

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.

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

Notice of the AGM to be held at 70 Sir John Rogerson’s Quay, Dublin 2, Ireland on 10 December 2025 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

7 November 2025

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 10 December 2025 at 3:15 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 3:15 pm (Irish time) on 8 December 2025.

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.

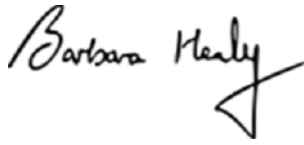
Special Business

We wish to notify you of certain proposed amendments to be made to the memorandum and articles of association of the Company (the “**M&A**”) as highlighted in the marked-up copy of the M&A contained in Appendix IV (marked up pages only have been included).

The Company is proposing an amendment to its M&A to allow for distributions to be made from the capital of the Company. The financial services landscape is evolving rapidly and investor needs are becoming increasingly diverse. This proposed amendment to the M&A is intended to provide the Company with the strategic flexibility to introduce new sub-funds that distribute from capital, an important feature for investors seeking stable, income-generating products. By voting in favour, shareholders will empower the Company to respond proactively to market demand, enhance product offerings, and strengthen its competitive position. This flexibility supports the Company's commitment to delivering long-term value and aligning its product strategy with investor priorities.

It is not currently proposed to allow for distributions out of capital for the existing sub-funds of the Company and if there is any proposal to permit such distributions out of capital for an existing sub-fund of the Company, the relevant supplement for the sub-fund would be updated in accordance with the requirements of the Central Bank and shareholders in the relevant sub-fund would be notified in advance of this change.

Sincerely,



Barbara Healy
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 10 December 2025 at 3:15 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 2025 together with the report of the Company's auditors' thereon and review the Company's affairs.
3. 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.
4. To authorise the directors of the Company to agree the remuneration of the Auditors.
5. To transact any other ordinary business of the Company.

SPECIAL BUSINESS

1. By way of special business, to approve the proposed amendments to be made to the memorandum and articles of association of the Company (the "**M&A**") as highlighted in the marked-up copy of the M&A contained in Appendix IV (marked up pages only have been included).

DATED 7 November 2025

BY ORDER OF THE BOARD



**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 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 3.15 pm on 8 December 2025 or, if the AGM is adjourned, at 3.15 pm 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 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.
- 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), Philip Lovegrove of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Sarah Smyth of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Anthony Gaskin of 70 Sir John Rogerson's Quay, Dublin 2, Ireland, or (failing him), Sarah Hogan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Eunan Hession of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Orlaith Cullen of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Elizabeth Bollard of 70 Sir John Rogerson's Quay, Dublin 2, Ireland 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 10 December 2025 at 3:15 pm (Irish time) and at any adjournment of the meeting.

The proxy is to vote as follows:

<i>Voting instructions to Proxy (choice to be marked with an "X")</i>			
<i>Name or description of resolution:</i>	<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 2025 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.			
To authorise the directors of the Company to agree the remuneration of the Auditors.			
By way of special resolution: to approve the updates to the Company's M&A set out in the notice of this AGM circulated by the Company.			
<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 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), Sarah Smyth of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Anthony Gaskin of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Sarah Hogan of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Eunan Hession of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing him), Orlaith Cullen of 70 Sir John Rogerson's Quay, Dublin 2, Ireland or (failing her), Elizabeth Bollard of 70 Sir John Rogerson's Quay, Dublin 2, Ireland 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 10 December 2025, at the time set out in the notice dated 7 November 2025, 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

APPENDIX IV
M&A (MARKED UP PAGES ONLY)

THE COMPANIES ACT 2014

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SSGA SPDR ETFS EUROPE II PLC

(An investment company with variable capital constituted as an umbrella fund with segregated liability between sub-funds).

Adopted by Special Resolution dated ~~30 April 2019~~ [\[●\] 2025](#)

1. The name of the Company is “**SSGA SPDR ETFs Europe II Public Limited Company**”.
2. The Company is a public limited company being an investment company with variable capital structured as an umbrella fund with segregated liability between sub-funds having as its sole object the collective investment in either or both transferable securities and other liquid financial assets of capital raised from the public operating on the principle of risk-spreading in accordance with the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011) (as may be amended or supplemented from time to time).
3. The powers of the Company to attain the said object are:
 - 3.1 To carry on business as an investment company and for that purpose to acquire, dispose of, invest in and hold by way of investment, either in the name of the Company or in that of any nominee, any shares, stocks, warrants, units, participation certificates, debentures, debenture stock, bonds, obligations, collateralized obligations, loans, loan stock, notes, loan notes, promissory notes, structured notes, structured bonds, structured debentures, commercial paper, certificates of deposit, bills of exchange, trade bills, treasury bills, futures contracts, swap contracts, contracts for differences, commodities of every description (including precious metals and oil), variable or floating rate securities, securities in respect of which the return and/or redemption amount is calculated by reference to any index, price or rate, options contracts, forward rate agreements, policies of assurance and insurance, currencies, money market instruments and financial instruments and securities of whatsoever nature created, issued or guaranteed by any company wherever incorporated or carrying on business or by any partnership, trust, unit trust, mutual fund or other collective investment scheme of whatsoever nature wherever formed or registered or carrying on business or issued or guaranteed by any government, government instrumentality, political subdivisions, sovereign ruler, commissioners, public body or authority supreme, dependant, state, territorial, commonwealth, municipal, local or otherwise in any part of the world, units of or participation in any unit trust scheme, mutual fund or other collective investment scheme in any part of the world and whether or not fully paid up, and any present or future rights and interest to or in any of the foregoing, and from time to time to acquire, invest in, and vary, exchange, grant, sell and dispose of options over any of the foregoing and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit and to exercise and enforce all rights and powers conferred by or incidental to the ownership or holding of any of the foregoing or of any legal or equitable interest therein and to deposit money (or place money on current account) with such persons in such currencies and otherwise on such terms as may seem expedient.
 - 3.2 To deposit money, securities and any other property of whatsoever nature to or with such person, and on such terms as may seem expedient and to discount, buy and sell

THE COMPANIES ACT 2014
A PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SSGA SPDR ETFS EUROPE II PLC

(An investment company with variable capital constituted as an umbrella fund with segregated liability between sub-funds).

