organization and Significant Accounting Policies

DWS Small Mid Cap Value VIP (the “Fund”) is a diversified series of Deutsche DWS Variable Series II (the “Trust”), which is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as an open-end management investment company organized as a Massachusetts business trust. The Fund is an underlying investment vehicle for variable annuity contracts and variable life insurance policies to be offered by the separate accounts of certain life insurance companies (“Participating Insurance Companies”).

Multiple Classes of Shares of Beneficial Interest. The Fund offers two classes of shares (Class A shares and Class B shares). Class B shares are subject to Rule 12b-1 distribution fees under the 1940 Act and recordkeeping fees equal to annual rates of up to 0.25% and of up to 0.15%, respectively, of the average daily net assets of the Class B shares of the Fund. Class A shares are not subject to such fees.

Investment income, realized and unrealized gains and losses, and certain fund-level expenses and expense reductions, if any, are borne pro rata on the basis of relative net assets by the holders of all classes of shares, except that each class bears certain expenses unique to that class (including the applicable 12b-1 distribution fees and recordkeeping fees). Differences in class-level expenses may result in payment of different per share dividends by class. All shares have equal rights with respect to voting subject to class-specific arrangements.

The Fund’s financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) which require the use of management estimates. Actual results could differ from those estimates. Subsequent events, if any, through the date that the financial statements were issued have been evaluated in the preparation of the financial statements. The Fund qualifies as an investment company under Topic 946 of Accounting Standards Codification of U.S. GAAP. The policies described below are followed consistently by the Fund in the preparation of its financial statements.

Operating Segment. The Fund adopted FASB Accounting Standards Update 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures (“ASU 2023-07”). ASU 2023-07 impacts financial statement disclosures only and does not affect the Fund’s financial position or the results of its operations. An operating segment is defined in Topic 280 as a component of a public entity that engages in business activities from which it may recognize revenues and incur expenses, has operating results that are regularly reviewed by the public entity’s chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and has discrete financial information available. The President and Chief Executive Officer acts as the Fund’s CODM. The Fund represents a single operating segment, as the CODM monitors the operating results of the Fund as a whole, and the Fund’s long-term strategic asset allocation is pre-determined in accordance with the terms of its prospectus, based on a defined investment strategy that is executed by the Fund’s portfolio managers as a team. The financial information in the form of the Fund’s portfolio composition, total returns, expense ratios and changes in net asset (i.e., changes in net assets resulting from operations, subscriptions and redemptions), which are used by the CODM to assess the segment’s performance versus the Fund’s comparative benchmarks and to make resource allocation decisions for the Fund’s single segment, is consistent with that presented within the Fund’s financial statements. Segment assets are reflected on the accompanying Statement of Assets and Liabilities as “total assets” and results of operations and significant segment expenses are listed on the accompanying Statement of Operations.

Security Valuation. Investments are stated at value determined as of the close of regular trading on the New York Stock Exchange on each day the exchange is open for trading.

The Fund’s Board has designated DWS Investment Management Americas, Inc. (the “Advisor”) as the valuation designee for the Fund pursuant to Rule 2a-5 under the 1940 Act. The Advisor’s Pricing Committee (the “Pricing Committee”) typically values securities using readily available market quotations or prices supplied by independent pricing services (which are considered fair values under Rule 2a-5). The Advisor has adopted fair valuation procedures that provide methodologies for fair valuing securities.

Various inputs are used in determining the value of the Fund’s investments. These inputs are summarized in three broad levels. Level 1 includes quoted prices in active markets for identical securities. Level 2 includes other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds and credit risk). Level 3 includes significant unobservable inputs (including the Fund’s own assumptions in determining the fair value of investments). The level assigned to the securities valuations may not be an indication of the risk or liquidity associated with investing in those securities.

