

iShares II Public Limited Company

(An umbrella investment company with variable capital and having segregated liability between its funds incorporated with limited liability in Ireland under registration number 317171)

Country supplement for investors residing in the Grand Duchy of Luxembourg to the Prospectus dated 31 May 2024 as amended and supplemented from time to time

THIS COUNTRY SUPPLEMENT IS INTENDED FOR INVESTORS RESIDING IN THE GRAND DUCHY OF LUXEMBOURG THAT SUBSCRIBE FOR SHARES IN LUXEMBOURG AND FORMS AN INTEGRAL PART OF THE PROSPECTUS OF 31 MAY 2024, AS AMENDED AND SUPPLEMENTED FROM TIME TO TIME.

This country supplement is dated 31 May 2024 (the "Country Supplement") and forms part of the English language prospectus dated 31 May 2024 as amended and supplemented from time to time (the "Prospectus") for iShares II plc (the "Company"). In particular, investors should refer to the section headed "Fund Expenses" in the Prospectus. This Country Supplement should be read in the context of and together with the Prospectus. The Prospectus is valid in Luxembourg only if it includes this Country Supplement.

Capitalised terms used herein shall have the same meaning than the terms used in the Prospectus.

Public Distribution of the Company in Luxembourg

At the date hereof, Shares of some or all of the sub-funds of the Company have been notified for public distribution in Luxembourg (each a "Fund" for the purposes of this Country Supplement), all to be issued as provided for in the Prospectus.

Facilities to investors

In accordance with Article 93(1) of Directive 2009/65/EC, please fill-in the following table to provide information on the facilities to perform the tasks referred to in Article 92(1) of this Directive

Tasks	Information on the facilities performing the tasks	Name/legal form/registered office/ address, e-mail and telephone number for correspondence of the person responsible to provide the facilities
Process subscriptions, repurchase and redemption orders and make other payments to unit-holders relating to the units of the UCITS	State Street Fund Services (Ireland) Limited 78 Sir John Rogerson’s Quay, Dublin 2 as Transfer Agent	Elizabeth (Liz) Noone Managing Director, Transfer Agency Head of Operations State Street Global Services Bishop’s Square Redmond’s Hill, Dublin 2, D02 TD99, Ireland P +353 1 776 5028 M 086 047 4213 liz.noone@statestreet.com

Provide investors with information on how orders can be made and how repurchase and redemption proceeds are paid	State Street Fund Services (Ireland) Limited 78 Sir John Rogerson's Quay, Dublin 2 as Transfer Agent	Elizabeth (Liz) Noone Managing Director, Transfer Agency Head of Operations State Street Global Services Bishop's Square Redmond's Hill, Dublin 2, D02 TD99, Ireland P +353 1 776 5028 M 086 047 4213 liz.noone@statestreet.com
Facilitate the handling of information and access to procedures and arrangements referred to in Article 15 of Directive 2009/65/EC relating to investors' exercise of their rights	Blackrock Asset Management (Ireland) Limited as Management Company. Information available in the Prospectus at www.ishares.com	Fund Registrations and Listings Team fundregistrationsandlistings@blackrock.com
Make the information and documents required pursuant to Chapter IX of Directive 2009/65/EC available to investors	Blackrock Asset Management (Ireland) Limited as Management Company. Information available in the Prospectus at www.ishares.com Documents will be published on www.ishares.com	Fund Registrations and Listings Team fundregistrationsandlistings@blackrock.com
Provide investors with information relevant to the tasks that the facilities perform in a durable medium	Blackrock Asset Management (Ireland) Limited as Management Company. Information available in the Prospectus at www.ishares.com	Fund Registrations and Listings Team fundregistrationsandlistings@blackrock.com

Copies of all documents referred to in the section "Inspection of Documents" of the Prospectus are available for inspection at the registered offices of the Company in Dublin and at the offices of the Investment Manager in London and may be obtained, on request free of charge, from the Administrator. Copies of the Prospectus and of the latest audited annual and semi-annual reports of the Company may be obtained from the official iShares website (www.iShares.com).

The Net Asset Value per Share of each class of each Fund shall be made available on each Business Day at the offices of the Company in Dublin and at the offices of the Investment

Manager in London. In addition, each Fund's Net Asset Value per Share as well as the PRIIPs key information documents shall be published on electronic media such as the official iShares website (www.iShares.com).

Any notice to the Shareholders will be sent to the Shareholders and made available on the official iShares website (<http://www.ishares.com/lu>).