Adopted by Special Resolution dated ~~30 April 2019~~ [\[\] 2025](#)

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28. Secretary

- 28.1 The Secretary shall be appointed by the Directors. Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors provided that any provisions of these Articles requiring or authorising anything to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

29. The Seal

- 29.1 The Directors shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf or a Director and the Custodian where the Seal is being affixed to share certificates. The Directors may from time to time as they see fit determine the persons and the number of such persons who shall authenticate the affixing of the Seal, and until otherwise so determined the affixing of the Seal shall be authenticated by two Directors or by one Director and the Secretary, or some other person duly authorised by the Directors, and the Directors may authorise different persons for different purposes. In the case of affixing the Seal to share certificates, this may be done by one Director and the Custodian.
- 29.2 Every certificate of title to shares, stocks, debenture stock or any other security of the Company (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal or under the Official Seal kept by the Company.
- 29.3 The Directors may by resolution determine either generally or in any particular case or cases that the signature of any such person authenticating the affixing of the Seal or the Official Seal may be affixed by some mechanical means to be specified in such resolution or that such certificate shall bear no signatures provided always that the signature of the Custodian shall not be affixed by mechanical means.

30. Dividends and Participation

- 30.1 The Company may in general meeting declare dividends on the Shares, or on any Class of Shares, but no dividend shall exceed the amount recommended by Directors and no dividends shall be payable in respect of the Subscriber Shares or Shares issued solely to comply with minimum capitalisation requirements. The Company may establish different dividend policies for different Classes within any Series of Shares and the Company may create both accumulating and distributing Classes in any Series of Shares.
- 30.2 Notwithstanding anything to the contrary in these Articles or in the Memorandum of Association of the Company, the Subscriber Shares and Shares issued solely to comply with minimum capitalisation requirements shall not entitle the holders thereof to participate in all or any part of the profits or assets of the Company or to receive any dividends or other distributions from the Company provided always that, notwithstanding any other provision of these Articles, on the winding-up or other dissolution of the Company, the Company shall redeem all of the Subscriber Shares and Shares issued solely to comply with minimum capitalisation requirements then in issue at Euro 1.00 per Share.
- 30.3 The Directors may from time to time if they think fit pay such interim dividends on Shares of any Class as appear to the Directors to be justified by the profits of the Company.
- 30.4 Subject to Article 30.1 the amount available for distribution by the Company in respect of any Accounting Period and any Series shall be a sum equal to the ~~net income~~

~~(including dividend and interest income)~~ aggregate of the Company's Share capital, accumulated reserves, net realised and net unrealised capital gains and losses and the net income received by the Company ~~in respect of Investments attributable to the relevant Series and the excess, if any, of realised and unrealised capital gains over realised and unrealised capital losses attributable to the relevant Series~~ (whether in the form of dividends, interest or otherwise) during the Accounting Period, subject to such adjustments as may be appropriate under the following headings:

- (a) addition or deduction of a sum by way of adjustment to allow for the effect of sales or purchases, cum or ex-dividend;
- (b) addition of a sum representing any interest or dividend or other income accrued but not received by the Company at the end of the Accounting Period and deduction of a sum representing (to the extent that an adjustment by way of addition has been made in respect of any previous Accounting Period) interest or dividends or other income accrued at the end of the previous Accounting Period;
- (c) addition of the amount (if any) available for distribution in respect of the last preceding Accounting Period but not distributed in respect thereof;
- (d) addition of a sum representing the estimated or actual repayment of tax resulting from any claims in respect of corporation tax relief or double taxation relief or otherwise;
- (e) deduction of the amount of any tax or other estimated or actual liability properly payable out of the income of the Company;
- (f) deduction of a sum representing participation in income paid upon the cancellation of Shares during the Accounting Period;
- (g) deduction of such sum as the Company with the approval of the Auditors may think appropriate in respect of the Preliminary Expenses and Duties and Charges, including, without limitation, all fees and expenses payable to the Administrator, the Custodian, the Manager and the Investment Manager and all expenses of and incidental to any amendments to the Memorandum and Articles of Association for the purpose of securing that the Company conforms to legislation coming into force after the date of incorporation hereof and any other amendments made pursuant to a resolution of the Company, expenses comprising all costs, charges, professional fees and disbursements bona fide incurred in respect of the computation, claiming or reclaiming of all taxation reliefs and payments, and any interest paid or payable on borrowings provided always that the Company shall not be responsible for any error in any estimates of corporation tax repayments or double taxation relief expected to be obtained or of any sums payable by way of taxation or of income receivable, and if the same shall not prove in all respects correct, the Directors shall ensure that any consequent deficiency or surplus shall be adjusted in the Accounting Period in which a further or final settlement is made of such tax repayment or liability or claim to relief or in the amount of any such estimated income receivable, and no adjustment shall be made to any dividend previously declared;
- (h) deduction of any amounts declared as a distribution but not yet distributed; and
- (i) deduction of any amounts which the Directors in their sole and absolute discretion determine to be re-invested in Investments for the benefit of the Company.

Summary report: Litera Compare for Word 11.9.0.82 Document comparison done on 19/08/2025 17:23:51	
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Intelligent Table Comparison: Active	
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Delete	4
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Table moves from	0
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Format changes	0
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