

FundRock Management Company S.A.
Société Anonyme
Siège social: L-5826 Hesperange, 33, rue de Gasperich.
R.C.S. Luxembourg B 104.196
(the "**Management Company**")

NOTICE TO THE UNITHOLDERS OF
AQR STYLE PREMIA: GLOBAL EQUITY UCITS FUND

A SUB-FUND OF
AQR UCITS FUNDS II
Fonds Commun de Placement
(the "**FCP**")

IMPORTANT:
THIS LETTER REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENT OF THIS LETTER,
YOU SHOULD SEEK INDEPENDENT PROFESSIONAL ADVICE.

17 August 2020

Dear Unitholder,

The board of directors of the Management Company (the "**Board**"), acting for and on behalf of the FCP, has decided to merge AQR UCITS Funds II - AQR Style Premia: Sustainable Global Equity UCITS Fund (the "**Absorbed Sub-Fund**") into AQR UCITS Funds II – AQR Style Premia: Global Equity UCITS Fund (the "**Receiving Sub-Fund**") (the transaction hereinafter being referred to as the "**Merger**"), in accordance with article 1(20)(a) of the law of 17 December 2010 on undertakings for collective investment, article 21 of the management regulations of the FCP (the "**Management Regulations**") and with paragraph 5 "Mergers" of section "GENERAL INFORMATION" of the prospectus of the FCP (the "**Prospectus**").

In this context, the Receiving Sub-Fund will absorb the Absorbed Sub-Fund (both sub-funds being together referred to as the "**Merging Sub-Funds**") on 25 September 2020 (the "**Effective Date**").

Simultaneously to the Merger, the name and the investment objective and policy of the Receiving Sub-Fund will be modified (please see section III of this notice).

This notice describes the implications of the contemplated Merger (section II "Merger") and the amendment to the investment policy and name of the Receiving Sub-Fund (section III "Investment Strategy Update and Change of Name for the Receiving Sub-Fund").

I. Key aspects and timing related to the Merger and Investment Strategy Update

- (i) The Merger shall become effective and final on the Effective Date.
- (ii) On the Effective Date, all assets and liabilities of the Absorbed Sub-Fund will be transferred to the Receiving Sub-Fund.
- (iii) On the Effective Date, the Investment Strategy Update described below will be implemented.
- (iv) On the Effective Date, the name of the Receiving Sub-Fund will change to 'AQR UCITS Funds II – AQR Sustainable Style Premia Global Equity UCITS Fund'.
- (v) Unitholders of the Receiving Sub-Fund who do not agree with the Merger and/or the Investment Strategy Update have the right to request, prior to 1:00 p.m. (Luxembourg time) on 17 September 2020, the redemption and/or conversion of their units as further described under section II.4 below.
- (vi) Subscriptions, redemptions and/or conversions of units of the Receiving Sub-Fund will not be suspended during the Merger process except during a 5 business day-period preceding the Effective Date, as indicated under section II.5 below. Unitholders will be entitled to request subscriptions of units of the Receiving Sub-Fund, and redemption or conversion of their units until 1:00 p.m. (Luxembourg time) on 17 September 2020.
- (vii) The Merger and Investment Strategy Update have been approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”).
- (viii) The timetable below summarises the key steps of the Merger and Investment Strategy Update:

Notice sent to unitholders of the Merging Sub-Funds	17 August 2020 1:00 p.m. (Luxembourg time) on 17 September 2020
Deadline to redeem and/or convert units in the Receiving Sub-Fund	
Effective Date of the Merger and implementation of the Investment Strategy Update	25 September 2020

II. Merger

1. Background to and rationale for the Merger

The reason for the Merger is economic rationalization of the range of sub-funds of the FCP. Such Merger will enable unitholders of both Sub-Funds to benefit from economies of scale, which is considered by the Board as being in the best interest of the unitholders of the Merging Sub-Funds.

2. Impact of the Merger on unitholders of the Receiving Sub-Fund

Upon implementation of the Merger, unitholders in the Receiving Sub-Fund will continue to hold the same units in the Receiving Sub-Fund as before and there will be no change in the rights attaching to such units. The implementation of the Merger will not affect the fee structure of the Receiving Sub-Fund. The costs of the Merger will be borne in the manner set out in section 7 below.

However, the Merger will be implemented simultaneously with the Investment Strategy Update as well as other amendments to the Receiving Sub-Fund, as further described below under section III.

The Merger will be binding on all the unitholders of the Receiving Sub-Fund who have not exercised their right to request the redemption or the conversion of their units, free of charge; set out in section II.4 below.