Equity securities are valued at the most recent sale price or official closing price reported on the exchange (U.S. or foreign) or over-the-counter market on which they trade. Securities for which no sales are reported are valued at the calculated mean between the most recent bid and asked quotations on the relevant market or, if a mean cannot be determined, at the most recent bid quotation. Equity securities are generally categorized as Level 1.

Investments in open-end investment companies are valued at their net asset value each business day and are categorized as Level 1.

Securities and other assets for which market quotations are not readily available or for which the above valuation procedures are deemed not to reflect fair value are valued in a manner that is intended to reflect their fair value as determined in accordance with procedures approved by the Pricing Committee and are generally categorized as Level 3. In accordance with the Fund's valuation procedures, factors considered in determining value may include, but are not limited to, the type of the security; the size of the holding; the initial cost of the security; the existence of any contractual restrictions on the security's disposition; the price and extent of public trading in similar securities of the issuer or of comparable companies; quotations or evaluated prices from broker-dealers and/or pricing services; information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities); an analysis of the company's or issuer's financial statements; an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold; and with respect to debt securities, the maturity, coupon, creditworthiness, currency denomination and the movement of the market in which the security is normally traded. The value determined under these procedures may differ from published values for the same securities.

Disclosure about the classification of fair value measurements is included in a table following the Fund's Investment Portfolio.

Securities Lending. National Financial Services LLC (Fidelity Agency Lending), as securities lending agent, lends securities of the Fund to certain financial institutions under the terms of its securities lending agreement. During the term of the loans, the Fund continues to receive interest and dividends generated by the securities and to participate in any changes in their market value. The Fund requires the borrowers of the securities to maintain collateral with the Fund consisting of cash and/or securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities having a value at least equal to the value of the securities loaned. When the collateral falls below specified amounts, the securities lending agent will use its best efforts to obtain additional collateral on the next business day to meet required amounts under the securities lending agreement. During the year ended December 31, 2025, the Fund invested the cash collateral, if any, into a joint trading account in affiliated money market funds, including DWS Government & Agency Securities Portfolio, managed by DWS Investment Management Americas, Inc. DWS Investment Management Americas, Inc. receives a management/ administration fee (0.14% annualized effective rate as of December 31, 2025) on the cash collateral invested in DWS Government & Agency Securities Portfolio. The Fund receives compensation for lending its securities either in the form of fees or by earning interest on invested cash collateral net of borrower rebates and fees paid to a securities lending agent. Either the Fund or the borrower may terminate the loan at any time, and the borrower, after notice, is required to return borrowed securities within a standard time period. There may be risks of delay and costs in recovery of securities or even loss of rights in the collateral should the borrower of the securities fail financially. If the Fund is not able to recover securities lent, the Fund may sell the collateral and purchase a replacement investment in the market, incurring the risk that the value of the replacement security is greater than the value of the collateral. The Fund is also subject to all investment risks associated with the reinvestment of any cash collateral received, including, but not limited to, interest rate, credit and liquidity risk associated with such investments.

As of December 31, 2025, the Fund had securities on loan. The value of the related collateral exceeded the value of the securities loaned at period end.

Remaining Contractual Maturity of the Agreements as of December 31, 2025

	Overnight and Continuous	<30 days	Between 30 & 90 days	>90 days	Total
Securities Lending Transactions					
Common Stocks	\$ 3,642,936	\$ —	\$ —	\$ —	\$ 3,642,936
Gross amount of recognized liabilities and cash collateral for securities lending transactions:					\$ 2,623,645
Gross amount of unrecognized liabilities related to non-cash collateral for securities lending transactions:					\$ 1,019,291

Tax Information. The Fund is treated as a separate taxpayer as provided for in the Internal Revenue Code of 1986, as amended (the "Code"). It is the Fund's policy to comply with the requirements of the Code, which are applicable to regulated investment companies, and to distribute all of its taxable income to the separate accounts of the Participating Insurance Companies which hold its shares.

The Fund files tax returns with the Internal Revenue Service, the State of New York, and various other states. Each of the tax years in the four-year period ended December 31, 2025, remains subject to examination by taxing authorities.

