
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.

POWERSHARES GLOBAL FUNDS IRELAND PLC
**(an investment company with variable capital and
having segregated liability between Funds)**

EXTRAORDINARY GENERAL MEETING

3 SEPTEMBER 2015

If you have sold or transferred your shares in PowerShares Global Funds Ireland plc, 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.

Please note that this notice has not been reviewed by the Central Bank of Ireland.

11 August 2015

Dear Shareholder,

Extraordinary General Meeting (“EGM”)

Attached is a Notice of the EGM of PowerShares Global Funds Ireland plc (the “Company”) and a proxy card for those shareholders who are unable to attend the meeting (or any adjournment thereof) and who may wish to vote on the EGM resolution.

Please note that you are only entitled to vote at the EGM if you are a registered shareholder. If you have invested in the Company through a broker, dealer or other intermediary please contact this entity to confirm your right to vote.

The Board of Directors is proposing resolutions to amend the Memorandum of Association and the Articles of Association (the “Memorandum” and the “Articles” respectively and collectively the “Constitution”) as outlined in Appendix II attached to the Notice.

Revised Constitution

Draft copies of the revised Constitution are available for inspection at the registered office of the Company at George’s Quay House, 43 Townsend Street, Dublin 2, Ireland. Following the EGM, final copies of the amended Constitution will be filed with (and be subsequently available from) the Irish Companies Registration Office and the registered office of the Company.

Action Required

To pass Resolution 1 and 2, 75% of votes cast by shareholders present (in person or by proxy) is necessary. You will therefore find a notice convening the EGM together with a related proxy form appended to this letter. This form will enable Shareholders to vote at the EGM by proxy rather than in person. If you intend to vote using a proxy, your proxy must be delivered to Wilton Secretarial Limited within the time limits outlined on the proxy form.

Recommendation

The Board believes that the proposed resolutions are in the best interests of the Company and of the Shareholders and, accordingly, the Directors strongly recommend that you vote in favour of the resolutions proposed at the EGM.

Yours faithfully



Director

For and on behalf of PowerShares Global Funds Ireland plc

POWERSHARES GLOBAL FUNDS IRELAND PLC

(an open-ended investment company with variable capital structured as an umbrella fund with segregated liability between Funds)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of PowerShares Global Funds Ireland plc (the “Company”) will be held at 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland on 3 September 2015 at 11.00 a.m.(Irish time) to consider, and if thought fit, pass the following resolutions:

Special Business

1. To consider, and if thought fit, pass the following resolution as a special resolution of the Company: “That the Memorandum of Association of the Company be amended in the form initialled by the Chairman and tabled at the meeting.”
2. To consider, and if thought fit, pass the following resolution as a special resolution of the Company: “That the revised Articles of Association of the Company be adopted in the form initialled by the Chairman and tabled at the meeting, in substitution for the existing Articles of Association.”

For and on behalf of the Board



Invesco Asset Management Limited -
Company Secretary

Registered Office

George’s Quay House
43 Townsend Street
Dublin 2
Ireland

11 August 2015

Notes:

1. Shareholders are entitled to attend and vote at the EGM of the Company. A Shareholder may appoint a proxy or proxies to attend, speak and vote instead of the Shareholder. A proxy need not be a Shareholder of the Company.
2. A form of proxy is enclosed for the use of shareholders unable to attend the meeting. Proxies must be sent to Wilton Secretarial Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland. Shareholders may send their proxies by fax to + 353 1 639 5333 provided the original signed form is sent immediately by post to the above mentioned address. To be valid, proxies must be received by Wilton Secretarial Limited not less than 48 hours before the time appointed for the holding of the meeting.
3. Each Shareholder present, in person or by proxy, represents one vote. Where voting is to be by poll each Share represents one vote.

POWERSHARES GLOBAL FUNDS IRELAND PLC
(an open-ended investment company with variable capital structured as an umbrella
fund with segregated liability between Funds)
(the "Company")

PROXY FORM

I/We, _____ of _____ being a shareholder of the above named Company hereby appoint the Chairman of the meeting, or failing him/her any Director of the Company, or failing him/her, Catharine Dwyer, or failing her, Bryan O'Donnell, or failing him, Annette Costello, or failing her, Gemma Bannon, or failing her, Louise Kennan as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland on 3 September 2015 at 11.00 a.m. (Irish time) and at any adjournment thereof.

To direct your proxy how to vote on the resolutions, mark the appropriate space below with a 'X'. To withhold your vote on a particular resolution, mark the relevant 'vote withheld' space. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. If no voting instruction is given, your proxy will vote or withhold from voting at his or her discretion.

SPECIAL RESOLUTION	FOR	AGAINST	WITHHELD
That the Memorandum of Association of the Company be amended in the form initialled by the Chairman and tabled at the meeting			
That the revised Articles of Association of the Company be adopted in the form initialled by the Chairman and tabled at the meeting, in substitution for the existing Articles of Association.			

