

SSGA SPDR ETFs EUROPE II PUBLIC LIMITED COMPANY
(the “Company”)

Minutes of a meeting of an extraordinary general meeting of the Company held at the offices of Sanne, 4th Floor, 76 Lower Baggot Street, Dublin 2 a 2.45 p.m. on Tuesday, the 30 April 2019.

PRESENT: Mr. Brendan Byrne
(In the Chair and proxy as per the attendance sheet)

Ms. Sameeah Holland
(Proxy as per the attendance sheet)

1. Appointment of Chairman

IT WAS RESOLVED that Mr. Brendan Byrne be appointed Chairman for the purposes of the meeting.

2. Notice of Meeting

The Chairman then noted that the meeting was convened in accordance with 18.4 of the Articles and that notice of the meeting had been given to all shareholders in the Company and all other persons entitled to receive same. The Chairman further noted that the notice of the meeting was incorporated into a circular sent to all shareholders in the Company on 02 April 2019 (the “**Circular**”). The Circular (and notice convening the meeting) was taken as read.

3. Quorum

The Chairman then noted that a quorum was present in accordance with Article 20.2 of the Articles. The Chairman therefore declared that the meeting was validly constituted.

4. Business of the Meeting

The Chairman then advised that the purpose of the meeting was to consider the following special resolution (the “**Special Resolution**”)

“To approve the proposed amendments to the Articles of Association of the Company as outlined in Appendix I”

The Chairman noted that he and Ms. Holland held proxy votes in respect of the Special Resolution, most of which were voting in favour. The Chairman further noted that any shareholder who abstained from voting on the Resolution would not have their vote counted for the purposes of determining the outcome of the Special Resolution.


The results were as follows: -

	FOR	AGAINST	ABSTAINED
No. of shares voted	2,578,251	0	0

The Chairman declared that the Special Resolution was therefore approved by a majority of shareholders present at the meeting and voting by proxy (with no shareholders voting in person).

5. Any Other Business

There being no other business the meeting then terminated.



Chairman

30.04.19

Date