

**CIRCULAR TO THE SHAREHOLDERS
OF
SOURCE MARKETS II PUBLIC LIMITED COMPANY
(THE "COMPANY")**

**NOTICE CONVENING AN EXTRAORDINARY GENERAL MEETING
TO BE HELD AT 3.30 P.M. IRISH TIME, 4 MAY 2018
AT 32 MOLESWORTH STREET, DUBLIN 2, IRELAND IS SET OUT HEREIN.**

**FORMS OF PROXY SHOULD BE RETURNED BY
3.30 P.M. IRISH TIME ON 2 MAY 2018**

To

**Link Market Services Trustees Limited
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
UK**

**For onward transmission to
MFD Secretaries Limited
32 Molesworth Street
Dublin 2
Ireland**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in doubt about the contents of this document, you should consult your
stockbroker, bank manager, solicitor, accountant or other professional adviser.**

**If you have sold or transferred all of your Shares, you should pass this document,
together with the relevant accompanying documents, to the purchaser or transferee
or to the stockbroker, bank or other agent through whom the sale or transfer was
made for transmission to the purchaser or transferee. However, such documents
should not be forwarded in or into the United States of America.**

**Capitalised terms used in this document shall bear the same meaning as the
capitalised and defined terms used in the prospectus of the Company and the
supplement of each sub-fund of the Company (the "Funds"). A copy of the
prospectus of the Company and of the supplements of the Funds are available upon
request during normal business hours from the registered office of the Company.
This circular is not required to be and has not been reviewed by the Central Bank of
Ireland (the "Central Bank").**

Date: 5 April 2018

Re: Approval of Name Change of the Company and Corresponding Amendments to the Constitution of the Company

Dear Shareholder

A. INTRODUCTION

We are writing to you in your capacity as a Shareholder to notify you that the directors of the Company (the "Directors") have resolved to convene an Extraordinary General Meeting ("EGM") of the Company to be held on 4 May 2018 at 3.30 p.m. Irish time at 32 Molesworth Street, Dublin 2, Ireland.

As you are aware, Invesco Ltd. completed its acquisition of Source on 18 August 2017. In conjunction with the acquisition, certain Source entities are being renamed in line with Invesco naming conventions.

The Shareholders will be asked at the EGM to consider a proposal to amend the constitution of the Company (the "Constitution") to reflect the new name of the Company, "Invesco Markets II Public Limited Company" and ancillary related name changes.

Furthermore, and subject to prior Central Bank approval of the proposed name changes, it is also proposed to change the names of the Funds, as detailed in Schedule B hereto. Please note that these changes do not require Shareholder approval and are set out in Schedule B for notification purposes only.

B. PROPOSED AMENDMENTS TO THE CONSTITUTION

The text of the proposed changes to the Constitution is set out in marked-up form in the attached Schedule A. These changes require Shareholder approval and are being considered as items of special business at the forthcoming EGM. The Directors reserve the right to propose other amendments to the Constitution to be approved by Shareholders at the EGM.

C. NOTICE OF MEETING

You will find enclosed a notice of the EGM of the Company, which will be held at 32 Molesworth Street, Dublin 2, Ireland on 4 May 2018 at 3.30 p.m. At the EGM, Shareholders will be asked to consider the amendments to the Constitution described above as items of special business.

Please note if a quorum is not present at the EGM, the EGM will be adjourned to the following business day, held at the same time and location, and a quorum of one Shareholder shall suffice.

The changes to the Constitution require the approval of the Shareholders by way of special resolution. This means that at least 75% of the Shareholders present and voting in person or by proxy must vote in favour of these resolutions.

The precise terms of the proposed amendments are set out in Schedule A attached to this letter and will be available for inspection from the date of dispatch of this letter until the

close of business on 3 May 2018 at the offices of the Secretary and on request from the respective local agents in the countries where the Company is registered, and at the place of the EGM for at least fifteen minutes prior to and during the meeting.

A copy of the revised Constitution is available upon request from the Secretary and on request from the respective local agents in the countries where the Company is registered.

