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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, solicitor, accountant or other professional advisor.**

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**iShares II Public Limited Company**

*(Registered in Ireland as an umbrella type investment company with variable capital and having segregated liability between its funds)*

**2024 Annual General Meeting**

**iShares II public limited company**

**200 Capital Dock, 79 Sir John Rogerson's Quay, Dublin 2, D02 RK57, Ireland | [www.ishares.com](http://www.ishares.com)**

iShares II public limited company

Registered Office: 200 Capital Dock, 79 Sir John Rogerson's Quay, Dublin 2, D02 RK57, Ireland.

Registered in Ireland under registration number 317171.

Directors: William McKechnie (Chair); Ros O'Shea; Deirdre Somers; Padraig Kenny; Peter Vivian (British).

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Regulated by the Central Bank of Ireland.

**16 February 2024**

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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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**ISHARES II PUBLIC LIMITED COMPANY**  
**(the “Company”)**

16 February 2024

Dear Shareholder,

**Annual General Meeting**

Attached is the notice of the 2024 annual general meeting of the Company (the “AGM”) and a form of proxy for those shareholders entitled to vote on the AGM resolutions but are unable to attend the AGM (or any adjournment thereof).

Shares in the sub-funds in the Company use International Central Securities Depository (ICSD) model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds.

<b>Fund Description</b>	<b>ISIN</b>
iShares \$ Corp Bond 0-3yr ESG UCITS ETF CHF Hedged (Acc)	IE00BMH5T376
iShares \$ Corp Bond 0-3yr ESG UCITS ETF EUR Hedged (Acc)	IE00BG5QQ390
iShares \$ Corp Bond 0-3yr ESG UCITS ETF GBP Hedged (Dist)	IE00BK7Y2S64
iShares \$ Corp Bond 0-3yr ESG UCITS ETF USD (Acc)	IE00098ZGG06
iShares \$ Corp Bond 0-3yr ESG UCITS ETF USD (Dist)	IE00BZ048579
iShares \$ Corp Bond ESG UCITS ETF Acc Class	IE00BKKKWJ26
iShares \$ Corp Bond ESG UCITS ETF CHF Hedged (Acc)	IE000T05HNG4
iShares \$ Corp Bond ESG UCITS ETF Dist Class	IE00BK4W7N32
iShares \$ Corp Bond ESG UCITS ETF EUR Hedged (Dist)	IE00BH4G7D40
iShares \$ Corp Bond ESG UCITS ETF GBP Hedged (Dist)	IE00BMWPV702
iShares \$ Corp Bond ESG UCITS ETF MXN Hedged (Acc)	IE000D4PD0L5
iShares \$ Floating Rate Bond UCITS ETF EUR Hedged (Dist)	IE00BF11F458
iShares \$ Floating Rate Bond UCITS ETF GBP Hedged (Dist)	IE00BF7TPM11

