



INFORMATION CIRCULAR: POWERSHARES EXCHANGE-TRADED FUND TRUST II

TO: Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

FROM: NASDAQ / BX / PHLX Listing Qualifications Department

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EXCHANGE-TRADED FUND

SYMBOL CUSIP

PowerShares PureBeta FTSE Developed ex-North America Portfolio	PBDM	73937B274
PowerShares PureBeta FTSE Emerging Markets Portfolio	PBEE	73937B266
PowerShares PureBeta MSCI USA Small Cap Portfolio	PBSM	73937B282
PowerShares PureBeta 0-5 Yr US TIPS Portfolio	PBTP	73937B241
PowerShares PureBeta MSCI USA Portfolio	PBUS	73937B290

BACKGROUND INFORMATION ON THE FUNDS

The PowerShares Exchange-Traded Fund Trust II (the “Trust”) is a management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”), consisting of several investment portfolios. This circular relates only to the Funds listed above (each, a “Fund” and together, the “Funds”). The shares of the Fund are referred to herein as “Shares.” Invesco PowerShares Capital Management LLC (the “Adviser”) is the investment adviser to the Funds.

PowerShares PureBeta FTSE Developed ex-North America Portfolio

The PowerShares PureBeta FTSE Developed ex-North America Portfolio (“PBDM”) seeks to track the investment results (before fees and expenses) of the FTSE Developed ex North America Index (the “PBDM Index”).

PBDM generally will invest at least 90% of its total assets in common stocks that comprise the Underlying Index, as well as American depositary receipts (“ADRs”) and global depositary receipts (“GDRs”) that are based on the securities in the PBDM Index. Strictly in accordance with its guidelines and mandated procedures, FTSE International Limited (the “PBDM Index Provider”) compiles, maintains and calculates the PBDM Index, which is designed to measure the performance of the large- and mid-capitalization segments of equity markets of countries around the world that are classified as developed markets within the country classification definition of the PBDM Index Provider, excluding the United States and Canada. As of August 31, 2017, the PBDM Index was comprised of 1,423 stocks of companies located in 22 countries that are classified as developed

markets by the PBDM Index Provider. PBDM generally invests in all of the securities comprising its PBDM Index in proportion to their weightings in the PBDM Index.

PBDM is “non-diversified” and therefore is not required to meet certain diversification requirements under the 1940 Act.

For the avoidance of doubt, “PureBeta” refers to the market-capitalization weighted methodology of the PBDM Index. It does not refer in any way to the purity or absence of errors or flaws of the market-capitalization weighted methodology of the PBDM Index or of PBDM in seeking to track the investment results of the PBDM Index.

PowerShares PureBeta FTSE Emerging Markets Portfolio

The PowerShares PureBeta FTSE Emerging Markets Portfolio (“PBEE”) seeks to track the investment results (before fees and expenses) of the FTSE Emerging Index (the “PBEE Index”).

PBEE generally will invest at least 90% of its total assets in common stocks that comprise the PBEE Index, as well as American depository receipts (“ADRs”) and global depository receipts (“GDRs”) that are based on the securities in the PBEE Index. Strictly in accordance with its guidelines and mandated procedures, the FTSE International Limited (the “PBEE Index Provider”) compiles, maintains and calculates the PBEE Index, which is designed to measure the performance of the large- and mid-capitalization segments of equity markets of countries around the world that are classified as emerging markets within the country classification definition of the PBEE Index Provider. The PBEE Index Provider defines the large- and mid-capitalization segments as approximately the top 90% of the eligible universe. As of August 31, 2017, the PBEE Index was comprised of 991 stocks of companies located in 23 countries that are classified as emerging markets by the PBEE Index Provider. PBEE does not purchase all of the securities in the PBEE Index; instead, PBEE utilizes a “sampling” methodology to seek to achieve its investment objective.

PBEE is “non-diversified” and therefore is not required to meet certain diversification requirements under the 1940 Act.

For the avoidance of doubt, “PureBeta” refers to the market-capitalization weighted methodology of the PBEE Index. It does not refer in any way to the purity or absence of errors or flaws of the market-capitalization weighted methodology of the PBEE Index or of PBEE in seeking to track the investment results of the PBEE Index.