D. PROXY FORMS

A proxy form to enable you to vote at the EGM is enclosed with this Circular. Please read the notes printed on the form which will assist you in completing and returning the form. Your form of proxy must be received at the office of the Secretary or at such other place as is specified in the notice of the EGM before the time appointed for the holding of the EGM or adjourned EGM. You may still attend and vote at the EGM even if you have appointed a proxy, but in such circumstances, the proxy is not entitled to vote.

E. EFFECTIVE DATE OF CHANGES IF APPROVED

Subject to Shareholder approval, the changes to the Constitution will take effect on the later of the date of the meeting or on the date on which any documentation required by the Central Bank and/or Companies Registration Office and submitted by the Company has been approved. It is expected that this date will be on or about 25 May 2018. A notice will be available on www.powersharesetf.com once the change of name has been effected.

All other documentation relating to the Company will also be updated to reflect the proposed new name of the Company.

F. CONCLUSION

The Directors of the Company consider that the proposed changes to the Constitution are in the best interests of the Shareholders as a whole and recommend that you vote in favour of the proposals.

We would be grateful of your support for the resolution. Please complete the enclosed proxy and return it to Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, UK for onward transmission to MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland.

In addition and up to the effective date, Shareholders may obtain the Prospectus, a copy of the Supplements, the key investor information documents, the latest annual and semi-annual reports and copies of the Constitution free of charge from the registered office of the Manager and the respective local agents in the countries where the Company is registered including in Switzerland from BNP Paribas Securities Services, Paris, succursale de Zurich, Selnaustrasse 16, 8002 Zurich which is the Swiss representative and paying agent as well as from the German Paying and Information Agent Marcard, Stein & Co AG, Ballindamm 36, 20095 Hamburg, Germany and on the website of the Company - www.powersharesetf.com.

Should you have any queries in relation to the contents of this letter please consult with your professional adviser or contact the Company through its Secretary at 32 Molesworth Street, Dublin 2, Ireland.

Yours faithfully



**Director
for and on behalf of
Source Markets II plc**

SOURCE MARKETS II PUBLIC LIMITED COMPANY
(the "Company")

Incorporated in Ireland, Registered No.: 567964

Registered Office
32 Molesworth Street
Dublin 2
Ireland

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company, will be held at 32 Molesworth Street, Dublin 2, Ireland on 4 May 2018 at 3.30 p.m. Irish time for the purposes of transacting the following business of the Company:-

Special Resolution

1. To approve the change of name of the Company to "Invesco Markets II Public Limited Company"; and
2. To approve all necessary changes to the Constitution of the Company to reflect the updated name of the Company as set out in Schedule A of the Circular and ancillary non-material changes related thereto.

Dated this 5 April 2018

By order of the Board

MFD Secretaries Limited

Company Secretary

Note: A member entitled to attend, speak and vote at the Extraordinary 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.

Pursuant to Section 180 of the Companies Act 2014, the Company hereby specifies that only those shareholders registered as at 6.00 p.m. on 3 May 2018 shall be entitled to attend, speak, ask questions and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at that time.

SOURCE MARKETS II PUBLIC LIMITED COMPANY
(the "Company")

FORM OF PROXY

We, _____

ISIN: _____

being a Shareholder of the Company:

hereby appoint the Chairman of the Company or failing him, Ms Imelda Murphy c/o 32 Molesworth Street, Dublin 2 or failing her, Mr Brendan Byrne, c/o 32 Molesworth Street, Dublin 2 or failing him, Mr Anthony Finegan c/o 32 Molesworth Street, Dublin 2, or failing any of these, an authorised representative of MFD Secretaries Limited or any Director of the Company or:

_____ as our proxy and to vote for us on our behalf at the Extraordinary General Meeting of the Company to be held at 32 Molesworth Street, Dublin 2 on 4 May 2018 at 3.30 p.m. Irish time and at any adjournment thereof.

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

	SPECIAL RESOLUTION	FOR	AGAINST
1.	To approve the change of name of the Company to "Invesco Markets II Public Limited Company".		
2.	To approve all necessary changes to the Constitution of the Company to reflect the updated name of the Company as set out in Schedule A of the Circular and ancillary non-material changes related thereto.		