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iShares \$ Floating Rate Bond UCITS ETF MXN Hedged (Acc)	IE00BDDRDZ46
iShares \$ Floating Rate Bond UCITS ETF USD (Acc)	IE00BDFGJ627
iShares \$ Floating Rate Bond UCITS ETF USD (Dist)	IE00BZ048462
iShares \$ High Yield Corp Bond ESG UCITS ETF (Acc)	IE00BJK55B31
iShares \$ High Yield Corp Bond ESG UCITS ETF (Dis)	IE00BKF09C98
iShares \$ High Yield Corp Bond ESG UCITS ETF AUD Hedged (Dist)	IE000FORCIV1
iShares \$ High Yield Corp Bond ESG UCITS ETF CHF Hedged (Acc)	IE00BMWPV694
iShares \$ High Yield Corp Bond ESG UCITS ETF EUR Hedged (Acc)	IE00BMDFDY08
iShares \$ High Yield Corp Bond ESG UCITS ETF GBP Hedged (Dist)	IE0003NVF3Y3
iShares \$ High Yield Corp Bond ESG UCITS ETF MXN Hedged (Acc)	IE000MX1VLQ2
iShares Asia Property Yield UCITS ETF USD (Acc)	IE00BGDPWV87
iShares Asia Property Yield UCITS ETF USD (Dist)	IE00B1FZS244
iShares BRIC 50 UCITS ETF USD (Dist)	IE00B1W57M07
iShares Core EURO STOXX 50 UCITS ETF EUR (Dist)	IE0008471009
iShares Core MSCI Europe UCITS ETF EUR (Dist)	IE00B1YZSC51
iShares Core MSCI Europe UCITS ETF MXN Hedged (Acc)	IE00BL4KKW48
iShares Core UK Gilts UCITS ETF EUR Hedged (Dist)	IE000BIOGCN3
iShares Core UK Gilts UCITS ETF GBP (Dist)	IE00B1FZSB30
iShares Core UK Gilts UCITS ETF USD Hedged (Dist)	IE0004J6PFL7
iShares Developed Markets Property Yield UCITS ETF USD (Dist)	IE00B1FZS350
iShares Developed Markets Property Yield UCITS ETF EUR Hedged (Dist)	IE00BDZVHD04
iShares Developed Markets Property Yield UCITS ETF GBP Hedged (Dist)	IE00BDZVHC96

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iShares Developed Markets Property Yield UCITS USD (Acc)	IE00BFM6T921
iShares Dow Jones Global Sustainability Screened UCITS ETF USD (Acc)	IE00B57X3V84
iShares EM Infrastructure UCITS ETF USD (Dist)	IE00B2NPL135
iShares EUR Corp Bond 0-3yr ESG UCITS ETF CHF Hedged (Acc)	IE00BMV3LS66
iShares EUR Corp Bond 0-3yr ESG UCITS ETF EUR (Acc)	IE000AK403W6
iShares EUR Corp Bond 0-3yr ESG UCITS ETF EUR (Dist)	IE00BYZTVV78
iShares EUR Corp Bond 0-3yr ESG UCITS ETF MXN Hedged (Acc)	IE00BMV3LT73
iShares EUR Govt Bond 15-30yr UCITS ETF	IE00B1FZS913
iShares EUR Govt Bond 7-10yr UCITS ETF	IE00B1FZS806
iShares EUR High Yield Corp Bond ESG UCITS ETF -(Acc)	IE00BJK55C48
iShares EUR High Yield Corp Bond ESG UCITS ETF -(Dist)	IE00BKLC5874
iShares EUR High Yield Corp Bond ESG UCITS ETF CHF Hedged (Acc)	IE00BMWPV587
iShares Euro Corp Bond ESG UCITS ETF CHF Hedged (Acc)	IE00BMDDBMP28
iShares Euro Corp Bond ESG UCITS ETF EUR (Acc)	IE000L2TO2T2
iShares Euro Corp Bond ESG UCITS ETF EUR (Dist)	IE00BYZTVT56
iShares Euro Corp Bond ESG UCITS ETF GBP Hedged (Dist)	IE00BK74KV56
iShares Euro Govt Bond 3-5yr UCITS ETF EUR (Dist)	IE00B1FZS681
iShares FTSE MIB UCITS ETF EUR (Dist)	IE00B1XNH568
iShares GBP Index-Linked Gilts UCITS ETF	IE00B1FZSD53
iShares Global Clean Energy UCITS ETF USD (Acc)	IE000U58JOM1
iShares Global Clean Energy UCITS ETF USD (Dist)	IE00B1XNHC34
iShares Global Infrastructure UCITS ETF USD (Dist)	IE00B1FZS467
iShares Global Timber & Forestry UCITS ETF USD (Acc)	IE0003ZXNJY5

