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**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.**

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**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)*

**2020 Annual General Meeting**

**14 September 2020**

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**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.**

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

14 September 2020

Dear Shareholder

### **Annual General Meeting**

Attached is a Notice of the 2020 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.

### **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

  
**Patrick Riley**  
**Director/Chairman**

**SSGA SPDR ETFs Europe II Public Limited Company**  
**NOTICE OF THE 2020 ANNUAL GENERAL MEETING**

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NOTICE is hereby given that the 2020 Annual General Meeting of SSGA SPDR ETFs Europe II Public Limited Company (the “Company”) will be held in the offices of Sanne, 76 Lower Baggot Street, Dublin 2, Ireland on Thursday 22 October, 2020 at 3.15pm 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 ended 31 March 2020 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 ended 31 March 2020, to review the Company’s affairs.
5. To transact any other business.

*Copies of the Directors’ Report and the Financial Statements for the year ended 31 March 2020 together with the Report of the Auditors (the “Annual Report”) are available on [www.ssga.com](http://www.ssga.com). Hard copies of the Annual report are available on request. Please contact Sanne on 353 (0) 1906 2200 or at [dublincosecteam@sannegroup.com](mailto:dublincosecteam@sannegroup.com) in this regard.*

By order of the Board



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**SANNE**  
**SECRETARY**

Dated this the 14 September 2020

**Notes:**

1. Two Shareholders present either in person or by proxy shall be a quorum for a general meeting. If a quorum is not present within half an hour from the appointed time for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall 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 Directors may determine. One Shareholder present either in person or by proxy shall be a quorum for any such adjourned meeting. If within half an hour from the adjourned meeting, a quorum is not present, the meeting shall be dissolved.

**Entitlement to attend and vote**

2. 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.
3. The Company specifies that only those members registered in the Register of Members of the Company at 3.15pm on 20 October 2020 or, if the Annual General Meeting ("AGM") is adjourned, at 3.15pm 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**

4. 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 [dublincossecteam@sannegroup.com](mailto:dublincossecteam@sannegroup.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.
5. 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 [dublincossecteam@sannegroup.com](mailto:dublincossecteam@sannegroup.com).
6. 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.

**Voting rights and total number of issued shares in the Company**

7. At the AGM, the resolutions put to the vote of the meeting shall be decided on a poll. On a poll every shareholder shall have one vote for every share of which he is the shareholder.
8. Where a poll is taken at an AGM any member, present or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
9. Ordinary resolutions require to be passed by a simple majority of members voting in person or by proxy. Special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or in proxy to be passed.
10. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of AGM, the proxy will act at his/her discretion.

# 1. 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. George Poole or Ms. Celina Farrell or any representative of Sanne, 76 Lower Baggot Street, Dublin 2, 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, 76 Lower Baggot Street, Dublin 2, Ireland on Thursday 22 October, 2020 at 3.15pm 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.

RESOLUTIONS	FOR	ABSTAIN	AGAINST
Ordinary Resolution 1			
Ordinary Resolution 2			
Ordinary Resolution 3			
Ordinary Resolution 4			
Ordinary Resolution 5			

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 2020

\_\_\_\_\_  
**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) As sub-funds in the Company use the International Central Securities Depositary (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 depositary, broker or nominee), instead of submitting this Form of Proxy to the Company Secretary.
- (d) If you desire to appoint a proxy other than the Chairman of the meeting, a director of the Company or any representative of Sanne Corporate Administration Services Ireland Limited as the Company Secretary, or any other representative then please insert his/her name and address in the space provided.
- (e) 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.
- (f) 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.
- (g) A corporation being a shareholder may authorise such person as it thinks fit to act as representative at any meeting of shareholders and the person so authorised shall be entitled to vote as if it were an individual shareholder.
- (h) To be valid, the Form of Proxy and any powers of attorney under which they are signed must be received by the Company Secretary via email at [dublincosecteam@sannegroup.com](mailto:dublincosecteam@sannegroup.com) not less than 48 hours before the time appointed for the holding of the meeting. Any proxy form deposited less than 48 hours before the time of the meeting may only be treated as valid at the discretion of the Directors.
- (i) A proxy need not be a shareholder of the Company but must attend the meeting in person, or any adjourned meeting, to represent you.