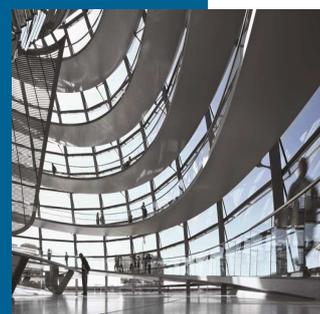


# Annual Report and Accounts

For the year ended  
31 January 2018  
Audited



This audited Annual Report of the Company does not constitute an offer of Shares. Shares are offered on the basis of the information contained in the current Prospectus (and the documents referred to within it) supplemented by the last available audited Annual Report of the Company and any subsequently published unaudited Semi-Annual Report. Copies of the current Prospectus, latest audited Annual and unaudited Semi-Annual Reports and Portfolio Changes for the Company are available free of charge from the registered office of the Company or from any of the companies registered as distributors of the Company, or for investors in Switzerland, from the Representative of the Company in Switzerland.

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## I Introduction

Fidelity Funds II (the "Company") is an open-ended investment company established in Luxembourg as a société d'investissement à capital variable ("SICAV"). It has an umbrella structure and its assets may be held in a number of different funds ("sub-funds"). Each sub-fund is a separate portfolio of securities managed in accordance with specific investment objectives.

Shares of the Company (the "Shares") are authorised for sale in a number of jurisdictions and are listed on the Luxembourg Stock Exchange.

## II Financial Statements

The Board of Directors of the Company (the "Board") submits its Report and the audited financial statements for the year ended 31 January 2018.

The audited financial statements are set out on pages 7 to 13 of this Annual Report, with results for the year appearing in the Statement of Operations and Changes in Net Assets on page 10.

A copy of the Annual Report may be obtained upon request from the offices of the companies registered as distributors or from the Registered Office of the Company. Comparative figures for the previous year can be found in the Annual Report of the Company for the year ended 31 January 2017.

## III Activities during the year

During the year, the Company followed the normal activities of an open-ended investment company. The Investment Manager's Report that follows gives an overview of performance. Assets under management as at 31 January 2018 exceeded USD 244 million (31 January 2017: USD 263 million).

The Directors may from time to time close sub-funds as well as add further sub-funds with different investment objectives, subject to the approval of the Commission de Surveillance du Secteur Financier ("CSSF").

As at 31 January 2018, Fidelity Funds II consisted of one sub-fund namely the US Dollar Currency Fund.

## IV Board of Directors

The Directors of the Company are listed on page 5. There are no service contracts proposed or in existence between any of the Directors and the Company.

There have been the following changes to the Board of Fidelity Funds II during the year to 31 January 2018:

- Mr Mark Wathelet resigned as permanent representative of FIL (Luxembourg) S.A., in its capacity as Corporate Director of the Fund, with effect from 31 August 2017. Ms Florence Alexandre was appointed as permanent representative of the Corporate Director with effect from 26 September 2017
- Mr Nishith Gandhi resigned from the Board of Fidelity Funds II and Mr Ian Smith was appointed to the Board with effect from 26 September 2017

There have been the following changes to the Board of the Management Company during the year to 31 January 2018:

- Ms Rachel Holmes was appointed with effect from 31 July 2017
- Mr Marc Wathelet resigned with effect from 31 August 2017
- Ms Eliza Dungworth was appointed with effect from 31 August 2017
- Mr John Ford resigned with effect from 19 September 2017
- Mr Dominic Rossi was appointed with effect from 19 September 2017

## V Management of the Company

FIL Investment Management (Luxembourg) S.A. ("FILMILUX") as the Management Company, is responsible for the investment management, administration and distribution functions of the Company. FILMILUX may delegate part or all of such functions to third parties, subject to retaining overall control and supervision. With the consent of the Company, FILMILUX has delegated the investment management function to FIL Fund Management Limited ("FFML") and the distribution function to FIL Distributors ("FID").

FILMILUX performs the central administration function. As such, FILMILUX processes subscriptions, redemptions, switches and transfers of Shares and enters these transactions in the Company's register of Shareholders.

FILMILUX provides services to the Company in connection with keeping the Company's accounts, determination of the Net Asset Value of Shares in the sub-fund on each Valuation Date and despatch of dividend payments.