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iShares Global Timber & Forestry UCITS ETF USD (Dist)	IE00B27YCF74
iShares Global Water UCITS ETF USD (Acc)	IE000CFH1JX2
iShares Global Water UCITS ETF USD (Dist)	IE00B1TXK627
iShares J.P. Morgan ESG \$ EM Bond UCITS ETF CHF Hedged (Acc)	IE00BKP5L623
iShares J.P. Morgan ESG \$ EM Bond UCITS ETF EUR Hedged (Acc)	IE00BKP5L730
iShares J.P. Morgan ESG \$ EM Bond UCITS ETF MXN Hedged (Acc)	IE000M51EY66
iShares J.P. Morgan ESG \$ EM Bond UCITS ETF USD (Acc)	IE00BF553838
iShares J.P. Morgan ESG \$ EM Bond UCITS ETF USD (Dist)	IE00BDDRDW15
iShares J.P. Morgan \$ EM Bond UCITS ETF CHF Hedged (Acc)	IE00BGQ0J979
iShares J.P. Morgan \$ EM Bond UCITS ETF EUR Hedged (Acc)	IE00BJ5JPH63
iShares J.P. Morgan \$ EM Bond UCITS ETF MXN Hedged (Acc)	IE00BDDR417
iShares J.P. Morgan \$ EM Bond UCITS ETF USD (Acc)	IE00BYXYK40
iShares J.P. Morgan \$ EM Bond UCITS ETF USD (Dist)	IE00B2NPKV68
iShares J.P. Morgan USD EM Bond UCITS ETF GBP Hedged (Dist)	IE00BDFGJ734
iShares Listed Private Equity UCITS ETF USD (Acc)	IE000D8FCSD8
iShares Listed Private Equity UCITS ETF USD (Dist)	IE00B1TXHL60
iShares MSCI AC Far East ex-Japan Small Cap UCITS ETF USD (Dist)	IE00B2QWDR12
iShares MSCI EM Islamic UCITS ETF USD (Dist)	IE00B27YCP72
iShares MSCI EM Latin America UCITS ETF USD (Dist)	IE00B27YCK28
iShares MSCI Europe Paris-Aligned Climate UCITS ETF Eur - Acc class	IE00BL6K8C82
iShares MSCI Europe Paris-Aligned Climate UCITS ETF Eur - Dis Class	IE000HH3SU50
iShares MSCI Europe Quality Dividend ESG UCITS ETF	IE00BYYHSM20
iShares MSCI Europe SRI UCITS ETF EUR (Acc)	IE00B52VJ196

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iShares MSCI Europe SRI UCITS ETF EUR (Dist)	IE00BGDPWW94
iShares MSCI Europe SRI UCITS ETF EUR Hedged (Dist)	IE000CR424L6
iShares MSCI Europe SRI UCITS ETF USD (Acc)	IE00BMDBMG37
iShares MSCI Turkey UCITS ETF USD (Dist)	IE00B1FZS574
iShares MSCI USA Islamic UCITS ETF USD (Dist)	IE00B296QM64
iShares MSCI USA Quality Dividend ESG UCITS ETF	IE00BKM4H312
iShares MSCI World Islamic UCITS ETF USD (Dist)	IE00B27YCN58
iShares MSCI World Quality Dividend ESG UCITS ETF USD (Acc)	IE00BKPSFC54
iShares MSCI World Quality Dividend ESG UCITS ETF USD (Dist)	IE00BYYHSQ67
iShares STOXX Europe 50 UCITS ETF EUR (Dist)	IE0008470928
iShares UK Property UCITS ETF EUR Hedged (Acc)	IE000FI414K7
iShares UK Property UCITS ETF GBP (Dist)	IE00B1TXLS18
iShares US Aggregate Bond UCITS ETF EUR Hedged (Acc)	IE00BDFJYM28
iShares US Aggregate Bond UCITS ETF GBP Hedged (Dist)	IE00BDFGJ841
iShares US Aggregate Bond UCITS ETF USD (Acc)	IE00BYXYM63
iShares US Aggregate Bond UCITS ETF USD (Dist)	IE00B44CGS96
iShares US Property Yield UCITS ETF USD (Dist)	IE00B1FZSF77
iShares \$ High Yield Corp Bond UCITS ETF MXN Hedged (Acc)	IE00BDDRH961
iShares \$ High Yield Corp Bond UCITS ETF USD (Acc)	IE00BYXYL56
iShares \$ High Yield Corp Bond UCITS ETF USD (Dist)	IE00B4PY7Y77
iShares \$ High Yield Corporate Bond UCITS ETF EUR Hedged (Dist)	IE00BF3N7102
iShares USD High Yield Corp Bond UCITS ETF CHF Hedged (Acc)	IE00BK6M1392
iShares USD High Yield Corp Bond UCITS ETF GBP Hedged (Dist)	IE00BDFJYL11