PowerShares PureBeta MSCI USA Small Cap Portfolio

The PowerShares PureBeta MSCI USA Small Cap Portfolio (“PBSM”) seeks to track the investment results (before fees and expenses) of the MSCI USA Small Cap Index (the “PBSM Index”).

PBSM generally will invest at least 90% of its total assets in common stocks that comprise the PBSM Index. Strictly in accordance with its guidelines and mandated procedures, MSCI Inc. (the “PBSM Index Provider”) compiles, maintains and calculates the PBSM Index, which is designed to measure the performance of the small-capitalization segment of the U.S. equity market. The Index Provider weights securities in the PBSM Index by their free float-adjusted market capitalization. As of August 31, 2017, the PBSM Index was comprised of 1,828 common stocks that represent the bottom

approximately 14% of the equity securities listed on stock exchanges in the United States, ranked by free float-adjusted market capitalization. PBSM generally invests in all of the securities comprising its PBSM Index in proportion to their weightings in the PBSM Index.

PBSM is “non-diversified” and therefore is not required to meet certain diversification requirements under the 1940 Act.

For the avoidance of doubt, “PureBeta” refers to the market-capitalization weighted methodology of the PBSM Index. It does not refer in any way to the purity or absence of errors or flaws of the market-capitalization weighted methodology of the PBSM Index or of PBSM in seeking to track the investment results of the PBSM Index.

PowerShares PureBeta 0-5 Yr US TIPS Portfolio

The PowerShares PureBeta 0-5 Yr US TIPS Portfolio (“PBTP”) seeks to track the investment results (before fees and expenses) of The BofA Merrill Lynch 0-5 Year US Inflation-Linked Treasury Index (the “PBTP Index”).

PBTP generally will invest at least 80% of its total assets in the component securities that comprise the PBTP Index. Strictly in accordance with its guidelines and mandated procedures, Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “PBTP Index Provider”) compiles, maintains and calculates the PBTP Index, which is designed to measure the performance of the shorter maturity subset of the U.S. Treasury Inflation-Protected Securities (“TIPS”) market, represented by TIPS with a remaining maturity of at least one month and less than five years.

TIPS are U.S. dollar-denominated, U.S. government debt securities that are publicly offered for sale in the United States. TIPS are “inflation-linked,” meaning that their principal and interest payments are tied to inflation (as measured by the Consumer Price Index). TIPS are issued by the U.S. Treasury, and their payments are supported by the full faith and credit of the United States.

To qualify for inclusion in the PBTP Index, securities must have: (i) at least one month but less than five years remaining term to final maturity; (ii) at least 18 months to maturity when issued; and (iii) a minimum amount outstanding of \$1 billion. Original issue zero coupon bonds may be included in the PBTP Index, and the amounts outstanding of qualifying coupon securities are not reduced by any portions that have been stripped. PBTP Index constituents are market capitalization-weighted. PBTP generally invests in all of the securities comprising its PBTP Index in proportion to their weightings in the PBTP Index.

PBTP is “non-diversified” and therefore is not required to meet certain diversification requirements under the 1940 Act.

For the avoidance of doubt, “PureBeta” refers to the market-capitalization weighted methodology of the PBTP Index. It does not refer in any way to the purity or absence of errors or flaws of the market-capitalization weighted methodology of the PBTP Index or of PBTP in seeking to track the investment results of the PBTP Index.

PowerShares PureBeta MSCI USA Portfolio

The PowerShares PureBeta MSCI USA (“PBUS”) seeks to track the investment results (before fees and expenses) of the MSCI USA Index (the “PBUS Index”).

PBUS generally will invest at least 90% of its total assets in common stocks that comprise the PBUS Index. Strictly in accordance with its guidelines and mandated procedures, MSCI Inc. (the “PBUS Index Provider”) compiles, maintains and calculates the PBUS Index, which is designed to measure the performance of the large- and mid-capitalization segments of the U.S. equity market. The PBUS Index Provider weights securities in the PBUS Index by their free float-adjusted market capitalization. As of August 31, 2017, the PBUS Index was comprised of 634 common stocks that represent, by free float-adjusted market capitalization, approximately 85% of the equity securities listed on stock exchanges in the United States. PBUS generally invests in all of the securities comprising its PBUS Index in proportion to their weightings in the PBUS Index.