FILMILUX is formally responsible for the Annual Report and Accounts of the Company for each financial year, which are required under general principles to give a true and fair view of the state of affairs of the Company. In accordance with those same principles, FILMILUX is responsible for:

- selecting suitable accounting policies and applying them consistently;
- preparing the Financial Statements on a going concern basis;
- maintaining proper accounting records which disclose at any time the financial position of the Company; and
- complying with both the Luxembourg Law of 10 August 1915 on commercial companies and part I of the Luxembourg Law of 17 December 2010, as amended, on undertakings for collective investment.

### Conducting Officers

FIMLUX has appointed three Conducting Officers (the "COs"), namely Mr Stephan von Bismarck, Mr Nishith Gandhi and Mrs Corinne Lamesch.

### Conducting Officers' Responsibilities

The COs have a duty to ensure that the tasks of the General Distributor, the Investment Manager as well as the administrative functions carried out by the Management Company are performed in compliance with Luxembourg Law, the Company's Articles of Incorporation and the current Prospectus. Amongst other things, the COs ensure compliance with the investment restrictions of the Company and oversee the implementation of the investment policy of the sub-fund by the appointed Investment Manager.

The Management Company and/or the COs shall report to the Board on a quarterly basis, and the COs shall inform the Management Company and the Board without delay of any materially adverse matters resulting from the actions of the Investment Manager, the General Distributor and of the Management Company in relation to the administrative functions.

### VI Role of Investment Manager and Central Administrative Agent

FFML provides day-to-day investment management of the Company, under the supervision and subject to the control of FIMLUX and its COs. FFML is authorised to act on behalf of the Company and to select agents, brokers and dealers through whom to execute transactions and is required to provide FIMLUX and the Board with any reports they may require.

FFML may receive investment advice from, and act upon the advice of, any company within the FIL Limited ("FIL") organisation, including affiliate companies of FFML, and may execute, transact and otherwise carry out its functions, duties and obligations with or through any of these Fidelity companies. FFML remains responsible for the proper performance by such companies of those responsibilities.

The duties of the Investment Manager include the design, implementation and maintenance of controls and procedures to administer the assets of the Company and to manage its affairs properly. The system extends to operational and compliance controls and risk management.

In addition, the Company and FIMLUX have appointed FIL to provide services in relation to the investments of the sub-fund including valuation, statistical, technical, reporting and other assistance.

### VII Corporate Governance

The Board applies a clear and transparent corporate governance framework for the management of the Company's affairs.

1. The Board has adopted the principles of good governance as set out in the ALFI (Association of the Luxembourg Fund Industry) code of conduct issued in June 2013 and considers that the Company has been in compliance with them in all material respects throughout the financial year ended 31 January 2018.
2. There are contractual arrangements in place governing the relationships with FIMLUX, FFML, FID and FIL as well as other third party suppliers to the Company.
3. The Directors take decisions in the interests of the Company and its Shareholders and refrain from taking part in any deliberation or decision which creates conflict between their personal interests and those of the Company and its Shareholders.
4. The Board meets at least twice a year. The Board requests and receives reports from FIMLUX and its COs, FFML, FID and FIL on the various activities including compliance controls and risk management undertaken by the relevant FIL companies. Senior representatives of these companies attend meetings by invitation, thus enabling the Board to question the reports presented to it.
5. As part of the control framework within FIL, all FIL group employees are subject to a Code of Ethics, which, among other things, sets out procedures for personal account dealing in securities. The Board receives regular reports on the Code of Ethics to ensure that any conflicts of interest between personal accounts dealing by FIL group staff and the interests of the Company are properly managed.
6. The Board reviews the Annual Report, the external audit process, corporate governance issues, sub-custodian arrangements and the relationship with the external Auditor, including the recommendation to Shareholders of its appointment and level of fees.
7. The nomination of new Directors is considered by the Board and is subject to the approval of the CSSF and ultimately the approval of Shareholders at the Annual General Meeting. Directors, all of whom are affiliated with FFML or its holding company or its subsidiaries, have waived their fees for the year ended 31 January 2018.
8. The Directors are committed to ensuring that Shareholders are kept informed of matters relevant to their investment and that all Shareholders are treated fairly. The maintenance and integrity of information concerning the Company on the FIL website is the responsibility of FIL. FIMLUX is responsible for the accuracy of translations of legal documents which may be available to investors in languages other than English. The Directors approve the English form of the Financial Statements presented to them at Board meetings.