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iShares USD High Yield Corp Bond UCITS ETF SEK Hedged (Acc)	IE00BJBLQD98
iShares \$ TIPS 0-5 UCITS ETF EUR Hedged (Dist)	IE000WIIQIPT2
iShares \$ TIPS 0-5 UCITS ETF MXN Hedged (Acc)	IE000AKFKBQ9
iShares \$ TIPS 0-5 UCITS ETF USD (Acc)	IE000JXFRNIO
iShares USD TIPS 0-5 UCITS ETF GBP Hedged (Dist)	IE00BDZVHB89
iShares USD TIPS 0-5 UCITS ETF USD (Dist)	IE00BDQYWQ65
iShares \$ TIPS UCITS ETF USD (Dist)	IE000F6XDNZ5
iShares USD TIPS UCITS ETF EUR Hedged (Acc)	IE00BDZVH966
iShares USD TIPS UCITS ETF GBP Hedged (Dist)	IE00BDZVH859
iShares USD TIPS UCITS ETF USD (Acc)	IE00B1FZSC47
iShares \$ Treasury Bond 7-10yr UCITS ETF CHF Hedged (Acc)	IE00BK7Y2R57
iShares \$ Treasury Bond 7-10yr UCITS ETF MXN Hedged (Acc)	IE00BMWB9294
iShares USD Treasury Bond 7-10yr UCITS ETF EUR Hedged (Dist)	IE00BGPP6697
iShares USD Treasury Bond 7-10yr UCITS ETF GBP Hedged (Dist)	IE00BGPP6580
iShares USD Treasury Bond 7-10yr UCITS ETF USD (Dist)	IE00B1FZS798
iShares € Floating Rate Bond ESG UCITS ETF EUR (Dist)	IE00BF5GB717
iShares EUR Green Bond UCITS ETF - EUR (Acc)	IE000IZO7033
iShares € Green Bond UCITS ETF - EUR (Dist)	IE00BMDBMN04

## Business to be Transacted

### Items 1 to 4

Items 1 to 4 listed in the notice deal with the normal matters to be attended to at an AGM, namely, the receipt and consideration of the annual accounts, a review of the Company's affairs by way of consideration of the annual accounts, the re-appointment of auditors and the authorisation of the Directors to fix the

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remuneration of the auditors in accordance with the Articles of Association of the Company.

Items 1, 3 and 4 require the passing of an ordinary resolution of the Company. Item 2 does not require a resolution to be passed.

### Items 5 to 9

Items 5 to 9 deal with the re-appointment of Directors in accordance with the FCA UK Corporate Governance Code published in July 2018 (the “Code”).

Section 3.18 of the Code requires directors appointed by the Board to seek re-election by shareholders annually. Thus, all the directors on the Board are seeking re-election.

The Board is committed to maintaining an appropriate balance of skills, experience, independence and knowledge of the Company and supports a planned and progressive renewing of the Board. The Board currently comprises five Directors, four of whom are deemed to be independent. Padraig Kenny, Ros O’Shea, Deirdre Somers and William McKechnie are deemed to be independent of the Company in that they are independent in character and judgement and free from relationships or circumstances which may affect, or could appear to affect, their judgement and independence. Mr Kenny, Ms O’Shea, Ms Somers and Mr McKechnie are independent of the Manager, the Investment Manager and other third-party service providers such as the Administrator and Custodian. Peter Vivian is a non-executive Director of the Company and is an employee of the BlackRock group.

