

This Notice of the Annual General Meeting of SSGA SPDR ETFs Europe II PLC is sent to you as a Shareholder in SSGA SPDR ETFs Europe II PLC. It is important and requires your immediate attention. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, solicitor or attorney or other professional advisor. If you sold or otherwise transferred your holding in SSGA SPDR ETFs Europe II PLC, please send this notice and the accompanying proxy card to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**This circular has not been reviewed by the Central Bank of Ireland (the “Central Bank”) and it is possible that changes hereto may be necessary to meet the requirements of the Central Bank. The Directors are of the opinion that there is nothing contained in this circular nor in the proposals detailed herein that conflicts with the guidance notes issued by and regulations of the Central Bank.**

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**SSGA SPDR ETFS EUROPE II PLC  
(THE “COMPANY”)  
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY  
(THE “AGM”)**

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Notice of the AGM to be held at 70 Sir John Rogerson’s Quay, Dublin 2, Ireland on 21 October 2021 at the time set out in Appendix I. The accompanying Proxy Card for use by shareholders in the Company at the relevant AGM should be completed and returned, in accordance with the instructions printed thereon, so as to be received by the Secretary, Matsack Trust Limited, 70 Sir John Rogerson’s Quay, Dublin 2, Ireland as soon as possible and, in any event, not later than 48 hours before the time of the AGM.

**SSGA SPDR ETFs EUROPE II PLC**  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

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25 August 2021


Dear Shareholder,

We are writing to you in connection with SSGA SPDR ETFs Europe II PLC (the "**Company**") annual general meeting (the "**AGM**") which is being convened. A notice of the AGM is enclosed herewith as Appendix I (the "**Notice**").

The AGM will be held at the offices of Matsack Trust Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland on 21 October 2021 at 2:00 pm (Irish time) and will deal with the normal matters to be attended to at an annual general meeting.

A proxy card is enclosed as Appendix II to enable you to vote at the AGM should you not be attending in person and you are urged to complete and return it as soon as possible and in any event by no later than 2:00 pm (Irish time) on 19 October 2021. We consider the health of attendees at the AGM and the staff of the Company's service providers a top priority. Attendees are strongly encouraged to appoint a proxy to vote at the AGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the AGM may present a risk to themselves and others. Please read the notes printed on the proxy card which will assist you in completing and returning same. You may attend and vote at the AGM even if you have appointed a proxy but in such circumstances the proxy is not entitled to vote. The quorum for the AGM is two shareholders present in person or by proxy. If a quorum is not present within half an hour of the time appointed for the AGM, it will be necessary to adjourn it. In that event, the AGM will stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Company's directors (the "**Directors**") may determine.

Sincerely,



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**Patrick Riley**  
**DIRECTOR**  
For and on behalf of SSGA SPDR ETFs EUROPE II PLC

## APPENDIX I

### SSGA SPDR ETFS EUROPE II PLC (THE "COMPANY")

#### REGISTERED OFFICE

78 Sir John Rogerson's Quay,  
Dublin 2,  
Ireland

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the "**AGM**") will be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland on 21 October 2021 at 2:00 pm (Irish time) for the transaction of the following business:

1. To read the notice convening the AGM.
2. To consider the report of the Company's directors and the Company's statutory financial statements for the year ended 31 March 2021 together with the report of the Company's auditors' thereon and review the Company's affairs.
3. To re-appoint PriceWaterhouseCoopers as the auditors of the Company (the "**Auditors**") to hold office until the conclusion of the next general meeting at which the statutory financial statements are laid before the Company and to authorise the directors of the Company to agree the remuneration of the Auditors.
4. To transact any other ordinary business of the Company.

We consider the health of attendees at the AGM and the staff of the Company's service providers a top priority. Attendees are strongly encouraged to appoint a proxy to vote at the AGM on their behalf, as the preferred means of fully and safely exercising their rights, as personal attendance at the AGM may present a risk to themselves and others. Insofar as practicable, the AGM will be held in accordance with the guidance of the Health Service Executive (the Irish public health authority), meaning:

- the AGM will be as brief as possible;
- personal attendance is not recommended and the Shareholder is encouraged to appoint proxies to vote on its behalf;
- refreshments will not be provided; and
- in the event that a change of venue is necessitated, this will be communicated to the Shareholder as far in advance of the AGM as practicable.

**DATED 25 August 2021**

**BY ORDER OF THE BOARD**

*Gavin Coleman*

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**For and on behalf of  
Matsack Trust Limited  
SECRETARY**

**REGISTERED IN DUBLIN, IRELAND - NUMBER 525004**

## NOTES

- A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him or her.
- A proxy need not be a member of the Company.
- In the case of a body corporate, the proxy form must be either under seal of the body corporate or under the hand of an officer or attorney duly authorised in writing.
- The proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at 70 Sir John Rogerson's Quay, Dublin 2, Ireland **no later than 48 hours before the time of the meeting**. An emailed or faxed copy will be accepted and can be sent for the attention of [fscompliance@matheson.com](mailto:fscompliance@matheson.com) or Catherina O'Brien on fax number (+) 353 1 232 3333.
- The accidental omission to give notice of the AGM to, or the non-receipt of notice of the AGM by, any person entitled to receive notice shall not invalidate the proceedings at the AGM.