The approved external Statutory Auditor (réviseur d'entreprises agréé), PricewaterhouseCoopers, Société coopérative, being eligible, offers itself for re-election for the year 1 February 2018 to 31 January 2019.

## VIII Other Information

### Commissions and Interfunding

FFML uses supplemental research in the course of its work for the Company and other clients, this research is sometimes provided by brokers through whom the Investment Manager executes transactions for the Company and other clients. All dealing commission paid by the Company and other clients on trades with brokers account only for the costs of executing the trade. All supplemental research used by FFML is valued and paid for separately from execution and other relationships with brokers in accordance with inducement regulations.

The Company participates in the Investment Manager's interfunding programme whereby FIL's traders, on occasion, identify situations where an account or sub-fund managed by FIL is buying the same security that another account or sub-fund is selling. If a trader can confirm that it would be in the interests of both accounts to execute a transaction between them rather than in the market then an interfund transaction is executed.

### Swiss investors

Swiss investors are advised that the present sub-fund of the Company has been authorised by the Swiss Financial Market Supervisory Authority for distribution in Switzerland.

## IX Business of the Annual General Meeting

The Board of Directors is proposing the following resolutions be put to the Shareholders at the Annual General Meeting of the Company to be held on 31 May 2018 at noon at 2a, rue Albert Borschette, L-1246 Luxembourg:

- the presentation of the Report of the Board of Directors;
- the presentation of the Audit Report;
- the approval of the Statement of Net Assets and Statement of Operations and Changes in Net Assets for the year ended 31 January 2018;
- the discharge of the Board of Directors;
- the election/re-election of the Directors;
- the re-election of the external Auditor; and
- consideration of such other business that may properly come before the Annual General Meeting under the Articles of Association.

BOARD OF DIRECTORS

FIDELITY FUNDS II

18 April 2018

## Directors and Conducting Officers

### Board of Directors of Fidelity Funds II as at 31 January 2018

**Ian Smith**  
Director  
Grand Duchy of Luxembourg

**FIL (Luxembourg) S.A.**  
Corporate Director  
Represented by Florence Alexandre  
Grand Duchy of Luxembourg

**Anne-Marie Brennan**  
Director  
United Kingdom

### Board of Directors of FIL Investment Management (Luxembourg) S.A. (the "Management Company")

**Christopher Brealey**  
Chairman  
Grand Duchy of Luxembourg

**Eliza Dungworth**  
Director  
United Kingdom

**Rachel Holmes**  
Director  
Grand Duchy of Luxembourg

**Allan Pelvang**  
Director  
Bermuda

**Dominic Rossi**  
Director  
United Kingdom

**Jon Skillman**  
Director  
Grand Duchy of Luxembourg

### Conducting Officers of the Management Company

**Stephan von Bismarck**  
Conducting Officer  
United Kingdom

**Nishith Gandhi**  
Conducting Officer  
Grand Duchy of Luxembourg

**Corinne Lamesch**  
Conducting Officer  
Grand Duchy of Luxembourg

### Performance Overview

Synchronised global growth, low volatility and a benign inflation backdrop drove markets higher during the review period. Central banks dominated headlines, as the shift towards monetary policy normalisation continued. The US Federal Reserve (Fed) raised interest rates three times and the European Central Bank signalled that it may begin to tighten its accommodative monetary policy going forward. In the UK, the Bank of England raised interest rates in November for the first time in a decade. However, despite monetary policy tightening by central banks, bond yields remained anchored and yield curves flattened significantly in the US and UK. Credit markets recorded another year of strong performance, as robust demand for yields and stabilising fundamentals led to tighter credit spreads. European credit generally outperformed, with spreads compressing significantly more than in the US. There were bouts of volatility during the period, due to geopolitical risks such as the French elections and tensions stemming from North Korea's ballistic missile tests. However, these were temporary in nature and failed to cause any significant re-pricing in risk assets.

In the US, despite three interest rate hikes by the US Fed in 2017, US Treasuries gained at the long end. At the start of the period, investors doubted the Donald Trump administration's ability to implement tax reforms. They were also concerned by the government's failure to repeal the Affordable Care Act (Obamacare). Markets had already priced in the rate hikes and the yield curve flattened over the year under review, reflecting muted inflation and demand for longer duration assets.

