



PowerShares Global Funds Ireland Public Limited Company

(An umbrella investment company with variable capital having segregated liability between its Funds)

Supplement relating to

PowerShares EQQQ NASDAQ-100 UCITS ETF

This Supplement contains information relating to PowerShares EQQQ NASDAQ-100 UCITS ETF which is a separate Fund of PowerShares Global Funds Ireland public limited company (the "Company"). **This Supplement forms part of and should be read in the context of, and together with, the prospectus of the Company dated 6 October 2014 and any amending supplements to the prospectus (the "Prospectus").**

If you are in any doubt about the action to be taken or the contents of this Supplement please consult your stockbroker, bank manager, lawyer, accountant or other independent professional adviser.

The Shares of the EQQQ NASDAQ-100 UCITS ETF have been admitted to the Official List and to trading on the Main Securities Market of the Irish Stock Exchange and have been admitted to trading on the Borsa Italiana, the Deutsche Börse, the London Stock Exchange, the NYSE Euronext Paris and the SIX Swiss Exchange. Shares may be admitted to or traded on such other stock exchanges as the Directors may decide from time to time.

Manager
Invesco Global Asset Management Limited

Investment Manager
Invesco PowerShares Capital Management LLC

Potential investors should consider the risk factors set out in the Prospectus and in this Supplement before investing in the EQQQ NASDAQ-100 UCITS ETF.

The Directors of the Company whose names appear under section 6 “Management and Administration” in the Prospectus accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

The date of this Supplement No. 2 is 6 October 2014.

This Supplement No. 2 replaces the Supplement No. 2 dated 17 February 2014.

Contents

1. Definitions	2
2. PowerShares EQQQ NASDAQ-100 UCITS ETF	3
2.1 Introduction	3
2.2 Investment Objective and Policies	3
2.3 Investment and Borrowing Restrictions	3
2.4 Dividend Policy	3
2.5 Calculation of Net Asset Value	3
2.6 Subscriptions	4
2.7 Redemptions	4
2.8 Switching	5
2.9 Transfer of Shares	5
2.10 Fees and Expenses	5
2.11 Risk Factors	5
2.12 Anticipated Tracking Error	5
3. The Index	6
3.1 Initial Eligibility Criteria	6
3.2 Continued Eligibility Criteria*	6
3.3 Ranking Review	7
3.4 Index Maintenance	7
3.5 Index Rebalancing	7
3.6 Miscellaneous	8
4. Index Disclaimer	9

1. Definitions

“Base Currency”

the base currency of the EQQQ NASDAQ-100 UCITS ETF, which is US Dollars.

Capitalised expressions used and not defined in this Supplement shall bear the meanings as set out in the Prospectus.

“Business Day”

in respect of the EQQQ NASDAQ-100 UCITS ETF, a day on which the Nasdaq Stock Market (“Nasdaq”) is open for trading (or such other day or days as the Directors may from time to time determine and notifying in advance to Shareholders).

“Dealing Day”

a day on which a stock exchange on which the EQQQ NASDAQ-100 UCITS ETF is traded or listed is open for business and a day on which any of the markets on which the EQQQ NASDAQ-100 UCITS ETF’s investments are listed or traded are open for business; unless otherwise determined by the Directors and notified in advance to Shareholders. A list of Dealing Days for the EQQQ NASDAQ-100 UCITS ETF will be available on the Website.

“Dealing Deadline”

in respect of the EQQQ NASDAQ-100 UCITS ETF, no later than 4.00 pm (Irish time) on any Dealing Day (or such earlier or later time prior to the Valuation Point as the Directors may, at their discretion, determine and notify in advance to Shareholders). The effective deadline for in-kind transactions may be earlier depending upon the Recognised Clearing and Settlement System used, and any such earlier time will be notified by the Administrator.

“EQQQ NASDAQ-100 UCITS ETF”

PowerShares EQQQ NASDAQ-100 UCITS ETF.

“Index”

the Nasdaq-100 Notional Net Total Return Index.

“Index Provider”

in respect of the EQQQ NASDAQ-100 UCITS ETF, The Nasdaq Stock Market, Inc.

“Index Share(s)”

in respect of the Index, is/are derived from the security’s total shares outstanding. The Index Share(s) is/are adjusted by the same percentage amount by which the total shares outstanding have changed.