### Entitlement to attend and vote

- Please note that you are only entitled to attend and vote at the meeting (or any adjournment thereof) if you are a registered shareholder. As sub-funds in the Company use the International Central Securities Depository ("ICSD") model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds under the ICSD settlement model, investors in the sub-funds should contact the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee) if they have any queries on the course of action they should take in relation to this document.
- The Company specifies that only those members registered in the Register of Members of the Company at 2.00pm on 19 October 2021 or, if the AGM is adjourned, at 2.00pm on the day that is two days prior to the adjourned meeting (the "**record date**"), shall be entitled to attend, speak, ask questions and vote at the AGM, or if relevant, any adjournment thereof and may only vote in respect of the number of shares registered in their name at that time. Changes to the Register of Members after the record date shall be disregarded in determining the right of any person to attend and/or vote at the AGM or any adjournment thereof.

### Appointment of proxies

- A form of proxy is enclosed with this Notice of AGM for use by registered shareholders. As mentioned above, investors in sub-funds in the Company who are not registered shareholders should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of using the form of proxy. To be effective, the form of proxy duly completed and executed, together with a copy of the power of attorney or other authority under which it is executed must be deposited by registered shareholders at the offices of the office of the Company Secretary, via email to [fscompliance@matheson.com](mailto:fscompliance@matheson.com) so as to be received no later than 48 hours before the time appointed for the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the form of proxy must be initialled by the person who signs it.
- In addition to note 4 above and subject to the Articles of Association of the Company and provided it is received at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is

to be used, the appointment of a proxy may also be submitted electronically to [fscompliance@matheson.com](mailto:fscompliance@matheson.com).

- Registered shareholders have several ways of exercising their votes; (a) by attending the AGM in person or (b) by appointing a proxy to vote on their behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

## APPENDIX II

### SSGA SPDR ETFS EUROPE II PLC (the "Company")

#### PROXY CARD

I / We

Of \_\_\_\_\_ (the "Member")  
being a member of the Company hereby appoint the Chairperson (or failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland, or (failing him), Donal O'Byrne of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Veronica Flynn of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Catherina O'Brien of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her),  
of \_\_\_\_\_

as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the annual general meeting of the Company to be held on 21 October 2021 at 2:00 pm (Irish) time and at any adjournment of the meeting.

*The proxy is to vote as follows:*

<b>Voting instructions to Proxy (choice to be marked with an "X")</b>			
<b>Name or description of resolution:</b>	<i>In Favour</i>	<i>Abstain</i>	<i>Against</i>
To consider the report of the Company's directors and the Company's statutory financial statements for the year ended 31 March 2021 together with the report of the Company's auditors' thereon and review the Company's affairs.			
To re-appoint PriceWaterhouseCoopers as the auditors of the Company (the "Auditors") to hold office until the conclusion of the next general meeting at which the statutory financial statements are laid before the Company and to authorise the directors of the Company to agree the remuneration of the Auditors.			
<i>Unless otherwise indicated the proxy shall vote as he or she thinks fit</i>			
Signature of Member _____ Dated :			

#### NOTES:

- (a) In the case of a body corporate, the proxy form must be either under seal of the body corporate or under the hand of an officer or attorney duly authorised in writing.
- (b) The proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at 70 Sir John Rogerson's Quay, Dublin 2, Ireland no later than 48 hours before the time of the

meeting. An emailed or faxed copy will be accepted and can be sent for the attention of [fscompliance@matheson.com](mailto:fscompliance@matheson.com) or Catherina O'Brien on fax number (+) 353 1 232 3333.

- (c) Unless otherwise instructed the proxy will vote as he/she thinks fit.
- (d) In the case of joint shareholders the signature of the first named shareholder will suffice.
- (e) If you wish to appoint a proxy of your choice delete the words "the Chairperson" and insert the name of the proxy you wish to appoint (who need not be a member of the Company).
- (f) The returning of a form of proxy duly completed will not prevent a member in the Company from attending and voting in person.
- (g) As sub-funds in the Company use the International Central Securities Depository ("ICSD") model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds under the ICSD settlement model, investors in the sub-funds should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of submitting this Form of Proxy to the Company Secretary.

APPENDIX III

LETTER OF REPRESENTATION

To: The Directors  
SSGA SPDR ETFs Europe II PLC  
78 Sir John Rogerson's Quay.  
Dublin 2,  
Ireland

Dear Sirs

We, \_\_\_\_\_,  
of \_\_\_\_\_

(the "**Company**") being a shareholder in SSGA SPDR ETFs Europe II PLC hereby notify you that pursuant to a resolution of our board of directors, the chairperson of the shareholders' meeting to consider the ordinary resolutions, or (failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland, or (failing him), Donal O'Byrne of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Veronica Flynn of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Catherina O'Brien of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her),  
\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ has been appointed as the Company's representative to attend and vote on the Company's behalf at the annual general meeting of SSGA SPDR ETFs Europe II PLC to be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, on 21 October 2021, at the time set out in the notice dated 25 August 2021, or any adjournment thereof.

Such person so appointed shall be entitled to exercise the same powers at any such meeting in respect of our shares in SSGA SPDR ETFs Europe II PLC as we could exercise if we were an individual shareholder and is empowered to sign any necessary consents in connection with any such annual general meeting, with respect to any ordinary business on behalf of the Company.

Signed \_\_\_\_\_  
Duly authorised officer  
For and on behalf of

\_\_\_\_\_  
Date