

IN THE MATTER OF:
The Companies Act 1981

IN THE MATTER OF:
GMO Offshore Funds II, Ltd.

The Member of the above-named Company, acting by written consent without a meeting on 13 December, 2019 passed the following resolutions:

- (1) THAT the Company be wound up voluntarily, pursuant to the provisions of the Companies Act 1981;
- (2) THAT Christian Luthi be and is hereby appointed Liquidator for the purposes of such winding-up, such appointment to be effective forthwith.

Conyers Corporate Services
(Bermuda) Limited
Secretary

IN THE MATTER OF:
The Companies Act 1981

MEMBERS' VOLUNTARY
WINDING-UP

NOTICE OF APPOINTMENT
OF LIQUIDATOR

GMO Offshore Funds II, Ltd.

TO:
The Registrar of Companies:

I, Christian Luthi of Clarendon House, Church Street, Hamilton in the Islands of Bermuda, hereby give you notice that I have been appointed Liquidator of **GMO Offshore Funds II, Ltd.** (the "Company") by a resolution of the Company dated 13 December, 2019.

Christian Luthi
Liquidator

IN THE MATTER OF:
The Companies Act 1981

IN THE MATTER OF:
GMO Offshore Funds II, Ltd.
(In Members' Voluntary
Liquidation)

NOTICE IS HEREBY GIVEN that the Creditors of the above named Company, which is being voluntarily wound up, are required, on or before 31 December, 2019 to send their full Christian and Surnames, their addresses and descriptions, full particulars of their debts or claims, and the names and addresses of their lawyers (if any) to Christian Luthi, the undersigned, at Conyers Dill & Pearman Limited, Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda, the Liquidator of the said Company, and if so required by notice in writing from the said Liquidator, and personally or by their lawyers, to come in and prove their debts or claims at such time and place as shall be specified in such notice, or in default thereof they will be excluded from the benefit of any distribution made before such debts are proved.

Christian Luthi
Liquidator

IN THE MATTER OF:
The Companies Act 1981
and

IN THE MATTER OF:
GMO Offshore Funds II, Ltd.
(In Members' Voluntary
Liquidation)

NOTICE IS HEREBY GIVEN that a final general meeting of the Member of the above named Company will be held at the offices of Conyers Dill & Pearman Limited, Clarendon House, 2 Church Street, Hamilton HM11, Bermuda, on 14 January, 2020 at 9.30am, or as soon as possible thereafter, for the purposes of:

- (1) receiving an account laid before them showing the manner in which the winding-up of the Company has been conducted and its property disposed of and of hearing any explanation that may be given by the Liquidator; and
- (2) by resolution determining the manner in which the books, accounts and documents of the Company and of the Liquidator shall be disposed of; and
- (3) by resolution dissolving the Company.

Christian Luthi
Liquidator