3. Criteria for valuation of assets and liabilities

For the purpose of calculating the relevant unit exchange ratios, the rules laid down in the Management Regulations and the Prospectus for the calculation of the net asset value will apply to determine the value of the assets and liabilities of the Merging Sub-Funds.

4. Rights of unitholders in relation to the Merger

Unitholders of the Receiving Sub-Fund not agreeing with the Merger will be given the opportunity to request the redemption of their units, or, where possible, the conversion of them into units of another sub-fund of the FCP.

In this context, redemption and/or conversion of units will be processed without any charge other than those retained by the FCP or the Receiving Sub-Fund to meet disinvestment costs.

Unitholders of the Receiving Sub-Fund will be entitled to exercise their aforementioned right to request the redemption or conversion of their units until 1:00 p.m. (Luxembourg time) on 17 September 2020.

5. Procedural aspects

Suspensions of dealings in the Receiving Sub-Fund

The subscriptions for or conversions to and redemptions of units of the Receiving Sub-Fund will not be suspended during the Merger process except for a period of 5 business days starting from 30 days after sending of this notice until the Effective Date. Unitholders are entitled to request subscriptions of units of the Receiving Sub-Fund, and redemption or conversion of their units until 1:00 p.m. (Luxembourg time) on 17 September 2020.

Rebalancing of the portfolio

Please note that a rebalancing of the Receiving Sub-Fund's portfolio may be carried out prior to the Merger.

6. Costs of the Merger

The Investment Manager of the Merging Sub-Funds will bear the legal, advisory, audit and administrative costs and expenses associated with the preparation and completion of the Merger.

7. Additional information

Merger reports

The Management Company, acting on behalf of the FCP, will entrust PricewaterhouseCoopers S.C., the authorised auditor of the FCP in respect of the Merger. The auditor will prepare reports on the Merger which shall include a validation of the following items:

- 1) the criteria adopted for valuation of the assets and/or liabilities for the purposes of calculating the unit exchange ratios;
- 2) the calculation method for determining the unit exchange ratios; and
- 3) the final unit exchange ratios.

A copy of the report of the authorised auditor will be made available upon request and free of charge to the unitholders of the Merging Sub-Funds and to the CSSF.

Additional documents available

The following documents are available to the unitholders of the Receiving Sub-Fund at the registered office of the FCP on request and free of charge as from 17 August 2020:

- the terms of the Merger drawn-up by the Board containing detailed information on the Merger, including the calculation method of the unit exchange ratios (the "**Terms of the Merger**"); and
- a statement by the depositary bank of the FCP confirming that they have verified compliance of the Terms of the Merger with the terms of the law of 17 December 2010 on undertakings for collective investment and the Management Regulations.

III. Investment Strategy Update and Change of Name for the Receiving Sub-Fund

In the context of the Merger, the Board intends to modify the investment objective and policy of the Receiving Sub-Fund in order to make explicit reference to the Investment Manager's Sustainable ESG criteria.

The Investment Manager's Sustainable ESG criteria will influence the investment view and will limit the universe of issuing companies to which the Receiving Fund will have exposure.

The Fund will systematically use Sustainable ESG-related signals in its investment view, for example signals that capture earnings quality (tilting away from companies with overly aggressive accounting practices, which might need to restate their financial reports in the future).

In addition to these signals and the exclusions just mentioned, the Investment Manager's stock selection process will actively tilt toward securities with superior ESG characteristics, targeting an improved ESG profile for the portfolio compared to that of its benchmark. ESG characteristics shall be determined by ESG ratings data at the Investment Manager's discretion, with the aim of identifying the extent to which each company in the universe is exposed to, and how well it manages, a range of Environmental, Social, and Governance issues.

In consequence of the investment strategy update, the name of the Receiving Fund will also change from 'AQR Style Premia: Global Equity UCITS Fund' to 'AQR Sustainable Style Premia Global Equity UCITS Fund' as of the Effective Date.


Unitholders of the Receiving Sub-Fund not agreeing with the Investment Strategy Update may request the redemption of their units without any charge other than those retained by the FCP or the Receiving Sub-Fund to meet disinvestment costs until 1:00 p.m. (Luxembourg time) on 17 September 2020.


The Merger and the Investment Strategy Update will be reflected in an updated Prospectus dated 25 September 2020 which will be available at the registered office of the Management Company and online at www.aqrucits.com.

For the avoidance of doubt, capitalised terms used in this notice shall bear the same meaning set out in the updated Prospectus.

Luxembourg, 17 August 2020

FundRock Management Company S.A. acting for and on behalf of AQR UCITS FUNDS II


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Serge Ragozin
Director


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Xavier Parain
Director