PBUS is “non-diversified” and therefore is not required to meet certain diversification requirements under the 1940 Act.

For the avoidance of doubt, “PureBeta” refers to the market-capitalization weighted methodology of the PBUS Index. It does not refer in any way to the purity or absence of errors or flaws of the market-capitalization weighted methodology of the PBUS Index or of PBUS in seeking to track the investment results of the PBUS Index.

For more information regarding each Fund’s investment strategy, please read the prospectus for the Funds.

As described more fully in the Trust’s prospectus and Statement of Additional Information (“SAI”), the Funds issue and redeem Shares at net asset value (“NAV”) only in large blocks of 100,000 Shares (each block of Shares called a “Creation Unit”). As a practical matter, only broker-dealers or large institutional investors with creation and redemption agreements (called Authorized Participants) can purchase or redeem these Creation Units. Except when aggregated in Creation Units, the Shares may not be redeemed with the Funds.

Shares are held in book-entry form, which means that no Share certificates are issued. The Depository Trust Company or its nominee is the record owner of all outstanding Shares of the Funds and is recognized as the owner of all Shares for all purposes.

The NAV per Share for each Fund is computed by dividing the value of the net assets of the Fund (i.e., the value of its total assets less total liabilities) by the total number of Shares outstanding. Expenses and fees are accrued daily and taken into account for purposes of determining NAV. The NAV of each Fund is determined each business day after the close of trading (ordinarily 4:00 p.m., Eastern Time or “ET”) of the New York Stock Exchange. Any assets or liabilities denominated in currencies other than the U.S. dollar are converted into U.S. dollars at the current market rates on the date of valuation as quoted by one or more sources.

The registration statement for the Funds describes the various fees and expenses for the Funds’ Shares. For a more complete description of the Funds and the underlying indexes, visit the Funds’ website at www.powershares.com.

PURCHASES AND REDEMPTIONS IN CREATION UNIT SIZE

NASDAQ members, BX members and PHLX members and member organizations are hereby informed that procedures for purchases and redemptions of Shares in Creation Unit Size are described in the Trust's prospectus and Statement of Additional Information and that Shares are not individually redeemable but are redeemable only in Creation Unit Size aggregations or multiples thereof.

PRINCIPAL RISKS

Interested persons are referred to the discussion in the prospectus for the Funds of the principal risks of an investment in the Funds. These include tracking error risk (factors causing a Fund's performance to not match the performance of its underlying index), market trading risk (for example, trading halts, trading above or below net asset value), non-diversified fund risk, market risk, market trading risk, authorized participant concentration risk, valuation risk, index risk, non-correlation risk, equity risk, mid-capitalization company risk, industry concentration risk, and issuer-specific changes risk.

EXCHANGE RULES APPLICABLE TO TRADING IN THE SHARES

Trading in the Shares on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading rules. Trading of the Shares on BX is on a UTP basis and is subject to BX equity trading rules. Trading of the Shares on PHLX's PSX system is on a UTP basis and is subject to PHLX rules.

TRADING HOURS

The values of each index underlying the Shares are disseminated to data vendors every 15 seconds. The Shares will trade on NASDAQ between 7:00 a.m. and 8:00 p.m. ET. The Shares will trade on BX between 8:00 a.m. and 7:00 p.m. ET. The Shares will trade on PSX between 9:00 a.m. and 5:00 p.m. ET. For trading during each market's pre-market and post-market sessions, market participants should note that additional risks may exist with respect to trading the Funds during these sessions, when the underlying index's values, intraday indicative value, or similar value may not be disseminated or calculated.

DISSEMINATION OF FUND DATA

The Consolidated Tape Association will disseminate real time trade and quote information for the Funds to Tape B.

