

---

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor.**

---

**SSGA SPDR ETFs Europe II Public Limited Company  
(the “Company”)**

*(Registered in Ireland as an open-ended UCITS umbrella investment company with segregated liability between sub-funds under registration number 525004)*

**2016 Annual General Meeting**

14 September 2016

---

**If you have sold or transferred your shares in the Company please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible.**

---

*Registered Office: 78 Sir John Rogerson’s Quay, Dublin 2, Ireland.  
Directors: T Finlay, A Jeffers, M Karpik (American), P Riley (American) (Chairman) and W. Street (British).  
Registered in Ireland as an umbrella with segregated liability between sub-funds under registration number 525004*

## SSGA SPDR ETFs Europe II Public Limited Company

14 September 2016

Dear Shareholder

### **Annual General Meeting**

Attached is a Notice of the 2016 Annual General Meeting (the “AGM”) of the Company and a proxy card for you to vote on the AGM resolutions.

### **Ordinary Business**

Resolutions 1, 2 and 3 deal with the normal matters to be attended to at an AGM namely in accordance with the Company’s articles of association, the receipt and consideration of the annual accounts, the re-appointment of auditors, the authorisation of the directors to fix the remuneration of the auditors in accordance with the Articles of Association of the Company. The ordinary business of the AGM also includes a review of the Company’s affairs by way of consideration of the annual accounts in accordance with the Companies Act 2014.

### **Special Business**

We also wish to notify you of certain proposed changes to the Company, namely certain proposed amendments to be made to the Memorandum and Articles of Association of the Company (the “**Articles of Association**”) as highlighted in the marked-up copy of the Articles of Association contained in Appendix II. A summary of the main changes to the Articles of Association is also outlined in Appendix I.

### **Recommendation**

The Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and, accordingly, the directors recommend that you vote in favour of the resolutions at the AGM.

Yours faithfully



---

**Alan Jeffers**  
**Director**

**SSGA SPDR ETFs Europe II Public Limited Company**  
**NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

---

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the course of action to take, you should consult your stockbroker,  
bank manager, solicitor, accountant or other professional advisor.**

---

NOTICE is hereby given that the 2016 Annual General Meeting of SSGA SPDR ETFs Europe II Public Limited Company (the "Company") will be held in the offices of Sanne Group, Taney Hall, Eglinton Terrace, Dundrum, Dublin 14, Ireland on Monday, 24<sup>th</sup> of October, 2016 at 10.15 a.m. for the purposes of transacting the following business:

**Ordinary Business**

1. To receive and consider the Directors' Report and the Financial Statements of the Company for the year ending 31 March 2016 and the Report of the Auditors thereon.
2. To re-appoint PricewaterhouseCoopers as auditors of the Company.
3. To authorise the directors to fix the remuneration of the Auditors.
4. Having considered the Directors' Report and the Financial Statements of the Company for the year ending 31 March 2016, to review the Company's affairs.
5. To transact any other business.

**Special Business**

1. To approve the proposed amendments to the Articles of Association of the Company.

*Copies of the Directors' Report and the Financial Statements for the year ending 31 March 2016 together with the Report of the Auditors (the "Annual Report") have been sent to you earlier this year.*

*The Annual Report will also be available for inspection at the AGM. Should you require a copy prior to the AGM please note that it can be obtained by contacting Sanne Group on +353 1 216 980.*

By order of the Board



---

**SANNE GROUP**  
**SECRETARY**

Dated this the 14<sup>th</sup> day of September, 2016

Notes:

1. Shareholders are entitled to attend and vote at the Annual General Meeting of the Company. A shareholder may appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. A Form of Proxy is enclosed for use by Shareholders unable to attend the meeting. Proxies must be sent to the Company Secretary of the Company, Taney Hall, Eglinton Terrace, Dundrum, Dublin 14, Ireland. Shareholders may send their proxies by fax to +353 (0) 1 216 9866 provided the original signed form is sent immediately by post to the above mentioned address. To be valid, proxies and any powers of attorney under which they are signed must be received by the Company Secretary not less than 48 hours before the time appointed for the holding of the meeting.