The Board can confirm that at the time of the 2021 formal performance evaluations, the performance of all Directors was deemed to continue to be effective and all Directors, including those Directors in situ at the time and seeking re-election, were deemed to continue to demonstrate commitment to their roles as non-executive Directors, including commitment of the necessary time for Board meetings and other duties.

The biographical details of the Directors seeking re-election are set out in the Appendix I to this letter.

### **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.

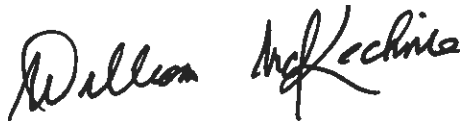
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## **Publication of results**

The results of the AGM will be announced through the regulatory news service on the London Stock Exchange website and will be published in an appropriate manner in each of the other jurisdictions in which the Company is listed on a stock exchange. The results will also be available at [www.ishares.com](http://www.ishares.com).

Yours faithfully



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**William McKechnie**  
**Chairman**

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## Appendix I

### **Biographies of directors standing for re-election and election.**

#### ***William McKechnie, (Irish) – Chair of the Board, independent no-executive Director and Chair of the Nominations Committee:***

Mr McKechnie was an Irish judge who served as a member of the Irish High Court and a senior member of the Irish Supreme Court until April 2021. He is also a former chairperson of the Valuation Tribunal of Ireland, the general Bar of Ireland, the Judicial Studies Institute Journal and was a member of the Court Services Board for a number of years. In addition, he served as President/Chairperson of the Association of European Competition Law Judges.

Currently Mr McKechnie is also a visiting Professor at the College of Europe (Bruges), and has lectured on a diverse range of topics at different universities, courts and institutions, such as the European University Institute of Florence, the Florence School of Regulation (Energy, Climate, Communications and Media), the European Commission and in the constituent universities of the NUI. He is a member of Advisory Committee at the European Law Institute in respect of Artificial Intelligence and Public Administration and is a member of the project team regarding Block Chain Technology and Smart Contracts.

Mr McKechnie holds a Bachelor of Civil Law Degree, a Barrister of Law Degree, Senior Counsel and a Master's Degree in European Law and is a CEDR Accredited Mediator.

#### ***Padraig Kenny (Irish) – Non-executive Director, member of the Audit Committee and Senior Independent Director***

Mr Kenny has 35 years experience in the financial services industry, of which 30 has been at the level of Managing Director and Chief Executive. Starting in aviation finance, Mr Kenny focussed on the Asset Management and Securities Services industries, for a range of leading international banks - Irish, North American and European. Major responsibilities included institutional portfolio management; entry to international markets for Bank of Ireland Asset Management; establishment or transformation of the Global Securities Services businesses in Ireland of Bankers Trust (US) and Royal Bank of Canada, both focussed on servicing the UCITS market for regulated investment funds; and the establishment and organic and non-organic expansion in Europe and the US of the Asset Management business of Unicredit Group. Throughout, Mr Kenny held positions that were subject to deep local and international regulatory oversight, and subject to a wide range of corporate and investment fund governance frameworks. Mr Kenny is now focussed on Business Transformation Leadership. Mr Kenny graduated in Law from University College Dublin; qualified professionally in Ireland as a Solicitor; received a Professional Diploma in

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Corporate Governance from the UCD Smurfit Business School; earned an MSc from UCD Smurfit Business School; and is a former Chairman of the Irish Funds industry association.