Fund Name	Listing Market	Trading Symbol	IOPV Symbol	NAV Symbol
PowerShares PureBeta FTSE Developed ex-North America Portfolio	BATS	PBDM	PBDM.IV	PBDM.NV

PowerShares PureBeta FTSE Emerging Markets Portfolio	BATS	PBEE	PBEE.IV	PBEE.NV
PowerShares PureBeta MSCI USA Small Cap Portfolio	BATS	PBSM	PBSM.IV	PBSM.NV
PowerShares PureBeta 0-5 Yr US TIPS Portfolio	BATS	PBTP	PBTP.IV	PBTP.NV
PowerShares PureBeta MSCI USA Portfolio	BATS	PBUS	PBUS.IV	PBUS.NV

SUITABILITY

Trading in the Shares on NASDAQ will be subject to the provisions of NASDAQ Rule 2310. Trading in the Shares on BX will be subject to the provisions of BX Equity Rule 2310. Shares trading on PSX will be subject to the provisions of PHLX Rule 763. Members and member organizations recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the “know your customer” obligation that is embedded in both the NASDAQ Conduct Rules and the BX Conduct Rules.

NASDAQ members, BX members and PHLX members and member organizations should also review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

TRADING HALTS

NASDAQ will halt trading in the Shares of a Fund in accordance with NASDAQ Rule 4120. BX will halt trading in the Shares of a Fund in accordance with BX Equity Rule 4120. PHLX will halt trading in the Shares of a Fund in accordance with PHLX Rule 3100. The grounds for a halt under these rules include a halt by the primary market because the intraday indicative value of the Fund, the value of its underlying index, or a similar value are not being disseminated as required, or a halt for other

regulatory reasons. In addition, NASDAQ, BX and PHLX will also stop trading the Shares of a Fund if the primary market delists the Fund.

DELIVERY OF A PROSPECTUS

NASDAQ members, BX members and PHLX members and member organizations should be mindful of applicable prospectus delivery requirements under the federal securities laws with respect to transactions in the Funds.

Prospectuses may be obtained through the Funds' website. The prospectus for the Funds does not contain all of the information set forth in the Funds' registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). For further information about the Funds, please refer to the registration statement.

In the event that the Funds rely upon an order by the SEC exempting the Shares from certain prospectus delivery requirements under Section 24(d) of the 1940 Act and in the future make available a written product description, NASDAQ Rules 5705 and 5740, BX Equity Rules 4420 and 4421, and PHLX Rule 803 require that members and member organizations, respectively, provide to all purchasers of Shares a written description of the terms and characteristics of such securities, in a form prepared by the Trust for the Funds, no later than the time a confirmation of the first transaction in the Shares is delivered to such purchaser. In addition, members and member organizations shall include such a written description with any sales material relating to the Shares that is provided to customers or the public. Any other written materials provided by members or member organizations to customers or the public making specific reference to the Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of the Shares of the Fund has been prepared by the Trust and is available from your broker. It is recommended that you obtain and review such circular before purchasing Shares of the Fund. In addition, upon request you may obtain from your broker a prospectus for Shares of the Fund."

Any NASDAQ, BX or PHLX member or member organization carrying an omnibus account for a non-member broker-dealer is required to inform such non-member that execution of an order to purchase Shares for such omnibus account will be deemed to constitute agreement by the non-member to make such written description available to its customers on the same terms as are directly applicable to NASDAQ members, BX members and PHLX members or member organizations under this rule.

Upon request of a customer, NASDAQ members, BX members and PHLX members or member organizations shall provide a copy of the prospectus.

EXEMPTIVE, INTERPRETIVE AND NO-ACTION RELIEF UNDER FEDERAL SECURITIES REGULATIONS

The SEC has issued exemptive, interpretive or no-action relief from certain provisions of rules under the Securities Exchange Act of 1934 (the "Act") regarding trading in the above mentioned exchange-traded Funds.

REGULATION M EXEMPTIONS

Generally, Rules 101 and 102 of Regulation M prohibit any “distribution participant” and its “affiliated purchasers” from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities.

The SEC has granted an exemption from Rule 101 under Regulation M to permit persons participating in a distribution of shares of the above-mentioned Funds to engage in secondary market transactions in such shares during their participation in such a distribution. In addition, the SEC has granted relief under Regulation M to permit persons who may be deemed to be participating in the distribution of Shares of the above-mentioned Funds (i) to purchase securities for the purpose of purchasing Creation Unit Aggregations of Fund Shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the SEC has clarified that the tender of Fund Shares to the Funds for redemption does not constitute a bid for or purchase of any of the Funds’ securities during the restricted period of Rule 101. The SEC has also granted an exemption pursuant to paragraph (e) of Rule 102 under Regulation M to allow the redemption of Fund Shares in Creation Unit Aggregations during the continuous offering of Shares.