Signed this _____ day of _____ 2018

Signature: _____

For and on behalf of

NOTES:-

- (a) Pursuant to Section 180 of the Companies Act, 2014, the Company hereby specifies that only those shareholders registered as at 6:00 p.m. on 3 May 2018 shall be entitled to attend, speak, ask questions and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at that time.
- (b) Unless and otherwise instructed the proxy will vote as he/she thinks fit.
- (c) Where the Member is an individual, this proxy may be executed by an attorney of such Member duly authorised in writing to do so.
- (d) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- (e) Where this form of proxy is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.
- (f) Original signed forms of proxy must be sent to Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, UK by 3.30 p.m. on 2 May 2018 for onward transmission to the Registered Office of the Company at MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland.

SCHEDULE A

Company Number: 567964

COMPANIES ACT, 2014

AND

THE EUROPEAN COMMUNITIES (UNDERTAKINGS FOR COLLECTIVE INVESTMENT IN TRANSFERABLE SECURITIES) REGULATIONS 2011 TOGETHER WITH THE EUROPEAN UNION (UNDERTAKINGS FOR COLLECTIVE INVESTMENT IN TRANSFERABLE SECURITIES) REGULATIONS 2016 (AS MAY BE AMENDED, SUPPLEMENTED, CONSOLIDATED OR MODIFIED FROM TIME TO TIME)

A PUBLIC COMPANY LIMITED BY SHARES

AN OPEN-ENDED INVESTMENT COMPANY WITH VARIABLE CAPITAL

AN UMBRELLA FUND WITH SEGREGATED LIABILITY BETWEEN SUB-FUNDS

CONSTITUTION

- OF -

SOURCEINVESCO MARKETS II PUBLIC LIMITED COMPANY

Incorporated on 11 September 2015

As amended by all Special Resolutions passed up to and including [04 May 2018] ~~November 2016~~

SECTION 1
MEMORANDUM OF ASSOCIATION
OF
SOURCEINVESCO MARKETS II PUBLIC LIMITED COMPANY

- 1 The name of the Company is "SourceInvesco Markets II Public Limited Company".
- 2 The Company is a public limited company being an investment company with variable capital and segregated liability between sub-funds having as its sole object the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 68 of the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as amended and as may be further amended, supplemented or consolidated from time to time including any condition that may from time to time be imposed thereunder by the Central Bank of Ireland (the "Regulations"). The Company may take any measures and carry out any operations including the exercise of ancillary powers listed hereafter in the pursuit of the accomplishment and development of its sole object to the full extent permitted by applicable law.
- 3 The powers of the Company to attain the said object are:
 - 3.1 to carry on business as an investment company and to acquire, dispose of, invest in and hold by way of investment, shares, stocks, securities, bonds, obligations, certificates of deposit, treasury bills, trade bills, bank acceptances, bills of exchange, fixed rate securities, variable or floating rate securities, securities in respect of which the return and/or repurchase amount is calculated by reference to any index, price or rate, monetary and financial instruments of all kinds, futures contracts, swaps, options contracts, contracts for differences, commodities, forward rate agreements, debentures, debenture stock, warrants, commercial paper, promissory notes, mortgage backed securities, asset backed securities and securities of all kinds created, issued or guaranteed by any government, sovereign, ruler, commissioners, body or authority, supreme, state, municipal, local, supranational or otherwise, in any part of the world, or by any company, bank, association or partnership, whether with limited or unlimited liability constituted or carrying on business or activities in any part of the world, units of or participation in any unit trust scheme, mutual fund or collective investment scheme in any part of the world, policies of insurance and assurance, domestic and foreign currency and any present or future rights and interests to or in any of the foregoing, to subscribe for the same either conditionally or otherwise, to enter into underwriting, stock-lending and repurchase and similar contracts with respect thereto, to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and from time to time to sell, exchange, lend, vary or dispose of and grant and dispose of options over any of the foregoing and to deposit money (or place money on current account) with such persons in such currencies and otherwise on such terms as may seem expedient;
 - 3.2 to deposit money, securities and/or property to or with such persons, and on such terms as may seem expedient and to discount, buy and sell bills, notes, warrants, coupons and other negotiable or transferable instruments, securities or documents of whatsoever nature;
 - 3.3 to establish or acquire any wholly owned subsidiary or subsidiaries of the Company for the benefit of the Company as a whole and in accordance with the conditions identified in the Regulations (the investments, assets and shares of which are held by the Depositary or sub-custodian appointed by the Depositary with the prior approval of the Competent Authority) and to capitalise any such subsidiary in any manner as the Directors of the Company may from time to time consider appropriate including by way of share capital, loan or otherwise;
 - 3.4 where required for the direct pursuit of the business of the Company, to acquire by purchase, lease, exchange, hire or otherwise lands and real or personal property wheresoever situate of any kind or of any tenure or any interest in the same; to erect and construct houses, buildings or works