***Ros O’Shea, (Irish) – Independent non-executive Director, member of the Audit Committee and member of the Nominations Committee:***

Ms O’Shea is an Independent Non-Executive Director with a portfolio of board positions, including the Bank of Montreal (Europe) plc, having previously served on the boards of Pieta House, the Food Safety Authority of Ireland and the Royal Victoria Eye & Ear Hospital. Ros is also a partner in consulting firm Board Excellence Ltd, which provides a range of services designed to empower boards to excel in governance effectiveness and performance and she lectures on corporate governance and related topics with UCD Smurfit Graduate School of Business. Previously, Ros enjoyed a highly successful executive career with two of Ireland’s largest companies, both FTSE100 companies: CRH plc, where she was Head of Group Compliance & Ethics and Smurfit Kappa Group plc.

Ros has first class honours bachelor and masters degrees in business from UCD, a Professional Diploma in Corporate Governance from UCD Smurfit Graduate School of Business and is an associate of the Institute of Tax and a fellow of the Institute of Chartered Accountants, having trained with PwC. She is also a graduate of the Value Creation through Effective Boards programme at Harvard Business School and is a Certified Bank Director. Furthermore, Ros is the author of the book, “Leading with Integrity – a Practical Guide to Business Ethics” and is a regular contributor to news and print media on related topics.

***Deirdre Somers, (Irish) – Independent non-executive Director, Chair of the Audit Committee and member of the Nominations Committee:***

Ms Somers is an Independent Non-Executive Director with a portfolio of board positions. She was the CEO and Executive Director of the Irish Stock Exchange (ISE) from 2007 until its sale to Euronext NV in early 2018. She stepped down as CEO Euronext Dublin and Group Head of Debt, Funds & ETFs in late 2018. She currently serves as independent non executive director of Cancer Trials Ireland, Episode Inc, Aquis plc, Enfusion Inc and Kenmare Resources plc. where she is also Audit Committee Chair. Joining the ISE in 1995, Ms Somers held various management positions, including Director of Listing (2000-2007) and Head of Policy (1995-2000), building global positions in funds and fixed income listings. She served as member of the National Council of IBEC from 2013-2018, Governor of University College Cork from 2008-2012, and a Member of the Taoiseach’s Clearing House Group from 2007-2015. A Fellow of the Institute of Chartered Accountants in Ireland, she graduated with a Bachelor of Commerce degree in 1987.

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**Peter Vivian, (British) – Non-executive Director:**

Peter Vivian, CFA, is a member of the BlackRock ETF and Index Investments ("EII") team. He leads the Product Delivery and Product Integrity teams within EMEA Product Engineering and is responsible for new ETF product launches and for advancing product quality across the range throughout the full life-cycle. Peter's service with BlackRock dates back to 2004, including his years with Barclays Global Investors, which merged with BlackRock in 2009. At BGI Peter joined iShares initially as a consultant in 2004, and then as a Project Manager primarily on the structuring and launch of new products across Cash Management, Fixed Income and Equity domains. Prior to joining BGI, Peter held change management roles in a number of large organizations in the financial services sector, including pensions, banking and insurance, successfully delivering a range of complex technology and business-focussed projects. Peter has a BSc (Hons) degree in Computer Science

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Registered in Ireland under registration number 317171.

Directors: William McKechnie (Chair); Ros O'Shea; Deirdre Somers; Pdraig Kenny; Peter Vivian (British).

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**ISHARES II PUBLIC LIMITED COMPANY  
NOTICE OF THE 2024 ANNUAL GENERAL MEETING**

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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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NOTICE is hereby given that the 2024 Annual General Meeting of iShares II plc (the “Company”) will be held at the offices of BlackRock, 1st Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, Ireland on Friday the 19<sup>th</sup> April 2024 at 11:00 a.m. (or any adjournment thereof) for the purposes of transacting the following business:

