

This is a notice of an extraordinary general meeting of 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.

**SSGA SPDR ETFs EUROPE II PLC
(THE “COMPANY”)
NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY
(THE “EGM”)**

Notice of the EGM to be held at 70 Sir John Rogerson’s Quay, Dublin 2, Ireland on 14 December 2022, at the time set out in Appendix I. The accompanying proxy card for use by shareholders in the Company at the EGM 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 EGM.

Information Classification: Limited Access

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

17 November 2022

Dear Shareholder

We are writing to you in connection with the EGM of the Company which is being convened. A notice of the EGM is enclosed herewith at Appendix I (the "**Notice**").

Appointment of Ernst & Young as Auditors

The EGM is being called for the purpose of shareholders voting to affirm the re-appointment of Ernst & Young as the auditors of the Company (the "**Auditors**") and to authorise the board of directors of the Company (the "**Board**") to agree the remuneration of the Auditors. The following information is relevant for this purpose:

1. Regulatory Background to Change of Auditors

The Company has rotated its auditor to be compliant with Irish Company Law¹. On 15 June 2016, the Statutory Audits Regulations² was signed in Ireland that gave effect to an EU Audit Directive³ and EU Audit Regulation⁴ (the "**Regulations**"). The Regulations introduced mandatory audit firm rotation in Ireland which requires public interest entities to change their auditor at least every 10 years. The Company qualifies as a public interest entity.

In line with those Regulations, PricewaterhouseCoopers resigned as the external auditor of the Company after concluding the external audit for the financial year ended 31 March 2021. The Board approved the appointment of Ernst & Young as the new external auditor for the Company to fill the casual vacancy which had arisen.

2. Auditor Selection

The auditor selection process followed a governance framework made up of a selection panel, executive management from State Street Global Advisors and the Board. The selection procedure followed an established, robust and comprehensive request for proposal ("**RFP**") and due diligence process. The process adhered to all of the Global Procurement Policy requirements of State Street Corporation. Meetings were conducted between a number of participants and the Company's selection panel to identify the most suitable firm to appoint as auditor to the Company.

Decision criteria included participants' RFP submissions, their exchange traded fund ("**ETF**") experience and expertise, the relative strengths of their proposed servicing teams and cost considerations.

¹ Companies Act 2014 (as amended)

² European Union (Statutory Audits) (Directive 2006/43/EC, as Amended by Directive 2014/56/EU, and Regulation (EU) No 537/2014) Regulations 2016 (SI 312 of 2016)

³ Directive 2014/56/EU

⁴ Regulation (EU) No 537/2014

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3. Auditor Appointment

Following the completion of the work of the Company's selection panel, a detailed presentation was provided to the Company together with a recommendation for the appointment of Ernst & Young as auditor as part of a Company board meeting. After discussing the presentational materials and recommendation with the Company's selection panel, the Company took the decision to appoint Ernst & Young as auditor to the Company.

The EGM will be held at the offices of Matsack Trust Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland on 14 December 2022 and will deal with the above business.

A proxy card is enclosed as Appendix II to enable you to vote at the EGM 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 3.30 p.m. (Irish time) on 12 December 2022.

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 EGM even if you have appointed a proxy but in such circumstances the proxy is not entitled to vote. The quorum for the EGM 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 EGM, it will be necessary to adjourn it. In that event, the EGM 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,



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 extraordinary general meeting (the "EGM") will be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland on 14 December 2022 at 3.30 p.m. (Irish time) for the transaction of the following business:

1. To affirm the re-appointment of Ernst & Young as the auditors of the Company (the "Auditors") and to authorise the directors of the Company to agree the remuneration of the Auditors.

DATED 17 NOVEMBER 2022

BY ORDER OF THE BOARD

DocuSigned by:

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FOR AND ON BEHALF OF MATSACK TRUST LIMITED
SECRETARY

REGISTERED IN DUBLIN, IRELAND - NUMBER 525004

NOTES

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him or her;
2. A proxy need not be a member of the Company;
3. 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.
4. 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 EGM. An emailed or faxed copy will be accepted and can be sent for the attention of fscompliance@matheson.com or Catherina O'Brien on fax number (+) 353 1 232 3333.
5. The accidental omission to give notice of the EGM to, or the non-receipt of notice of the EGM by, any person entitled to receive notice shall not invalidate the proceedings at the EGM.

Information Classification: Limited Access

ENTITLEMENT TO ATTEND AND VOTE

6. 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.
7. The Company specifies that only those members registered in the Register of Members of the Company at 3.30 p.m. on 12 December 2022 or, if the EGM is adjourned, at 3.30 p.m. 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 EGM, 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 EGM or any adjournment thereof.

APPOINTMENT OF PROXIES

8. A form of proxy is enclosed with this Notice of EGM 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 so as to be received no later than 48 hours before the time appointed for the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) 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.
9. 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 EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) 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.
10. Registered shareholders have several ways of exercising their votes; (a) by attending the EGM 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), Philip Lovegrove of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Grace Curran of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Michelle Ridge of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Eunan Hession of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Catherina O'Brien of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Alicia Archibald of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), _____ of _____

as the proxy of the Member to attend, speak and vote and to demand or join in demanding a poll for the Member on behalf of the Member at the extraordinary general meeting of the Company to be held on 14 December 2022 at 3.30 p.m. (Irish time) and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting instructions to Proxy (choice to be marked with an "X")			
Name or description of resolution:	<i>In Favour</i>	<i>Abstain</i>	<i>Against</i>
To affirm the re-appointment of Ernst & Young as the auditors of the Company (the "Auditors") 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 EGM. An emailed or faxed copy will be accepted and can be sent for the attention of 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 resolution, or (failing him/her), Dualta Counihan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland, or (failing him), Philip Lovegrove of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Grace Curran of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Michelle Ridge of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Eunan Hession of 70 Sir John Rogerson's Quay, Dublin 2 or (failing him), Catherina O'Brien of 70 Sir John Rogerson's Quay, Dublin 2 or (failing her), Alicia Archibald 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 extraordinary general meeting of SSGA SPDR ETFs Europe II plc to be held at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, on 14 December 2022, at the time set out in the notice dated 17 November 2022, 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 extraordinary general meeting, with respect to any ordinary business on behalf of the Company.

Signed _____
Duly authorised officer
For and on behalf of

Date