The Funds are exchange traded funds which means that the Shares of the Funds are listed on one or more stock exchanges. Certain brokers are authorised by the Company to subscribe and redeem Shares of the Funds directly with the Company and they are referred to as "Authorised Participants". Such Authorised Participants generally have the capability to deliver the Shares of the Funds within the clearing systems relevant to the stock exchanges on which the Shares are listed. Authorised Participants usually sell the Shares they subscribe on one or more stock exchanges where such Shares become freely tradable. Potential investors who are not Authorised Participants can purchase and sell the Shares of the Funds on the Secondary Market through a broker/dealer on a recognised stock exchange or OTC. For further details of such brokers please contact the Investment Manager.

The section "Procedure for Dealing on the Primary Market" of the Prospectus relates to subscriptions and redemptions between the Company and Authorised Participants. Investors who are not Authorised Participants should refer to the section "Procedure for Dealing on the Secondary Market" of the Prospectus.

Listing on the Luxembourg Stock Exchange

The Company does not intend to apply for the listing of its Shares on the Luxembourg Stock Exchange.

Taxation of Shareholders

The following is based on the Company's understanding of, and advice received on, certain aspects of the law and practice currently in force in Luxembourg. It does not purport to be a complete analysis of all possible tax situations that may be relevant to an investment decision. This summary does not allow any conclusions to be drawn with respect to issues not specifically addressed. The following description of Luxembourg tax law is based upon the Luxembourg law and regulations as in effect and as interpreted by the Luxembourg tax authorities on the date of this Country Supplement and is subject to any amendments in law (or in interpretation) later introduced, whether or not on a retroactive basis.

The residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*), as well as personal income tax (*impôt sur le revenu*) generally. Investors may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax as well as the solidarity surcharge invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Investors should consult their professional advisers on the possible tax and other consequences of their subscribing for, purchasing, holding, selling or redeeming Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile.

Withholding tax

Under Luxembourg tax law currently in effect there is no Luxembourg withholding tax on payments made by the Company or its paying agent to the Shareholders unless any interest is paid by Luxembourg paying agents to Luxembourg individual resident Shareholders in which case a 20 per cent. withholding tax is currently due.

Income tax

Dividends and other payments received from the Shares by a Luxembourg resident individual Shareholder are currently subject to income tax at the progressive ordinary rate (currently up to a maximum of 39% (with certain additional upper tax rates up to 42% where certain income thresholds are exceeded)), plus the solidarity surcharge of 7% of the applicable ordinary rate (or 9% where certain income thresholds are exceeded) on the income tax to be paid, i.e. a global marginal rate of 41.73% or 45.78%).

A gain realised upon the sale, disposal or redemption of Shares by a Luxembourg resident individual Shareholder, acting in the course of the management of his private wealth is not subject to Luxembourg income tax, provided this sale, disposal or redemption took place more than 6 months after the Shares were acquired and that the Shareholder does not hold a substantial participation in the Company. A participation is deemed to be substantial where the Shareholder holds, either alone or, for an individual, together with his spouse and/or minor children, directly or indirectly at any time within the 5 years preceding the income, more than 10% of the share capital of the Company. The holding of a participation through a company of which the Shareholder holds the majority of voting rights is considered as an indirect participation. Further, a participation is deemed to be substantial if the Shareholder had acquired said participation free of charge within 5 years preceding the transfer and that the previous owner, or owners in case of successive transfers free of charge within the same 5 year period, was (were) deemed to hold a substantial participation.

Luxembourg resident corporate (*sociétés de capitaux*) holders of Shares must include any income received, as well as any gain realised on the sale, disposal or redemption of Shares, in their taxable income for Luxembourg income tax assessment purposes. The same inclusion applies to individual holders of Shares, acting in the course of the management of a professional or business undertaking, who are Luxembourg residents for tax purposes.

Net wealth tax

Luxembourg resident Shareholders and Shareholders who have a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, are subject to Luxembourg wealth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) a UCI subject to the Law of 17 December 2010 on undertakings for collective investment, (iii) a securitisation company governed by the law of 22 March 2004 on securitisation, (iv) a company governed by the law of 15 June 2004 on investment companies in risk capital, (v) a specialised investment fund governed by the law of 13 February 2007 on specialised investment funds, (vi) a family wealth management company governed by the law of 11 May 2007 concerning the creation of a family wealth management company or (vii) a reserved alternative investment fund governed by the law of 23 July 2016 on reserved alternative investment funds.

Clearing and Settlement

The Shares of the Company have been admitted to clearing and settlement through CREST (33, Cannon Street, London EC4M 5SB, England) or in another "recognised clearing system". The ISIN codes are available at on the official iShares website (www.iShares.com).

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