“Portfolio Composition File”

the file setting out the form of Investments and Cash Component which may be transferred to the EQQQ NASDAQ-100 UCITS ETF in satisfaction of the price of Shares.

“Publication Time”

in respect of the Portfolio Composition File, shall be 7.00 a.m. GMT on each Dealing Day.

“Shares”

Shares of the EQQQ NASDAQ-100 UCITS ETF.

“Valuation Point”

the valuation point for the EQQQ NASDAQ-100 UCITS ETF shall be closing time of the regular trading session on Nasdaq (ordinarily 4.00p.m. New York time) on each Dealing Day or such other time as the Directors may from time to time determine. For the avoidance of doubt, the Valuation Point shall be after the cut-off time for receipt of applications for subscriptions and redemptions in the EQQQ NASDAQ-100 UCITS ETF for this relevant Dealing Day.

2. PowerShares EQQQ NASDAQ-100 UCITS ETF

2.1 Introduction

The Company is an open-ended investment company with variable capital and is structured as an umbrella fund with segregated liability between its Funds. The Company is authorised by the Central Bank as an Undertaking for Collective Investment in Transferable Securities ("UCITS") for the purposes of the Regulations. The share capital of the Company may be divided into different classes of Shares with one or more classes representing a separate Fund of the Company. Each Fund may have more than one Share class.

The Articles provide that the Company may offer separate classes of Shares, each representing interests in a Fund comprising a distinct portfolio of investments. In addition, each Fund may be further divided into a number of different classes within the Fund. The Funds in existence are set out in the Global Supplement.

The Prospectus sets out information that applies to each and every Fund of the Company. This includes risk factors, the management and administration of the Funds by the Company, Fund valuations, procedures for subscriptions, redemptions and transfers of Shares in the Funds, details of fees and expenses payable by the Funds and taxation of Shares in the Funds. The Prospectus also contains a summary of the Company's Articles (see section 11 "Statutory and General Information" in the Prospectus).

This Supplement contains specific information relating to the EQQQ NASDAQ-100 UCITS ETF.

All terms and conditions relating to the Company generally as set out in the Prospectus apply to the EQQQ NASDAQ-100 UCITS ETF, save as set out in this Supplement.

Potential investors should also refer to the Company's most recent Annual Report and Semi-Annual Report which contain information on the financial performance of the EQQQ NASDAQ-100 UCITS ETF.

The EQQQ NASDAQ-100 UCITS ETF is suitable for medium to long term investors seeking capital growth and income through investment in equities which may rise or fall in value and who are willing to accept a moderate level of volatility. The EQQQ NASDAQ-100 UCITS ETF may not be suitable for investors who plan to withdraw their money within 5 years.

The Base Currency of the EQQQ NASDAQ-100 UCITS ETF is US Dollars. The EQQQ NASDAQ-100 UCITS ETF currently has one class of Share, which is denominated in US Dollars. As at the date of this Supplement, there are no other Share classes in the EQQQ NASDAQ-100 UCITS ETF, but additional Share classes may be added in the future in accordance with the requirements of the Central Bank.

An investment in the EQQQ NASDAQ-100 UCITS ETF should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

2.2 Investment Objective and Policies

The investment objective of the EQQQ NASDAQ-100 UCITS ETF is to provide investors with investment results which, before expenses, generally correspond to the price and yield performance of the Index in US dollar terms.

In order to achieve this investment objective, the Investment Manager uses the full physical replication method of the 'index-

tracking' strategy. The EQQQ NASDAQ-100 UCITS ETF will generally hold all of the shares in the Index in their respective weightings in the Index, subject to the Investment Restrictions. The Investment Manager will seek to replicate the Index constituents **and may therefore have exposure to or invest up to 20% of the Net Asset Value of the EQQQ NASDAQ-100 UCITS ETF in shares issued by the same body, which limit may be raised to 35% for a single issuer in exceptional market conditions.**

The Index of the EQQQ NASDAQ-100 UCITS ETF may be changed in certain circumstances as set out in the section 4.4 "Indices" in the Prospectus.

In the case of a significant change to the Index, including but not limited to, a change in the methodology/rules for compiling or calculating the Index, or a change in the objective or characteristics of the Index, Shareholders will be notified as soon as practicable.