**SSGA SPDR ETFs Europe II Public Limited Company**

**FORM OF PROXY**

\*I/We \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder of the above named Company hereby appoint

\_\_\_\_\_ or failing \*him/her, the Chairman of the meeting or failing him any one director of the Company or failing one of them Mr. Ross Burns or Ms. Caroline McGonagle, both of Sanne Group, Taney Hall, Eglinton Terrace, Dundrum, Dublin 14, Ireland as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the Annual General Meeting of the Company to be held in the offices of Sanne Group, Taney Hall, Eglinton Terrace, Dundrum, Dublin 14, Ireland on Monday, the 24<sup>th</sup> of October, 2016 at 10.15 a.m. and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of each Resolution. If no specific direction as to voting is given the proxy will vote or abstain from voting at his discretion.

<b>RESOLUTIONS</b>	<b>FOR</b>	<b>ABSTAIN</b>	<b>AGAINST</b>
Ordinary Resolution 1			
Ordinary Resolution 2			
Ordinary Resolution 3			
Special Resolution 1			

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 2016

\_\_\_\_\_  
**Signed / For and on behalf of**

**PLEASE PRINT YOUR NAME OR THE NAME OF THE CORPORATION YOU ARE EXECUTING THIS FORM ON BEHALF OF AND YOUR ADDRESS UNDERNEATH**

\_\_\_\_\_ (Print Name)

\_\_\_\_\_ (Print address)

\_\_\_\_\_

\*Delete as appropriate

Notes:

- (a) If the shareholder is a corporation, the Form of Proxy should be completed either under seal or under the hand of an officer or attorney duly authorised.
- (b) A shareholder must insert his full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated.
- (c) If you desire to appoint a proxy other than the Chairman of the meeting, a director of the Company, Mr. Ross Burns or Ms. Caroline McGonagle (both representatives of the Company Secretary) then please insert his/her name and address in the space provided.
- (d) The Form of Proxy must:-
  - (i) in the case of an individual shareholder be signed by the shareholder or his attorney; and
  - (ii) in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate shareholder.
- (e) 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 joint 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.
- (f) To be valid, the Form of Proxy and any powers of attorney under which they are signed must be received by the Company Secretary at Taney Hall, Eglinton Terrace, Dundrum, Dublin 14, Ireland not less than 48 hours before the time appointed for the holding of the meeting. Shareholders may send their Form of Proxy by fax to +353 (0) 1 216 9866 provided the original signed form is sent immediately by post to the above mentioned address.
- (g) A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.

## APPENDIX I

The below is a summary only of the main changes it is proposed to make to the Articles of Association. The changes in full are highlighted in the enclosed Articles of Association at Appendix II.

1. Changes required as a result of the introduction of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015 (the “**CBI UCITS Regulations**”). The CBI UCITS Regulations supplement existing legislative requirements (in particular, the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011) and, together with guidance published on the Central Bank of Ireland (the “**Central Bank**”) website, replace the rules and guidance previously set out in the Central Bank’s UCITS Notices and Guidance Notes. In accordance with the CBI UCITS Regulations, where a redemption gate is imposed by any of the sub-funds of the Company, any deferred redemption requests will now not have priority on any subsequent Dealing Day over other redemption requests received on subsequent Dealing Days from Shareholders. This change and other CBI UCITS Regulations updates are highlighted in the enclosed Articles of Association at Appendix II.
2. Changes to reflect the introduction the Companies Act 2014 and amendments throughout the Articles of Association to replace the previous legislative references and provisions as highlighted in the enclosed Articles of Association at Appendix II.
3. To provide the Company with the ability to appoint a management company to conduct the administrative affairs of the Company at a future date, with any such appointment subject to further Shareholder approval.
4. To provide that, subject to any limitations under applicable law, where a notice or other document is to be provided to a Shareholder, such notice or document may be provided electronically, without the need for Shareholder consent.
5. To provide the Company with the ability to convert to an Irish collective asset-management vehicle (an “**ICAV**”) at a future date, with any such future conversion subject to further Shareholder approval. The ICAV is a new corporate vehicle designed for Irish investment funds.
6. Other general updates to the Articles of Association.

**APPENDIX II**

**Marked-up Articles of Association**