CUSTOMER CONFIRMATIONS FOR CREATION OR REDEMPTION OF FUND SHARES (SEC RULE 10B-10)

Broker-dealers who handle purchases or redemptions of Fund Shares in Creation Unit size for customers will be permitted to provide such customers with a statement of the number of Creation Unit Aggregations created or redeemed without providing a statement of the identity, number and price of shares of the individual securities tendered to a Fund for purposes of purchasing Creation Unit Aggregations (“Deposit Securities”) or the identity, number and price of shares to be delivered by the Trust for the Fund to the redeeming holder (“Redemption Securities”). The composition of the securities required to be tendered to the Fund for creation purposes and of the securities to be delivered on redemption will be disseminated each business day and will be applicable to requests for creations or redemption, as the case may be, on that day. This exemptive relief under Rule 10b-10 with respect to creations and redemptions is subject to the following conditions:

- 1) Confirmations to customers engaging in creations or redemptions must state that all information required by Rule 10b-10 will be provided upon request;
- 2) Any such request by a customer for information required by Rule 10b-10 will be filed in a timely manner, in accordance with Rule 10b-10(c);
- 3) Except for the identity, number and price of shares of the component securities of the Deposit Securities and Redemption Securities, as described above, confirmations to customers must disclose all other information required by Rule 10b-10(a).

SEC RULE 14E-5

An exemption from Rule 14e-5 has been granted to permit any person acting as a dealer-manager of a tender offer for a component security of a Fund (1) to redeem Fund Shares in Creation Unit Aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase Fund Shares during such tender offer. In addition, a no-action position has been taken under Rule 14e-5 if a broker-dealer acting as a dealer-manager of a tender offer for a security of a Fund purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more Creation Unit Aggregations of Shares, if made in conformance with the following:

- 1) such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a distribution, or any reference security, does not comprise more than 5% of the value of the basket purchased; or
- 2) purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
- 3) such bids or purchases are not effected for the purpose of facilitating such tender offer.

Section 11(d)(1); SEC Rules 11d1-1 and 11d1-2

Section 11(d)(1) of the Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he participated as a member of a selling syndicate or group within thirty days prior to such transaction. The SEC has clarified that Section 11(d)(1) does not apply to broker-dealers that are not Authorized Participants (and, therefore, do not create Creation Unit Aggregations) that engage in both proprietary and customer transactions in Shares of the Fund in the secondary market, and for broker-dealer Authorized Participants that engage in creations of Creation Unit Aggregations. This relief is subject to specific conditions, including the condition that such broker-dealer (whether or not an Authorized Participant) does not, directly or indirectly, receive from the fund complex any payment, compensation or other economic incentive to promote or sell the Shares of a Fund to persons outside the fund complex, other than non-cash compensation permitted under NASD Rule 2830(l)(5)(A), (B) or (C). (See [letter](#) from Catherine McGuire, Chief Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.) The SEC also has taken a no-action position under Section 11(d)(1) of the Act that broker-dealers may treat Shares of a Fund, for purposes of Rule 11d1-2, as "securities issued by a registered open-end investment company as defined in the Investment Company Act" and thereby extend credit or maintain or arrange for the extension or maintenance of credit on Shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

SEC RULE 15C1-5 AND 15C1-6

The SEC has taken a no-action position with respect to Rule 15c1-5 and Rule 15c1-6 as to the required disclosure of control by a broker or dealer with respect to creations and redemptions of Fund Shares and secondary market transactions therein. (See [letter](#) from Catherine McGuire, Chief

Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.)

This Information Circular is not a statutory prospectus. NASDAQ members, BX members and PHLX members and member organizations should consult the Funds' prospectus and/or the Funds' website for relevant information.

Inquiries regarding this Information Circular should be directed to:

- Ben Haskell, Listing Qualifications, at 301.978.8092
- NASDAQ / BX / PSX Market Sales, at 800.846.0477