The EQQQ NASDAQ-100 UCITS ETF will not invest in fully funded FDIs, including fully funded swaps.

2.3 Investment and Borrowing Restrictions

The EQQQ NASDAQ-100 UCITS ETF may not invest more than 10% of its Net Asset Value in units or shares of other collective investment schemes.

The Company is a UCITS and accordingly the EQQQ NASDAQ-100 UCITS ETF is subject to the investment and borrowing restrictions set out in the Regulations and the Notices of the Central Bank. These are set out in detail in Schedule III of the Prospectus.

2.4 Dividend Policy

Dividends will be declared in the Base Currency. The Company ordinarily intends to declare and pay dividends on the Shares of the EQQQ NASDAQ-100 UCITS ETF in respect of each financial quarter in which the total income of the EQQQ NASDAQ-100 UCITS ETF exceeds the fees and expenses by more than a de minimis amount determined by the Directors from time to time. Dividends will ordinarily be declared on the third Friday in each March, June, September and December and paid (if payable) on the last Business Day of the following month.

The Directors intend to maintain a dividend policy which enables the Company to qualify as a reporting fund for UK tax purposes. Dividends will be paid into the account of the Shareholder as notified to the Administrator.

Please see section 4.5 "Dividend Policy" in the Prospectus for further details in relation to the Company's dividend policy.

2.5 Calculation of Net Asset Value

The Net Asset Value of the EQQQ NASDAQ-100 UCITS ETF will be expressed in the Base Currency and will be calculated by the Administrator as at the Valuation Point in accordance with the requirements of the Articles. Full details are set out in the Prospectus in section 7.1 "Calculation of Net Asset Value" and section 11 "Statutory and General Information".

The Net Asset Value per Share of the EQQQ NASDAQ-100 UCITS ETF shall be published daily (on the Business Day following the Valuation Point for the relevant Dealing Day) on the Website.

2. PowerShares EQQQ NASDAQ-100 UCITS ETF

Continued

2.6 Subscriptions

Investors are referred to the procedures for subscribing for Creation Units and Shares as outlined in section 7 of the Prospectus.

Subscriptions

All initial applications for Shares in the EQQQ NASDAQ-100 UCITS ETF must be accompanied by a completed application form which may be obtained from the Administrator. Application forms shall (save as determined by the Manager) be irrevocable and shall be sent by facsimile at the risk of the applicant with the original to follow promptly.

Failure to provide the original application form may, at the discretion of the Manager, result in compulsory redemption of the relevant Shares and applicants will be unable to receive the proceeds of their redemption of Shares on request until the original application form has been received.

Applications for subscriptions must normally be received and accepted by the Dealing Deadline. Any applications received after that time will normally be held over until the next Dealing Day but may be accepted for dealing on the relevant Dealing Day, at the discretion of the Directors, provided they are received prior to the Valuation Point.

Minimum Subscription

Creation Units

For the purposes of the EQQQ NASDAQ-100 UCITS ETF, a Creation Unit corresponds to 50,000 Shares of the EQQQ NASDAQ-100 UCITS ETF. The Manager may change the size of a Creation Unit if it determines that such a change would enhance the attractiveness of the EQQQ NASDAQ-100 UCITS ETF to investors.

Applications for Creation Units must be in multiples of 50,000 Shares of the EQQQ NASDAQ-100 UCITS ETF.

Cash

In the case of cash subscriptions, the minimum subscription amount is one Creation Unit of the EQQQ NASDAQ-100 UCITS ETF (or such lesser amount at the discretion of the Manager).

Subscription Price

Creation Units

In the case of subscriptions for Creation Units, the price per Creation Unit is 50,000 times the Net Asset Value per Share in the EQQQ NASDAQ-100 UCITS ETF. On the Valuation Date corresponding to the Dealing Day on which the application for Creation Units is accepted, the Administrator will report to the applicant the amounts of the Cash Component, In-Kind Transaction Fee and Transfer Taxes, if any, to be delivered by the applicant to the Custodian with the Portfolio Deposit.

Cash

In the case of cash subscriptions, Shares may be subscribed for on each Dealing Day at the Net Asset Value per Share plus, if applicable, any Transfer Taxes. Cash subscriptions are also subject to a Cash Transaction Fee of up to 3% of the Net Asset Value of Shares subscribed for. Such fee may be waived at the discretion of the Directors in any case.