SECTION 2
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SOURCEINVESCO MARKETS II PUBLIC LIMITED COMPANY
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- 108.4 The Company may sue and be sued in respect of a particular Fund and may exercise the same rights of set-off, if any, as between its Funds as apply at law in respect of companies and the property of a Fund is subject to orders of the Irish courts as it would have been if the Fund were a separate legal person.
- 108.5 In any proceedings brought by any Shareholder of a particular Fund, any liability of the Company to such Shareholder in respect of such proceeding shall only be settled out of the assets of the Fund corresponding to such shares without recourse in respect of such liability or any allocation of such liability to any other Fund of the Company.
- 108.6 Nothing in this Article 108 shall prevent the application of any enactment or rule of law that would require the application of the assets of any Fund in discharge of some or all of the liabilities of any other Fund on the grounds of fraud or misrepresentation and, in particular, by reason of the application of sections 185 and 604 of the Companies Act.

109 Restriction on modifications to Constitution

No modification shall be made to the Constitution of the Company that would result in the Company ceasing to be authorised under the Regulations or without the prior approval of the Competent Authority.

110 Change of Name

The Directors are entitled to change the name of the Company or any of its Funds (subject to the prior approval of the Competent Authority). The Directors shall, subject to the prior approval of the Competent Authority, change the name of the Company, or any of its Funds, which includes in its name any name proprietary to any third party (including the Manager or a Benchmark Index provider) if the conditions under which the third party (whether contained in an agreement with the Company or otherwise) permits the use of such name include a requirement to change the name of the Fund under certain circumstances, and such circumstances occur. For the avoidance of doubt, in the event that SourceInvesco Investment Management Limited ceases to be Manager of the Company, and a company within the Promoter's group is not appointed in its place as the Manager of the Company, then, prior to or immediately following such termination becoming effective, the Directors may arrange to convene an extraordinary general meeting to propose that the name of the Company be changed to a name which will not reflect any involvement on the part of SourceInvesco Investment Management Limited (or any of its Affiliates) with the Company. At any such extraordinary general meeting called to change the name, those Shareholders who (being individuals) are present in person or by proxy or (being corporations) are present by proxy or by a duly authorised representative and entitled to vote and who vote on a poll in favour of the resolution proposed to change the name of the Company shall collectively have such total number of votes as is one or more than the number of votes which are required to be cast on such a poll for the said special resolution to be carried. Such a change of name shall take place in accordance with the provisions of the Companies Act and the requirements of the Competent Authority.

SCHEDULE B
SCHEDULE OF FUND NAME CHANGES

Current Name	Share Class Name	Proposed new name	New Share Class Name	ISIN
PowerShares Emerging Markets USD Bond UCITS ETF	A	Invesco Emerging Markets USD Bond UCITS ETF	Dist	IE00BF51K132
PowerShares Italian PIR Multi-Asset Portfolio UCITS ETF	A	Invesco Italian PIR Multi-Asset Portfolio UCITS ETF	Acc	IE00BF51JZ00
PowerShares Preferred Shares UCITS ETF	A	Invesco Preferred Shares UCITS ETF	Dist	IE00BDVJF675
PowerShares USD Corporate Bond UCITS ETF	A	Invesco USD Corporate Bond UCITS ETF	Dist	IE00BF51K025
PowerShares Euro Corporate Bond UCITS ETF	A	Invesco Euro Corporate Bond UCITS ETF	Dist	IE00BF51K249