

INVESCO MARKETS III PUBLIC LIMITED COMPANY

(the “Company”)

Incorporated in Ireland, Registered No.: 352941

Registered Office
Central Quay, Riverside IV,
Sir John Rogerson’s Quay,
Dublin 2

Notice of Annual General Meeting of the Company

Notice is hereby given that an Annual General Meeting (“**AGM**”) of the Company will be held at 32 Molesworth Street, Dublin 2 on Tuesday 31 March 2020 at 10.00am for the purpose of transacting the following business:

Ordinary Business:

1. To receive and adopt the Report of the Directors’ and Auditors and Financial Statements of the Company for the year ended 30 September 2019 and to review the Company’s affairs;
2. To reappoint PricewaterhouseCoopers as Auditors of the Company;
3. To authorise the Directors to fix the Remuneration of the Auditors; and
4. To conduct any other business of the Company as may properly be brought before the Meeting.

Dated this 13 January 2020

By order of the Board

MFD Secretaries Limited

Company Secretary

Note: A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote on their behalf. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company.

Appendix One

ISIN	Share Class Name
IE00BD0Q9673	Invesco US High Yield Fallen Angels UCITS ETF Dist
IE00BZ4BMM98	Invesco EURO STOXX High Dividend Low Volatility UCITS ETF
IE00B3BPCH51	Invesco EuroMTS Cash 3 Months UCITS ETF
IE00BYYXBF44	Invesco FTSE Emerging Markets High Dividend Low Volatility UCITS ETF
IE00B23LNQ02	Invesco FTSE RAFI All World 3000 UCITS ETF
IE00B23D9570	Invesco FTSE RAFI Emerging Markets UCITS ETF
IE00B23D8Y98	Invesco FTSE RAFI Europe Mid-Small UCITS ETF
IE00B23D8X81	Invesco FTSE RAFI Europe UCITS ETF
IE00BDZCKK11	Invesco S&P 500 QVM UCITS ETF
IE00B23D9240	Invesco Dynamic US Market UCITS ETF
IE0032077012	Invesco EQQQ Nasdaq-100 UCITS ETF Dist
IE00B23LNN70	Invesco FTSE RAFI UK 100 UCITS ETF
IE00B23D8S39	Invesco FTSE RAFI US 1000 UCITS ETF
IE00BLSNMW37	Invesco Global Buyback Achievers UCITS ETF
IE00BWTN6Y99	Invesco S&P 500 High Dividend Low Volatility UCITS ETF Dist
IE00BX8ZXS68	Invesco S&P 500 VEQTOR UCITS ETF
IE00BYVTMY13	Invesco US High Yield Fallen Angels UCITS ETF CHF Hdg Acc
IE00BYVTMZ20	Invesco US High Yield Fallen Angels UCITS ETF EUR Hdg Acc
IE00BYVTN047	Invesco US High Yield Fallen Angels UCITS ETF GBP Hdg Acc
IE00BYVTMW98	Invesco EQQQ NASDAQ-100 UCITS ETF GBP Hdg Acc
IE00BYVTMS52	Invesco EQQQ NASDAQ-100 UCITS ETF EUR Hdg Acc
IE00BYVTMT69	Invesco EQQQ NASDAQ-100 UCITS ETF CHF Hdg Acc
IE00BYVTMX06	Invesco S&P 500 High Dividend Low Volatility UCITS ETF CHF Hdg Acc
IE00BFZXGZ54	Invesco EQQQ Nasdaq-100 UCITS ETF Acc

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(the “Company”)

FORM OF PROXY

I,/We*

being a Shareholder of the above named Company, hereby appoint the Chairman of the Company or failing him, _____ or failing him/her _____ or failing him/her, Ms Lisa Connaughton of 32 Molesworth Street, Dublin 2 or failing her, Ms Gemma Bannon of 32 Molesworth Street, Dublin 2 or failing her, Ms Jennie Woods of 32 Molesworth Street, Dublin 2 or failing her, any other representative of MFD Secretaries Limited and any of the Directors of the Company as my/our* proxy and to vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held at 32 Molesworth Street, Dublin 2, on Tuesday 31 March 2020 at 10.00am and at any adjournment thereof.

Please indicate with an “X” in the boxes below how you wish the proxy to vote.

	RESOLUTIONS	YES	NO	ABSTAIN
1.	To receive and adopt the Directors’ Report and Financial Statements for the period ended 30 September 2019			
2.	To reappoint PricewaterhouseCoopers as the Auditors of the Company			
3.	To authorise the Directors to fix the Remuneration of the Auditors			

Signed this _____ day of _____ 2020

Signature: _____

For and on behalf of

NOTES:-

1. Only those shareholders registered in the register of members of the Company as at 6.00 pm (Irish time) on 27 March 2020 or, if the AGM is adjourned, 6.00 pm (Irish time) on the day that is two days before the day appointed for the adjourned AGM, are entitled to attend and vote at the AGM or at any adjournment thereof. Changes in the register of members after this time will be disregarded in determining the rights of any person to attend and/or vote at the AGM or any adjournment thereof.
2. As a result of the Company’s move to the International Central Securities Depository (“ICSD”) settlement model, The Bank of New York (Depository) Nominees Limited is the only registered shareholder of the Company.
3. The Bank of New York (Depository) Nominees Limited, being the only registered shareholder of the Company, is entitled to appoint a proxy or an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company. The form of proxy enclosed with this notice of AGM is therefore only for use by the sole registered shareholder of the Company and not by any investors in the Company’s sub-funds.
4. Investors in the Company’s sub-funds should submit their voting instructions through an ICSD or through a participant in the ICSD being their local central securities depository (which in turn should be instructed to submit their voting instructions to the ICSD) to ensure the sole registered shareholder of the Company votes in accordance with their instructions. Investors who have invested in the Company’s sub-funds via their brokers, dealers or intermediaries should contact these entities to provide voting instructions to the ICSD on their behalf. In accordance with their

respective rules and procedures, each ICSD is required to collate and transfer all votes received from its participants to the Company's common depository, The Bank of New York Mellon, London Branch (the "Common Depository"), and the Common Depository is, in turn, required to collate and transfer all votes received from each ICSD to The Bank of New York (Depository) Nominees Limited, which is obligated to vote in accordance with the Common Depository's voting instructions. Investors should consult with their brokers, dealers or intermediaries to understand any timing implications for them in this regard.

5. To be valid, a completed form of proxy and any power of attorney under which it is signed must be received from the Common Depository at the registered office of the Company, 32 Molesworth Street, Dublin 2, Ireland (marked for the attention of MFD Secretaries Limited) or via e-mail to mfdsecretaries@maples.com (with the original to follow), by no later than 10.00am on 27 March 2020, or if the AGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned meeting.
6. Resolutions 1, 2 and 3 will each be proposed as an ordinary resolution. An ordinary resolution requires the approval of a simple majority of the votes cast (in person or by proxy) at the AGM or any adjournment thereof.