1. To receive and consider the Directors’ Report and the Financial Statements of the Company for the year ended 31 October 2023 and the Report of the Auditors thereon (Ordinary Resolution 1).
2. To review the Company’s affairs (this item does not require a resolution to be passed).
3. To re-appoint Deloitte as auditors of the Company (Ordinary Resolution 2).
4. To authorise the Directors to fix the remuneration of the Auditors (Ordinary Resolution 3).
5. To re-appoint Ros O’Shea as a Director of the Company in accordance with the UK Corporate Governance Code (Ordinary Resolution 4).
6. To re-appoint Padraig Kenny as a Director of the Company in accordance with the UK Corporate Governance Code (Ordinary Resolution 5)
7. To re-appoint Deirdre Somers as a Director of the Company in accordance with the UK Corporate Governance Code (Ordinary Resolution 6)
8. To re-appoint William McKechnie as a Director of the Company in accordance with the UK Corporate Governance Code (Ordinary Resolution 7)

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9. To re-appoint Peter Vivian as a Director of the Company in accordance with the UK Corporate Governance Code (Ordinary Resolution 8)

By order of the Board

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**Sanne Corporate Administration Services  
Ireland Limited  
Secretary**

Dated this the 16 February 2024

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## **Notes**

### **Quorum**

1. The required quorum at the meeting is two shareholders present in person or by proxy. 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 following business day at the same time and place, or to such other day and at such other time and place as the Directors may determine. At the adjourned meeting, if a quorum is not present within half an hour from the time appointed for holding the meeting, then the meeting, if convened otherwise than by resolution of the Directors, shall be dissolved, but if the meeting shall have been convened by resolution of the Directors, any Member or Members present at the meeting shall be a quorum.

### **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 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). If any investor has invested in a sub-fund through a broker/dealer/other intermediary, the investor should contact this entity to provide voting instructions.
3. The Company specifies that only those members registered in the Register of Members of the Company at 11:00 a.m. on Thursday the 18th of April 2024 or, if the Annual General Meeting ("AGM") is adjourned, at 6.00 p.m. on the day that is one day 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

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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, Sanne, 4<sup>th</sup> Floor, 76 Baggot Street Lower, Dublin 2, Ireland, so as to be received no later than 24 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 24 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 24 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 24 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 [blackrockassetmanagementcosec@sannegroup.com](mailto:blackrockassetmanagementcosec@sannegroup.com) entering the company name.
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.

### **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

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meeting) not specified in this Notice of AGM, the proxy will act at his/her discretion.

### **Directors' appointment letters**

11. Copies of the Directors' letters of appointment with the Company are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM and at the place of the AGM for at least 15 minutes prior to and during the AGM.

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**iSHARES 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 Chair of the meeting or failing him any one director of the Company or failing him/her any one of the representatives of Sanne Corporate Administration Services Ireland Limited as the Company Secretary, or any one of the representatives of BlackRock Asset Management Ireland Limited of 1<sup>st</sup> Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, Ireland, as the Manager of the Company, 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 at the offices of BlackRock, 1<sup>st</sup> Floor, 2 Ballsbridge Park, Ballsbridge, Dublin 4, Ireland on the 19<sup>th</sup> day of April 2024 at 11:00 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>AGAINST</b>	<b>ABSTAIN</b>
Ordinary Resolution 1.			
Ordinary Resolution 2.			
Ordinary Resolution 3.			
Ordinary Resolution 4.			
Ordinary Resolution 5.			
Ordinary Resolution 6.			
Ordinary Resolution 7.			
Ordinary Resolution 8.			

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 2024

\_\_\_\_\_

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**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) 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.
- (b) 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.
- (c) 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 representative of BlackRock Asset Management Ireland Limited as the Manager 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) To be valid, the Form of Proxy must be received by the Company Secretary at 4<sup>th</sup> Floor, 76 Baggot Street Lower, Dublin 2, Ireland not less than 24

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hours before the time appointed for the holding of the meeting. Citivic Nominees may send their signed Form of Proxy by e-mail to [blackrockassetmanagementcosec@sannegroup.com](mailto:blackrockassetmanagementcosec@sannegroup.com). Any proxy form deposited less than 24 hours before the time of the meeting may only be treated as valid at the discretion of the Directors.

- (f) A proxy need not be a shareholder of the Company but must attend the meeting in person, or any adjourned meeting, to represent you.

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