

INVESCO MARKETS II PUBLIC LIMITED COMPANY

(the “Company”)

Incorporated in Ireland, Registered No.: 567964

Registered Office
32 Molesworth Street,
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, Ireland on Friday 11 June 2021 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 31 December 2020 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 6 May 2021

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.

INVESCO MARKETS II PUBLIC LIMITED COMPANY

(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, Mr Stephen O'Donnell of 32 Molesworth Street, Dublin 2 or failing him, 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, Ireland, on Friday 11 June 2021 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 31 December 2020			
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 2021

Signature: _____

For and on behalf of

NOTES:-

1. Only those shareholders registered in the register of members of the Company as at 10.00am (Irish time) on 9 June 2021 or, if the AGM is adjourned, 10.00am (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 recent 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 depositary, The Bank of New York Mellon, London Branch (the "Common Depositary"), and the Common Depositary is, in turn, required to collate and transfer all votes received from each ICSD to The Bank of New York (Depositary) Nominees Limited, which is obligated to vote in accordance with the Common Depositary'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 by the Common Depositary by 6.00pm on 8 June 2021 for onward forwarding by the Common Depositary via e-mail to mfdsecretaries@maples.com by no later than 10.00am on 9 June 2021, 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.