Settlement

Creation Units

The Portfolio Deposit must be received by the Custodian three Business Days following the Business Day on which the application for subscription is accepted (or such earlier time as the Directors may determine and notify in advance to the applicant). This may vary depending upon the standard settlement periods of the different stock exchanges on which the Shares are traded and the nature of the securities comprised in the Portfolio Deposit but shall not in any event exceed ten Business Days from the relevant Dealing Day.

No Shares of a Creation Unit will be issued to the applicant until all the securities in the Portfolio Deposit have been received by the Custodian and the requisite In-Kind Transaction Fee and, if applicable, Transfer Taxes have been received by the Custodian.

Cash

An investor will not be deemed to have subscribed for Shares in the EQQQ NASDAQ-100 UCITS ETF by way of cash subscription until such time as the cash subscription amount is received by the Custodian.

2.7 Redemptions

Shareholders are referred to the procedures for redeeming Creation Units and Shares as outlined in section 7.5 of the Prospectus.

All redemption applications for Shares in the EQQQ NASDAQ-100 UCITS ETF must be accompanied by a completed redemption form which may be obtained from the Administrator. Redemption forms shall (save as determined by the Manager) be irrevocable and shall be sent by facsimile at the risk of the applicant, with the original to follow.

Redemption applications must normally be received and accepted by the Dealing Deadline. Any redemption applications received after that time will normally be held over until the next Dealing Day but may be accepted for dealing on the relevant Dealing Day, at the discretion of the Directors, provided they are received prior to the Valuation Point.

Minimum Redemption

Creation Units

Applications for the redemption of Creation Units must be in multiples of 50,000 Shares of the EQQQ NASDAQ-100 UCITS ETF.

Cash

There is no minimum redemption amount for cash redemptions.

Redemption Price

Creation Units

The redemption price per Creation Unit will equal the aggregate of the daily Net Asset Value per Share on the relevant Dealing Day of the Shares comprising the Creation Unit less or in addition to (as the case may be) the Cash Component of the Portfolio Deposit, relevant In-Kind Transaction Fee and, to the extent that they are applicable, any Transfer Taxes and a Redemption Dividend. Any cash to be paid in respect of an in-kind redemption will be for value on the same day as settlement of the securities.

2. PowerShares EQQQ NASDAQ-100 UCITS ETF

Continued

Cash

Shares will be redeemed at the Net Asset Value per Share on the Dealing Day on which the redemption application was made together with a Redemption Dividend (if applicable) and less (if applicable) any Transfer Taxes. Redemption proceeds will be paid net of a Cash Transaction Fee of up to 3% of the Net Asset Value of Shares being redeemed and any telegraphic transfer costs. Such fee may be waived by the Manager at its discretion in any case.

Settlement

Creation Units

The standard settlement period for in-kind redemptions is three Business Days following the Business Day on which the application for redemption is accepted but may vary depending upon the standard settlement periods of the different stock exchanges on which the Shares are traded and the securities in the Portfolio Deposit. Delivery of securities will be on a free delivery settlement basis.

Cash

Redemption proceeds for cash redemptions will be effected no later than three Business Days after the relevant Valuation Date, subject to delivery of the Shares.

2.8 Switching

Shareholders of the class of Shares of the EQQQ NASDAQ-100 UCITS ETF on offer pursuant to this Supplement may switch to the existing class of Shares of each of the other Funds of the Company in accordance with the provisions of section 7.11 of the Prospectus.

It should be noted that the Company will normally impose a fee on the switching of any Shares between Funds of up to 3% of the Net Asset Value of each Share to be switched. Such fee may be waived by the Manager at its discretion in any case.

A Redemption Dividend may be payable immediately prior to a switch in respect of the accrued income reflected in the Net Asset Value of the Shares which are to be switched.

2.9 Transfer of Shares

Shares are freely transferable in accordance with the criteria and procedures set out in section 7.12 "Transfer of Shares" in the Prospectus.