Dated:

Execution by Individual Shareholders (see note (c) (i)):

 Name and Address of Shareholder

 Signature

Execution on behalf of Corporate Shareholders (see note (c) (ii)):

 Name and Address of Shareholder

PRESENT when the common seal
 of
 was affixed hereto:

 Signature

 Print Name

 Signature

 Print Name

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) If it is desired to appoint a proxy other than the Chairman of the meeting, please insert his/her name and address and delete the words “the Chairman of the meeting, or failing him/her any Director of the Company, or failing him/her, Catharine Dwyer, or failing her, Bryan O’Donnell, or failing him, Annette Costello, or failing her, Gemma Bannon, or failing her, Louise Kennan”.
- (c) The proxy form 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.
- (d) In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted by the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (e) To be valid this proxy and any power of attorney under which it is signed must reach Wilton Secretarial Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland. Shareholders may send their proxies by fax to + 353 1 639 5333 provided the original signed form is sent immediately by post to the above mentioned address. To be valid, proxies must be received by Wilton Secretarial Limited not less than 48 hours before the time appointed for the holding of the meeting.
- (f) A proxy need not be a member of the Company but must attend the meeting in person to represent you.

APPENDIX II

Proposed amendments to the Memorandum

1. The Memorandum shall be updated to refer to the Companies Act 2014.
2. The Memorandum shall be updated to permit the Company, subject to shareholder approval, to be registered as an Irish Collective Asset-management Vehicle (“ICAV”) with the Central Bank in accordance with the requirements of the Irish Collective Asset-management Vehicles Act 2015, or such other Irish corporate vehicle with separate legal personality as may be permitted under Irish law from time to time.

Proposed amendments to the Articles of Association

1. Updates to reflect the commencement of the Companies Act 2014 (the “Act”) from 1 June 2015:

1. Article 1(a) – the definition of “Act” shall be updated to reflect the coming into force of the Companies Act 2014.
2. Article 1(a) – the definition of “Preliminary Expenses” shall be updated to remove the reference to a designated company as the Act no longer designates the Company as a “designated company” and the term is, therefore, no longer relevant to the Company.
3. Article 1(a) – the definition of “Subsidiary Company” shall be updated to reflect the current legislative reference to the Act.
4. Article 2(a) shall be updated to remove reference to Table A of the previous companies legislation which has been revoked following the coming into force of the Act.
5. Article 4(c) shall be updated to reflect the current legislative reference to the Act.
6. Article 17(d) shall be updated to reflect the mandatory provision of section 177(3) of the Act which enables any Director or any shareholder to convene an extraordinary general meeting. Previously, two shareholders were required for this purpose.
7. Article 19(f) shall be updated to reflect the mandatory provision of section 189(2) of the Act governing the procedure for shareholders’ votes at a general meeting. In addition to the chairman, either three shareholders present at a general meeting (in person or by proxy); any shareholders present (in person or by proxy) representing at least 10% of the total voting rights of all shareholders concerned having the right to vote at the meeting; or a shareholder (or shareholders) holding shares which confer the right to vote at a meeting and which are paid up to a value of at least 10% of the total sum paid up on all the shares conferring that right, are enable to demand a poll in relation to a resolution put to the vote of the meeting. Previously a poll could be demanded by the chairman or by five shareholders or shareholders holding 10% of the shares in issue.
8. Article 19 (n) shall be updated to reflect the current legislative reference to the Act.
9. Article 25(n) shall be amended to address the provisions of section 161(6) of the Act so that a meeting in which some or all of the Directors participate by means of any telecommunication equipment shall be deemed to take place in such location as the meeting itself decides.
10. Article 38(b) shall be added to provide that where a provision of the Articles covers substantially the same subject matter as any optional provision of the Act, any such optional provision shall be deemed not to apply to the Company and that the Articles shall be deemed to have effect and prevail over the terms of such optional provisions.

II. Other changes

1. Article 1(a) – the definition of “Connected Person” shall be removed as this term is not used in the Articles.
2. Article 1(a) – the definition of “Irish Stock Exchange” shall be updated to reflect that the Irish Stock Exchange is a public limited company.
3. Article 1(a) – the definition of “Operator” shall be updated to reflect the current title for the Minister for Jobs, Enterprise and Innovation.
4. Article 2 (d) shall be added to permit the Company, subject to shareholder approval, to be registered as an Irish Collective Asset-management Vehicle with the Central Bank in accordance with the requirements of the Irish Collective Asset-management Vehicles Act 2015, or such other Irish corporate vehicle with separate legal personality as may be permitted under Irish law from time to time. An ICAV is an Irish corporate vehicle that was recently created and designed specifically for investment funds and which is not subject to requirements designed for other forms of Irish companies. It should be noted that shareholder approval will be sought before the Company is registered as an ICAV.
5. Article 15 (c) shall be amended to reflect the Central Bank of Ireland’s requirements for a company or a sub-fund of a company which is investing up to 100% of assets in transferable securities and money market instruments.
6. Article 25(a) shall be amended to remove the requirement that all meetings of Directors shall be held in Ireland. This provides flexibility to the Directors and enables them to hold meetings in locations other than in Ireland. This will not change the manner in which the Company is managed or the domicile of the Company.
7. Article 31(b) shall be updated to reflect the correct title for the Minister for Jobs, Enterprise and Innovation.
8. There shall be a number of amendments in relation to ensure correct cross-referencing of different provisions within the Articles.