Distribution of Income and Gains. Distributions from net investment income of the Fund, if any, are declared and distributed to shareholders annually. Net realized gains from investment transactions, in excess of available capital loss carryforwards, would be taxable to the Fund if not distributed, and, therefore, will be distributed to shareholders at least annually. The Fund may also make additional distributions for tax purposes if necessary.

The timing and characterization of certain income and capital gain distributions are determined annually in accordance with federal tax regulations which may differ from accounting principles generally accepted in the United States of America. These differences primarily relate to certain securities sold at a loss. As a result, net investment income (loss) and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. Accordingly, the Fund may periodically make reclassifications among certain of its capital accounts without impacting the net asset value of the Fund.

At December 31, 2025, the Fund's components of distributable earnings (accumulated losses) on a net tax basis were as follows:

Undistributed ordinary income*	\$ 1,358,721
Undistributed long-term capital gains	\$ 2,053,607
Net unrealized appreciation (depreciation) on investments	\$ 20,189,204

At December 31, 2025, the aggregate cost of investments for federal income tax purposes was \$65,665,513. The net unrealized appreciation for all investments based on tax cost was \$20,189,204. This consisted of aggregate gross unrealized appreciation for all investments for which there was an excess of value over tax cost of \$22,394,393 and aggregate gross unrealized depreciation for all investments for which there was an excess of tax cost over value of \$2,205,189.

In addition, the tax character of distributions paid to shareholders by the Fund is summarized as follows:

	Years Ended December 31,	
	2025	2024
Distributions from ordinary income*	\$ 1,041,238	\$ 1,747,975
Distributions from long-term capital gains	\$ 8,506,334	\$ 3,252,853

* For tax purposes, short-term capital gain distributions are considered ordinary income distributions.

Expenses. Expenses of the Trust arising in connection with a specific fund are allocated to that fund. Other Trust expenses which cannot be directly attributed to a fund are apportioned among the funds in the Trust based upon the relative net assets or other appropriate measures.

Contingencies. In the normal course of business, the Fund may enter into contracts with service providers that contain general indemnification clauses. The Fund's maximum exposure under these arrangements is

unknown, as this would involve future claims that may be made against the Fund that have not yet been made. However, based on experience, the Fund expects the risk of loss to be remote.

Real Estate Investment Trusts. The Fund at its fiscal year end recharacterizes distributions received from a Real Estate Investment Trust (“REIT”) investment based on information provided by the REIT into the following categories: ordinary income, long-term and short-term capital gains, and return of capital. If information is not available timely from a REIT, the recharacterization will be estimated for financial reporting purposes and a recharacterization will be made to the accounting records in the following year when such information becomes available. Distributions received from REITs in excess of income are recorded as either a reduction of cost of investments or realized gains.

Other. Investment transactions are accounted for on a trade date plus one basis for daily net asset value calculations. However, for financial reporting purposes, investment transactions are reported on trade date. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date net of foreign withholding taxes. Realized gains and losses from investment transactions are recorded on an identified cost basis. Proceeds from litigation payments, if any, are included in net realized gain (loss) from investments.

B. Purchases and Sales of Securities

During the year ended December 31, 2025, purchases and sales of investment securities (excluding short-term investments) aggregated \$41,137,394 and \$48,931,379, respectively.

C. Related Parties

Management Agreement. Under the Investment Management Agreement with DWS Investment Management Americas, Inc. (“DIMA” or the “Advisor”), an indirect, wholly owned subsidiary of DWS Group GmbH & Co. KGaA (“DWS Group”), the Advisor directs the investments of the Fund in accordance with its investment objectives, policies and restrictions. The Advisor determines the securities, instruments and other contracts relating to investments to be purchased, sold or entered into by the Fund.

