

## **Mitteilung an alle Anteilseigner der Dimensional II Fonds:**

Anbei finden Sie die Information der Gesellschaft, folgende Wertpapiere sind betroffen:

<b>IE00B1W6DQ92</b>	<b>Dimensional II Emerging Markets Targeted Value - GBP DIS</b>
<b>IE00B1W6DP85</b>	<b>Dimensional II Emerging Markets Targeted Value - Accum EUR CAP</b>
<b>IE00B1W6DN61</b>	<b>Dimensional II Emerging Markets Targeted Value - Accum USD CAP</b>

Details können Sie der beigefügten Anlage entnehmen.



7 4 FEB. 2022

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**NOTICE TO THE SHAREHOLDERS OF  
DIMENSIONAL FUNDS II PLC  
(THE COMPANY)**

An umbrella fund with segregated liability between sub-funds and an open-ended investment company with variable capital incorporated with limited liability under the laws of Ireland with registered number 431052.

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**This document is important and requires your immediate attention. If you are in doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor. The directors of the Company (the "Directors") accept responsibility for the information contained in this document as being accurate as at the date of publication. If you have sold or transferred all of your shares in the Company please pass this document 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.**

Unless otherwise indicated, all capitalised terms in this Circular shall have the same meaning as described in the prospectus for the Company dated 26 October 2021 and the First Addendum to the prospectus for the Company dated 10 December 2021 (the "**Prospectus**"), and the constitution of the Company dated 27 August 2021.

*(an umbrella fund with segregated liability between sub-funds)*

23 February 2022

**Dimensional Funds II plc (the Company)**  
**Appointment of a UCITS Management Company**

Dear Shareholder

The purpose of this letter is to notify you of the proposed appointment of Dimensional Ireland Limited (the **Manager**) as UCITS management company to the Company. The appointment will be made subject to the approval of, and any conditions imposed by, the Central Bank of Ireland (the **Central Bank**).

The Company is currently a self-managed entity in that it is authorised to act as its own UCITS manager. Following the receipt of the *Dear Chair* letter from the Central Bank of 20 October 2020 relating to the Central Bank's review of the implementation of its Fund Management Company Guidance, the board of directors of the Company (the **Board**) has reviewed the alternatives between:

- i. remaining a self-managed entity and increasing resources to meet the Central Bank's expectations for UCITS management companies as set out in that letter; or
- ii. appointing a third-party management company.

After a full review, the Board believes it is in the best interests of shareholders (from both a cost and operational perspective) for the Company to cease being self-managed and appoint a third party UCITS management company.

The Manager is a limited company incorporated under Irish law on 20 September 2018, having its registered office at 10 Earlsfort Terrace, Dublin 2, D02T380, Ireland. The company secretary of the Manager is Bradwell Limited, 10 Earlsfort Terrace, Dublin 2, D02T380, Ireland. The Manager is authorised by the Central Bank to act as a UCITS management company. The Manager has an authorised share capital of €100,000,000 divided into ordinary shares of one euro each. The ultimate parent of the Manager is Dimensional Fund Advisors LP.

The Manager will be entitled to receive from the Company a fee in relation to each sub-fund (a **Fund**) which will be disclosed in the Prospectus (subject to any comments that the Central bank may have) as follows:

***"Management Fees and Expenses***

*The Manager shall be entitled to a maximum annual management fee of up to 0.02% of the Net Asset Value of the Company (the "Management Fee").*

*The Management Fee shall be payable out of the assets of the Funds on a pro-rated basis, based on their proportionate share of the total Net Asset Value of the Company.*

*The Management Fee shall be subject to the imposition of VAT, if required. The Management Fee will be calculated and accrued daily and is payable monthly in arrears.*

Registered in Ireland as an open-ended variable capital investment company with limited liability.  
Companies Registration Office Number 431052. Registered office as above.

Directors: Peter Blessing, Gerard O'Reilly, Catherine L. Newell (American),  
John Romiza (American), Victoria Parry (British), and Nathan Lacaze (dual nationality Italian & Australian).



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*The Manager shall be entitled to be reimbursed out of the assets of the relevant Fund for reasonable properly vouched out of pocket costs and expenses directly incurred by the Manager in the provision of its services, subject to reasonable approval by the Company and any VAT on all fees and expenses payable to or by it.*

Notwithstanding the maximum annual fee payable by the Company to the Manager, the fee provisions agreed between the Company and the ManCo mean that based on the Net Asset Value (the "NAV") of the Fund as at 31 December 2021 of €324,539,722, the Company would be paying to the ManCo approximately €11,037 in years one and two, and approximately €12,263 in year three, assuming the NAV does not change. This represents an expense increase of 0.0034% to the NAV of the Company in years one and two, and 0.0038% in year three.

The Manager reserves the right to appoint certain of its affiliates as sub-investment managers and sub-distributors of the Company. There will be no change in practice as to how the sub-funds of the Company are currently managed. The Manager shall pay the fees of any sub-investment manager and sub-distributor out of the Management and Investment Management Fees paid to the Manager by the Company.

The Prospectus of the Company will be updated to reflect the appointment of the Manager on or about 1 April 2022. The updated Prospectus will be made available on the [www.dimensional.com](http://www.dimensional.com) website.

The appointment of the Manager will occur on or about 1 April 2022.

This letter is for information only and no action is required by you.

If you have any queries in relation to this letter, please contact your usual relationship manager.

We thank you for your continuing support of the Company.

Yours faithfully

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**Director**  
**Dimensional Funds II plc**

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