2.10 Fees and Expenses

The Manager will be entitled to a maximum fee of 0.75% per annum of the Net Asset Value of the EQQQ NASDAQ-100 UCITS ETF. The current fee payable to the Manager is 0.30% per annum of the Net Asset Value of the EQQQ NASDAQ-100 UCITS ETF. The Manager will be responsible for discharging, from its fee, all fees of the Investment Manager, the Administrator, the Transfer Agent, the Custodian and local representatives required for the registration of the Shares of the EQQQ NASDAQ-100 UCITS ETF for sale in any jurisdiction, together with all reasonable out of pocket expenses of such service providers (excluding sub-custodial fees and expenses, (which will be at normal commercial rates) and transaction related charges of the Administrator and Custodian). The Manager will also be responsible for discharging from its fee other costs attributable to the EQQQ NASDAQ-100 UCITS ETF as detailed in section 8 "Operational Expenses" in the Prospectus. No other fees or expenses will be paid out of the assets.

In-Kind Transaction Fee

On any Dealing Day, an Authorised Participant requesting one or more Creation Units will be subject to an In-Kind Transaction Fee as described in the Prospectus (Section 2. Definitions) of up to 1% of the Net Asset Value of Shares being subscribed or redeemed, the actual amount of which will be published on the Website. Such fee may be waived by the Manager at its discretion in any case.

2.11 Risk Factors

Investors are referred to the risks outlined in section 5 of the Prospectus.

2.12 Anticipated Tracking Error

Tracking error is the standard deviation of the difference in returns between a fund and its benchmark index. Anticipated tracking error is based on the expected volatility of differences between the returns of the relevant fund and the returns of its benchmark index. For a physically replicating exchange traded fund, one of the primary drivers of tracking error is the difference between a fund's holdings and its benchmark index constituents. Cash management, trading costs from , the benchmark index and the return differential between the exchange traded fund and the benchmark index can affect or impact tracking error. The impact can be either positive or negative depending on the underlying circumstances.

ETFs, like index funds, are designed to track a specific market segment, investment theme or widely followed benchmark. Since they are passive in nature, tracking error for an ETF should be low or nonexistent in theory. The causes of tracking error for ETFs can include, but are not limited to the following: holdings/size of the fund, regulatory issues/constraints, cash flows and fees.

The anticipated tracking error of the EQQQ NASDAQ-100 UCITS ETF, in normal market conditions, is 0.03% - 0.20%. The anticipated tracking error of a Fund is not a guide to its future performance.

3. The Index

The Directors have selected the Index as the basis for the selection of the securities to be held by the EQQQ NASDAQ-100 UCITS ETF because, in the opinion of the Directors, the Index constitutes a broadly diversified segment of the largest domestic and international non-financial securities listed on Nasdaq Stock Market based on market capitalisation. The Index reflects companies across major industry groups including computer hardware and software, telecommunications, retail/wholesale trade and biotechnology. It does not contain securities of financial companies including investment companies. Additionally, the Index has achieved wide acceptance by both investors and market professionals. Specifically, the Index is composed of 100 of the largest non-financial companies listed on the Nasdaq National Market tier of Nasdaq. The Index is a total return share index calculated and published by the Index Provider. This means the Index corresponds to the price and yield performance of the Index Securities. The Index is a full-market capitalisation weighted index and is quoted in US Dollars.

The Index was created by and is a trademark of the Index Provider and the Investment Manager has been granted a licence to use the Index as a basis for determining the composition of the EQQQ NASDAQ-100 UCITS ETF and to use certain service marks and trademarks of Nasdaq in connection with the EQQQ NASDAQ-100 UCITS ETF. Nasdaq is not responsible for and shall not participate in the creation or sale of shares or in the determination of the timing of, prices at, or quantities and proportions in which purchases or sales of Index Securities shall be made.

The Index Share weightings of the component securities of the Index at any time are based upon the total shares outstanding in each of the 100 Index Securities and are additionally subject, in certain cases, to rebalancing to ensure that the relative weighting of the Index Securities continues to meet minimum pre-established requirements for a diversified portfolio (see "Index Rebalancing" below). Accordingly, each Index Security's influence on the value of the Index is directly proportional to the value of its Index Share weighting. The percentage of the EQQQ UCITS ETF's assets invested in each of the Index Securities is intended to approximate the percentage each Index Security represents in the Index.

The value of the Index is available in realtime through Reuters (.NDX) and Bloomberg (NDX) and the closing price of the Index is available on Nasdaq's website: www.nasdaq.com.