Pursuant to the Investment Management Agreement with the Advisor, the Fund pays a monthly management fee based on the Fund’s average daily net assets, computed and accrued daily and payable monthly, at the following annual rates:

First \$250 million of the Fund’s average daily net assets	.650%
Next \$750 million of such net assets	.620%
Next \$1.5 billion of such net assets	.600%
Next \$2.5 billion of such net assets	.580%
Next \$2.5 billion of such net assets	.550%
Next \$2.5 billion of such net assets	.540%
Next \$2.5 billion of such net assets	.530%
Over \$12.5 billion of such net assets	.520%

Accordingly, for the year ended December 31, 2025, the fee pursuant to the Investment Management Agreement was equivalent to an annual rate (exclusive of any applicable waivers/reimbursements) of 0.65% of the Fund’s average daily net assets.

For the period from January 1, 2025 through April 30, 2025, the Advisor had contractually agreed to waive its fees and/or reimburse certain operating expenses of the Fund to the extent necessary to maintain the total annual operating expenses (excluding certain expenses such as extraordinary expenses, taxes, brokerage, interest expense and acquired fund fees and expenses) of each class as follows:

Class A	.81%
Class B	1.17%

For the period from May 1, 2025 through September 30, 2025, the Advisor had contractually agreed to waive its fees and/or reimburse certain operating expenses of the Fund to the extent necessary to maintain the

total annual operating expenses (excluding certain expenses such as extraordinary expenses, taxes, brokerage, interest expense and acquired fund fees and expenses) of each class as follows:

Class A	.84%
Class B	1.21%

Effective October 1, 2025 through September 30, 2026, the Advisor has contractually agreed to waive its fees and/or reimburse certain operating expenses of the Fund to the extent necessary to maintain the total annual operating expenses (excluding certain expenses such as extraordinary expenses, taxes, brokerage, interest expense and acquired fund fees and expenses) of each class as follows:

Class A	.80%
Class B	1.17%

For the year ended December 31, 2025, fees waived and/or expenses reimbursed for each class are as follows:

Class A	\$ 30,895
Class B	8,038
	\$ 38,933

Administration Fee. Pursuant to an Administrative Services Agreement, DIMA provides most administrative services to the Fund. For all services provided under the Administrative Services Agreement, the Fund pays the Advisor an annual fee (“Administration Fee”) of 0.097% of the Fund’s average daily net assets, computed and accrued daily and payable monthly. For the year ended December 31, 2025, the Administration Fee was \$76,050, of which \$6,957 is unpaid.

Service Provider Fees. DWS Service Company (“DSC”), an affiliate of the Advisor, is the transfer agent, dividend-paying agent and shareholder service agent for the Fund. Pursuant to a sub-transfer agency agreement between DSC and SS&C GIDS, Inc. (“SS&C”), DSC has delegated certain transfer agent, dividend-paying agent and shareholder service agent functions to SS&C. DSC compensates SS&C out of the shareholder servicing fee it receives from the Fund. For the year ended December 31, 2025, the amounts charged to the Fund by DSC were as follows:

Services to Shareholders	Total Aggregated	Unpaid at December 31, 2025
Class A	\$ 991	\$ 167
Class B	833	140
	\$ 1,824	\$ 307

Distribution Service Agreement. Under the Fund’s Class B 12b-1 plan, DWS Distributors, Inc. (“DDI”) received a fee (“Distribution Service Fee”) of up to 0.25% of average daily net assets of Class B shares. For the year ended December 31, 2025, the Distribution Service Fee aggregated \$36,004, of which \$3,192 is unpaid.

Other Service Fees. Under an agreement with the Fund, DIMA is compensated for providing regulatory filing services to the Fund. For the year ended December 31, 2025, the amount charged to the Fund by DIMA included in the Statement of Operations under “Reports to shareholders” aggregated \$930, of which \$321 is unpaid.

Trustees’ Fees and Expenses. The Fund paid retainer fees to each Trustee not affiliated with the Advisor, plus specified amounts to the Board Chairperson and to each committee Chairperson.

