

SSGA SPDR ETFS EUROPE II PLC**78 Sir John Rogerson's Quay****Dublin 2****Ireland****(An Umbrella Fund with Segregated Liability Between Sub-Funds)**

This notice 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 notice nor in the proposals detailed herein that conflicts with the guidance issued by and regulations of the Central Bank nor with best industry practice.

Unless otherwise defined herein or unless the context otherwise requires, all defined terms used in this notice shall bear the same meaning as in the prospectus of the Company dated 31 January 2022, as amended (the "Prospectus").

Date: 21 October 2022

ADJOURNED AGM / APPOINTMENT OF ERNST AND YOUNG ("EY") AS AUDITOR

Dear Shareholder,

SSGA SPDR ETFs Europe II plc (the "Company")

We are writing to you as a shareholder of the Company to notify you of the adjourned AGM of the Company and to provide further information relating to the appointment of EY as auditor to the Company. The reappointment of the auditor was to be considered at the AGM scheduled for 20 October 2022, however a quorum was not present, so the AGM accordingly has been adjourned until 27 October 2022 (the "**Adjourned AGM**") in accordance with the terms of AGM notice (the "**AGM Notice**").

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 and was approaching the 10 year time limit in respect of the previous auditor.

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 of the Company approved the appointment of EY as the new external auditor for the Company to fill the casual vacancy which had arisen.

2. Auditor Selection

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

Information Classification: General

Directors: Tom Finlay, Patrick Riley, Barbara Healy, Kathleen Gallagher and Ellen Needham
Registered in Ireland: Company Number: 525004

The auditor selection process followed a governance framework made up of a selection panel, executive management from State Street Global Advisors and the Board of the Company. 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.

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 EY 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 EY as auditor to the Company.

4. AGM Adjournment

The AGM of the Company has been adjourned to 2.30 pm on 27 October 2022.

Please note that you are only entitled to attend and vote at the Adjourned AGM 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 or the Adjourned AGM. 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 any documentation to the Company Secretary.

Shareholders who have not voted

For shareholders who have not previously exercised their vote in advance of the AGM, it is possible to submit your vote in advance of the Adjourned AGM in accordance with the voting instructions contained in the AGM Notice. For ease of reference, the proxy form and letter of representation (for use by corporate entities only) contained in the AGM Notice are re-attached in Appendix II and Appendix III of this notice (the proxy form must be returned no later than 48 hours before the time of the Adjourned AGM (2.30 pm on 25 October)).

Shareholders who have previously voted

Any shareholder who previously submitted a voting instruction in advance of the AGM should note that this voting instruction will remain valid and be voted by the proxy at the Adjourned AGM in accordance with these voting instructions.

If any shareholder wishes to formally revoke a previously submitted voting instruction in advance of the Adjourned AGM this is possible. In order to do so:

- a) The shareholder should complete formal revocation of the previously submitted voting instruction (a template form of letter of revocation is included in Appendix I). This letter of

revocation should be submitted prior to the Adjourned AGM. Investors in the sub-funds should submit any such revocations through the relevant ICSD or the relevant participant in an ICSD.

- b) If the shareholder in addition to revoking their previously submitted voting instruction wishes to re-submit their vote, the registered shareholder should complete the proxy form or letter of representation or attend the meeting in person to exercise their revised voting instructions as set out in the AGM Notice (the timeframes for receipt of such voting instructions are set out in the AGM Notice).

Further information

Should you have any queries, please contact the SPDR ETF Sales and Support team at spdrseurope@ssga.com / +44 (0)20 3395 6888 or call your local SPDR ETF representative.

Yours sincerely,

A handwritten signature in black ink, reading "Patrick J. Riley". The signature is written in a cursive style with a large initial 'P' and 'R'.

Director

SSGA SPDR ETFs Europe II plc

APPENDIX I

LETTER OF REVOCATION OF VOTING INSTRUCTION

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

Dear Sirs

We, _____,
of _____

being a shareholder in SSGA SPDR ETFs Europe II plc hereby notify you in respect of the proxy card (the "**Proxy Card**") submitted in respect of the annual general meeting of SSGA SPDR ETFs Europe II plc due to take place on 20 October 2022 that we wish to formally revoke the completed Proxy Card. [We attach a revised Proxy Card in advance of the Adjourned AGM].

Signed _____

Duly authorised officer

For and on behalf of

Date

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), Katarzyna Milian of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Sarah Smyth 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 _____
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 20 October 2022 at 2:30 pm (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 consider the report of the Company's directors and the Company's statutory financial statements for the year ended 31 March 2022 together with the report of the Company's auditors' thereon and review the Company's affairs.			
To re-appoint Ernst & Young 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 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 Coughlan 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), Katarzyna Milian of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Sarah Smyth 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), _____ (failing _____ her),
_____ 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 20 October 2022, at the time set out in the notice dated 16 August 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 annual general meeting, with respect to any ordinary business on behalf of the Company.

Signed _____
Duly authorised officer
For and on behalf of

Date