3.1 Initial Eligibility Criteria

To be eligible for initial inclusion in the Index a security must meet the following criteria:

- the security's U.S. listing must be exclusively on the NASDAQ Global Select Market or the NASDAQ Global Market (unless the security was dually listed on another U.S. market prior to January 1, 2004 and has continuously maintained such listing);
- the security must be issued by a non-financial company;
- the security may not be issued by an issuer currently in bankruptcy proceedings;
- the security must have an average daily trading volume of at least 200,000 shares;

- if the issuer of the security is organised under the laws of a jurisdiction outside the U.S., then such security must have listed options on a recognised options market in the U.S. or be eligible for listed-options trading on a recognised options market in the U.S.;
- only one class of security per issuer is allowed;
- the issuer of the security may not have entered into a definitive agreement or other arrangement which would likely result in the security no longer being Index eligible;
- the issuer of the security may not have annual financial statements with an audit opinion that is currently withdrawn; and
- the security must have "seasoned" on NASDAQ, NYSE or NYSE Amex (generally, a company is considered to be seasoned if it has been listed on a market for at least three full months (excluding the first month of initial listing)).

3.2 Continued Eligibility Criteria*

To be eligible for continued inclusion in the Index, a security must meet the following criteria:

- the security's U.S. listing must be exclusively on the NASDAQ Global Select Market or the NASDAQ Global Market (unless the security was dually listed on another U.S. market prior to January 1, 2004 and has continuously maintained such listing);
- the security must be issued by a non-financial company;
- the security may not be issued by an issuer currently in bankruptcy proceedings;
- the security must have average daily trading volume of at least 200,000 shares (measured annually during the Ranking Review process);
- if the issuer of the security is organised under the laws of a jurisdiction outside the U.S., then such security must have listed options on a recognised options market in the U.S. or be eligible for listed-options trading on a recognised options market in the U.S. (measured annually during the Ranking Review process);
- the security must have an adjusted market capitalisation equal to or exceeding 0.10% of the aggregate adjusted market capitalisation of the Index at each month-end. In the event a company does not meet this criterion for two consecutive month-ends, it is removed from the Index effective after the close of trading on the third Friday of the following month; and
- the issuer of the security may not have annual financial statements with an audit opinion that is currently withdrawn.

*For the purposes of Index eligibility criteria, if the security is a depositary receipt representing a security of a non-U.S. issuer, then references to the "issuer" are references to the issuer of the underlying security.

3. The Index

Continued

3.3 Ranking Review

Except under extraordinary circumstances that may result in an interim evaluation, Index composition is reviewed on an annual basis as follows. Securities which meet the applicable eligibility criteria are ranked by market value. Index-eligible securities which are already in the Index and which are ranked in the top 100 eligible securities (based on market capitalization) are retained in the Index. An Index Security that is ranked 101 to 125 is also retained, provided that such security was ranked in the top 100 eligible securities as of the previous Ranking Review or was added to the Index subsequent to the previous Ranking Review. Index Securities not meeting such criteria are replaced. The replacement securities chosen are those Index-eligible securities not currently in the Index that have the largest market capitalization. The data used in the ranking includes end of October market data and is updated for total shares outstanding submitted in a publicly filed SEC document via EDGAR through the end of November.

Generally, the list of annual additions and deletions is publicly announced via a press release in the early part of December. Replacements are made effective after the close of trading on the third Friday in December. Moreover, if at any time during the year other than the Ranking Review, an Index Security no longer meets the Continued Eligibility Criteria, or is otherwise determined to have become ineligible for continued inclusion in the Index, it is replaced with the largest market capitalization security not currently in the Index and meeting the Initial Eligibility Criteria listed above. Ordinarily, a security will be removed from the Index at its last sale price on the NASDAQ Stock Market, otherwise known as the NASDAQ official closing price (the "Last Sale Price"). If, however, at the time of its removal the Index Security is halted from trading on its primary listing market and an official closing price cannot readily be determined, the Index Security may, in NASDAQ's discretion, be removed at a zero price. The zero price will be applied to the Index Security after the close of the market but prior to the time the official closing value of the Index is disseminated, which is ordinarily 17:16:00 ET.

3.4 Index Maintenance

Changes in the price and/or Index Shares driven by corporate events such as stock dividends, stock splits and certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 10.0%, the change is made as soon as practicable. Otherwise, if the change in total shares outstanding is less than 10%, then all such changes are accumulated and made effective at one time on a quarterly basis after the close of trading on the third Friday in each of March, June, September and December. The Index Securities are derived from the security's total shares outstanding. The Index Securities are adjusted by the same percentage amount by which the total shares outstanding have changed.