Affiliated Cash Management Vehicles. The Fund may invest uninvested cash balances in DWS Central Cash Management Government Fund, an affiliated money market fund which is managed by the Advisor. DWS Central Cash Management Government Fund is managed in accordance with Rule 2a-7 under the 1940 Act, which governs the quality, maturity, diversity and liquidity of instruments in which a money market fund may invest and seeks to maintain a stable net asset value. The Fund indirectly bears its proportionate share of the expenses of its investment in DWS Central Cash Management Government Fund. DWS Central Cash Management Government Fund does not pay the Advisor an investment management fee.

D. Ownership of the Fund

At December 31, 2025, two Participating Insurance Companies were owners of record of 10% or more of the total outstanding Class A shares of the Fund, each owning 63% and 12%, respectively. Four Participating Insurance Companies were owners of record of 10% or more of the total outstanding Class B shares of the Fund, each owning 25%, 19%, 18% and 16%, respectively.

E. Line of Credit

The Fund and other affiliated funds (the "Participants") share in a \$345 million revolving credit facility provided by a syndication of banks. The Fund may borrow for temporary or emergency purposes, including the meeting of redemption requests that otherwise might require the untimely disposition of securities. The Participants are charged an annual commitment fee, which is allocated based on net assets, among each of the Participants. Interest is calculated at a daily fluctuating rate per annum equal to the sum of 0.10% plus the higher of the Federal Funds Effective Rate and the Overnight Bank Funding Rate, plus 1.25%. The Fund may borrow up to a maximum of 33 percent of its net assets under the agreement. The Fund had no outstanding loans at December 31, 2025.

Report of Independent Registered Public Accounting Firm

To the Board of Trustees of Deutsche DWS Variable Series II and Shareholders of DWS Small Mid Cap Value VIP:

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities of DWS Small Mid Cap Value VIP (the "Fund") (one of the funds constituting Deutsche DWS Variable Series II (the "Trust")), including the investment portfolio, as of December 31, 2025, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the five years in the period then ended and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund (one of the funds constituting Deutsche DWS Variable Series II) at December 31, 2025, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Trust is not required to have, nor were we engaged to perform, an audit of the Trust's internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2025, by correspondence with the custodian, brokers, and others; when replies were not received from brokers and others, we performed other auditing procedures. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Ernst + Young LLP

We have served as the auditor of one or more investment companies in the DWS family of funds since at least 1979, but we are unable to determine the specific year.

Boston, Massachusetts
February 12, 2026

Tax Information

(Unaudited)

The Fund paid distributions of \$1.53 per share from net long-term capital gains during its year ended December 31, 2025.

Pursuant to Section 852 of the Internal Revenue Code, the Fund designates \$2,286,000 as capital gain dividends for its year ended December 31, 2025.

For corporate shareholders, 94% of the ordinary dividends (i.e., income dividends plus short-term capital gains) paid during the Fund's fiscal year ended December 31, 2025, qualified for the dividends received deduction.

Please consult a tax advisor if you have questions about federal or state income tax laws, or on how to prepare your tax returns. If you have specific questions about your account, please contact your insurance provider.

Advisory Agreement Board Considerations and Fee Evaluation

The Board of Trustees (hereinafter referred to as the “Board” or “Trustees”) approved the renewal of DWS Small Mid Cap Value VIP’s (the “Fund”) investment management agreement (the “Agreement”) with DWS Investment Management Americas, Inc. (“DIMA”) in September 2025.

In terms of the process that the Board followed prior to approving the Agreement, shareholders should know that:

- During the entire process, all of the Fund’s Trustees were independent of DIMA and its affiliates (the “Independent Trustees”).
- The Board met frequently during the past year to discuss fund matters and dedicated a substantial amount of time to contract review matters. Over the course of several months, the Board reviewed extensive materials received from DIMA, independent third parties and independent counsel, including materials containing information on the Fund’s performance, fees and expenses, profitability, economies of scale and fall-out benefits.
- The Board also received extensive information throughout the year regarding performance of the Fund.
- The Independent Trustees regularly met privately with counsel to discuss contract review and other matters.
- In connection with reviewing the Agreement, the Board also reviewed the terms of the Fund’s Rule 12b-1 plan, distribution agreement, administrative services agreement, transfer agency agreement, and certain other material service agreements.

In connection with the contract review process, the Board considered the factors discussed below, among others. The Board also considered that DIMA and its predecessors have managed the Fund since its inception, and the Board believes that a long-term relationship with a capable, conscientious advisor is in the best interests of the Fund. The Board considered, generally, that shareholders chose to invest or remain invested in the Fund knowing that DIMA managed the Fund. DIMA is part of DWS Group GmbH & Co. KGaA (“DWS Group”). DWS Group is a global asset management business that offers a wide range of investing expertise and resources, including research capabilities in many countries throughout the world. DWS Group is majority-owned by Deutsche Bank AG, with approximately 20% of its shares publicly traded.

As part of the contract review process, the Board carefully considered the fees and expenses of each DWS fund overseen by the Board in light of the fund’s performance. In many cases, this led to the negotiation and implementation of expense caps.

While shareholders may focus primarily on fund performance and fees, the Board considers these and many other factors, including the quality and integrity of DIMA’s personnel and administrative support services provided by DIMA, such as back-office operations, fund valuations, and compliance policies and procedures.

Nature, Quality and Extent of Services. The Board considered the terms of the Agreement, including the scope of advisory services provided under the Agreement. The Board noted that, under the Agreement, DIMA provides portfolio management services to the Fund and that, pursuant to a separate administrative services agreement, DIMA provides administrative services to the Fund. The Board considered the experience and skills of senior management and investment personnel and the resources made available to such personnel. The Board also considered the risks to DIMA in sponsoring or managing the Fund, including financial, operational and reputational risks, the potential economic impact to DIMA from such risks and DIMA’s approach to addressing such risks. The Board reviewed the Fund’s performance over short-term and long-term periods and compared those returns to various agreed-upon performance measures, including market index(es) and a peer universe compiled using information supplied by Morningstar Direct (“Morningstar”), an independent fund data service. The Board also noted that it has put into place a process of identifying “Funds in Review” (e.g., funds performing poorly relative to a peer universe), and receives additional reporting from DIMA regarding such funds and, where appropriate, DIMA’s plans to address underperformance. The Board believes this process is an effective manner of identifying and addressing underperforming funds. Based on the information provided, the Board noted that, for the one-, three- and five-year periods ended December 31, 2024, the Fund’s performance (Class A shares) was in the 4th quartile of the applicable Morningstar universe (the 1st quartile being the best performers and the 4th quartile being the worst performers). The Board also observed that the Fund has underperformed its benchmark in the one-, three- and five-year periods ended December 31, 2024. The Board noted the underperformance of the Fund in recent periods and continued to discuss with senior management of DIMA the factors contributing to such underperformance and, where needed, the actions being taken to improve performance. The Board observed that the Fund had experienced improved relative performance during the first eight months of

2025. The Board recognized the efforts by DIMA in recent years to enhance its investment platform and improve long-term performance across the DWS fund complex.