A special cash dividend announced by the listing exchange, will result in an adjustment to the Last Sale Price of an Index Security prior to market open on the ex-date for the special amount distributed. A special dividend may also be referred to as extra, extraordinary, non-recurring, one-time, unusual, etc.

Ordinarily, whenever there is a change in Index Shares, a change in an Index Security or a change to the price of an Index Security due to spin-offs, rights issuances or special cash

dividends, the divisor is adjusted to ensure that there is no discontinuity in the value of the Index which might otherwise be caused by any such change. All changes are announced in advance and are reflected in the Index prior to market open on the Index effective date.

3.5 Index Rebalancing

On a quarterly basis, coinciding with the quarterly scheduled Index Security adjustment procedures, the Index will be rebalanced if it is determined that: (1) the current weight of the single largest market capitalization Index Security is greater than 24.0% and (2) the "collective weight" of those Index Securities whose individual current weights are in excess of 4.5%, when added together, exceed 48.0% of the Index. In addition, a special rebalancing of the Index may be conducted at any time if it is determined necessary to maintain the integrity of the Index.

If either one or both of these weight distribution requirements are met upon quarterly review or it is determined that a special rebalancing is required, a weight rebalancing will be performed.

First, relating to weight distribution requirement (1) above, if the current weight of the single largest Index Security exceeds 24.0%, then the weights of all Large Stocks (those greater than 1%) will be scaled down proportionately towards 1.0% by enough for the adjusted weight of the single largest Index Security to be set to 20.0%.

Second, relating to weight distribution requirement (2) above, for those Index Securities whose individual current weights or adjusted weights in accordance with the preceding step are in excess of 4.5%, if their "collective weight" exceeds 48.0%, then the weights of all Large Stocks will be scaled down proportionately towards 1.0% by just enough for the "collective weight," so adjusted, to be set to 40.0%.

The aggregate weight reduction among the Large Stocks resulting from either or both of the above rescalings will then be redistributed to the Small Stocks (those stocks less than or equal to 1%) in the following iterative manner.

In the first iteration, the weight of the largest Small Stock will be scaled upwards by a factor which sets it equal to the average Index weight of 1.0%. The weights of each of the smaller remaining Small Stocks will be scaled up by the same factor reduced in relation to each stock's relative ranking among the Small Stocks such that the smaller the Index Security in the ranking, the less the scale-up of its weight. This is intended to reduce the market impact of the weight rebalancing on the smallest component securities in the Index.

In the second iteration, the weight of the second largest Small Stock, already adjusted in the first iteration, will be scaled upwards by a factor which sets it equal to the average Index weight of 1.0%. The weights of each of the smaller remaining Small Stocks will be scaled up by this same factor reduced in relation to each stock's relative ranking among the Small Stocks such that, once again, the smaller the stock in the ranking, the less the scale-up of its weight.

Additional iterations will be performed until the accumulated increase in weight among the Small Stocks exactly equals the aggregate weight reduction among the Large Stocks from rebalancing in accordance with weight distribution requirement (1) and/or weight distribution requirement (2).

3. The Index

Continued

Then, to complete the rebalancing procedure, once the final percent weights of each Index Security are set, the Index Share weights will be determined anew based upon the Last Sale Price and aggregate capitalization of the Index at the close of trading on the last day in February, May, August and November. Changes to the Index Share weights will be made effective after the close of trading on the third Friday in March, June, September and December and an adjustment to the divisor is made to ensure continuity of the Index.

Ordinarily, new rebalanced weights will be determined by applying the above procedures to the current Index Share weights. However, NASDAQ OMX may from time to time determine rebalanced weights, if necessary, by applying the above procedure to the actual current market capitalization of the Index components. In such instances, NASDAQ OMX would announce the different basis for rebalancing prior to its implementation.

NASDAQ OMX may, from time to time, exercise reasonable discretion as it deems appropriate in order to ensure Index integrity.

3.6 Miscellaneous

The list of the 10 largest Index Securities of the Nasdaq-100 Index are available on the following website
www.indexes.nasdaqomx.com.

The exact composition of the Index is available on the Website.

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