Fees and Expenses. The Board considered the Fund's investment management fee schedule, operating expenses and total expense ratios, and comparative information provided by Broadridge Financial Solutions, Inc. ("Broadridge") regarding investment management fee rates paid to other investment advisors by similar funds (1st quartile being the most favorable and 4th quartile being the least favorable). With respect to management fees paid to other investment advisors by similar funds, the Board noted that the contractual fee rates paid by the Fund, which include a 0.097% fee paid to DIMA under the Fund's administrative services agreement, were equal to the median (2nd quartile) of the applicable Broadridge peer group (based on Broadridge data provided as of December 31, 2024). The Board noted that the Fund's Class A shares total (net) operating expenses were expected to be lower than the median (2nd quartile) of the applicable Broadridge expense universe (based on Broadridge data provided as of December 31, 2024, and analyzing Broadridge expense universe Class A (net) expenses less any applicable 12b-1 fees) ("Broadridge Universe Expenses"). The Board also reviewed data comparing each other operational share class's total (net) operating expenses to the applicable Broadridge Universe Expenses. The Board noted that the expense limitations agreed to by DIMA were expected to help the Fund's total (net) operating expenses remain competitive. The Board considered the Fund's management fee rate as compared to fees charged by DIMA to comparable DWS U.S. registered funds ("DWS Funds"), noting that DIMA indicated that it does not provide services to any other comparable DWS Funds. The information requested by the Board as part of its review of fees and expenses also included information about institutional accounts (including any sub-advised funds and accounts) and funds offered primarily to European investors ("DWS Europe Funds") managed by DWS Group. The Board noted that DIMA indicated that DWS Group does not manage any institutional accounts or DWS Europe Funds comparable to the Fund.

On the basis of the information provided, the Board concluded that management fees were reasonable and appropriate in light of the nature, quality and extent of services provided by DIMA.

Profitability. The Board reviewed detailed information regarding revenues received by DIMA under the Agreement. The Board considered the estimated costs to DIMA, and pre-tax profits realized by DIMA, from advising the DWS Funds, as well as estimates of the pre-tax profits attributable to managing the Fund in particular. The Board also received information regarding the estimated enterprise-wide profitability of DIMA and its affiliates with respect to all fund services in totality and by fund. The Board reviewed DIMA's methodology in allocating its costs to the management of the Fund. Based on the information provided, the Board concluded that the pre-tax profits realized by DIMA in connection with the management of the Fund were not unreasonable. The Board also reviewed certain publicly available information regarding the profitability of certain similar investment management firms. The Board noted that, while information regarding the profitability of such firms is limited (and in some cases is not necessarily prepared on a comparable basis), DIMA and its affiliates' overall profitability with respect to the DWS Funds (after taking into account distribution and other services provided to the funds by DIMA and its affiliates) was in line with the overall profitability levels of most comparable firms for which such data was available.

Economies of Scale. The Board considered whether there are economies of scale with respect to the management of the Fund and whether the Fund benefits from any economies of scale. The Board noted that the Fund's investment management fee schedule includes fee breakpoints. The Board concluded that the Fund's fee schedule represents an appropriate sharing between the Fund and DIMA of such economies of scale as may exist in the management of the Fund at current asset levels.

Other Benefits to DIMA and Its Affiliates. The Board also considered the character and amount of other incidental or "fall-out" benefits received by DIMA and its affiliates, including any fees received by DIMA for administrative services provided to the Fund, any fees received by an affiliate of DIMA for transfer agency services provided to the Fund and any fees received by an affiliate of DIMA for distribution services. The Board also considered benefits to DIMA related to brokerage and soft-dollar allocations, including allocating brokerage to pay for research generated by parties other than the executing broker dealers, which pertain primarily to funds investing in equity securities. In addition, the Board considered the incidental public relations benefits to DIMA related to DWS Funds advertising and cross-selling opportunities among DIMA products and services. The Board considered these benefits in reaching its conclusion that the Fund's management fees were reasonable.

Compliance. The Board considered the significant attention and resources dedicated by DIMA to its compliance processes. The Board noted in particular (i) the experience, seniority and time commitment of the

individuals serving as DIMA's and the Fund's chief compliance officers; (ii) the substantial commitment of resources by DIMA and its affiliates to compliance matters; and (iii) ongoing efforts to enhance the compliance program.

Based on all of the information considered and the conclusions reached, the Board determined that the continuation of the Agreement is in the best interests of the Fund. In making this determination, the Board did not give particular weight to any single factor identified above and individual Independent Trustees may have weighed these factors differently in reaching their individual decisions to approve the continuation of the Agreement. The Board considered these factors over the course of numerous meetings, certain of which were in executive session with only the Independent Trustees and counsel present.