On the macroeconomic front, the US economy grew at an annualised rate of 2.5% in 2017, with the fastest pace of growth recorded in the fourth quarter, supported by stronger business spending. Robust personal consumption expenditure was also a key factor driving GDP growth. Inflation rose in the latter half of the period, after falling drastically in the first half, with the headline Consumer Price Index (CPI) at 2.1% in December on an annualised basis. Core CPI, which excludes energy and food components, inched down to 1.8% in December. Labour market conditions continued to tighten, with recent data showing that jobless claims continued to decline, an indication that employment growth remained resilient at the start of 2018.

### Performance\*\*

Sub-Fund Name	Currency	One Year	Five Year	Since Launch
US Dollar Currency Fund - A Shares (USD)	USD	0.16%	0.36%	67.62%

\* The information stated in this report is historical and not necessarily indicative of future performance.

\*\* Returns are calculated from published Net Asset Value price to published Net Asset Value price. This calculation does not include any initial charge. In all instances annual fees and expenses are included. The calculation represents the true investment performance of the class of Shares, in the currency of the class.

Schedule of Investments as at 31 January 2018

	Country Code	Ccy	Shares or Nominal	Year-end Value USD	% Net Assets
<b>Money Market Instruments</b>					
Dekabank Deutsche Giro. CP 1.60% 12/02/2018	DE	USD	11,000,000	10,994,630	4.50
Alliander CP 1.57% 20/02/2018	NL	USD	10,000,000	9,991,725	4.09
Svenska Handelsbanken NY CD 1.687% 05/03/2018	US	USD	7,000,000	7,000,000	2.86
Barclays CP 1.613% 08/05/2018	GB	USD	7,000,000	7,000,000	2.86
Westpac Banking CP 1.832% 03/04/2018	AU	USD	6,000,000	6,000,000	2.45
TD Bank London CD 1.847% 18/04/2018	GB	USD	6,000,000	6,000,000	2.45
ABN Amro Bank CD 1.418% 13/02/2018	NL	USD	6,000,000	5,996,972	2.45
Caisse des Depots et Consig. CP 1.51% 28/02/2018	FR	USD	6,000,000	5,993,231	2.45
Dexia Credit CD 1.756% 16/07/2018	FR	USD	5,500,000	5,500,000	2.25
KBC Bank CD 1.26% 05/02/2018	BE	USD	5,500,000	5,499,051	2.25
Agence Centrale CP 1.716% 19/03/2018	FR	USD	5,500,000	5,487,992	2.24
Standard Chartered Bank Sing CD 1.786% 09/04/2018	SG	USD	5,500,000	5,481,760	2.24
Mizuho Financial Group CD 1.795% 17/04/2018	JP	USD	5,500,000	5,479,524	2.24
LBBW CP 1.57% 05/02/2018	DE	USD	5,000,000	4,999,129	2.04
Mitsubishi Finance CP 1.59% 05/02/2018	GB	USD	5,000,000	4,999,118	2.04
KBC Bank CD 1.667% 05/03/2018	BE	USD	5,000,000	4,992,476	2.04
DZ Bank CP 1.60% 12/03/2018	DE	USD	5,000,000	4,991,356	2.04
DZ Bank CP 1.60% 19/03/2018	DE	USD	5,000,000	4,989,805	2.04
DNB Bank CP 1.605% 19/03/2018	NO	USD	5,000,000	4,989,773	2.04
Sumitomo Mitsui Banking CP 1.61% 19/03/2018	BE	USD	5,000,000	4,989,742	2.04
Mitsubishi UFJ Finance Group CD 1.636% 19/03/2018	JP	USD	5,000,000	4,989,488	2.04
DNB Bank CP 1.605% 22/03/2018	NO	USD	5,000,000	4,989,106	2.04
National Australia Bank CD 1.645% 05/04/2018	AU	USD	5,000,000	4,985,622	2.04
Bank of Montreal CD 1.684% 04/04/2018	CA	USD	5,000,000	4,985,508	2.04
Sumitomo Mitsui Banking CP 1.69% 05/04/2018	BE	USD	5,000,000	4,985,275	2.04
Mitsubishi UFJ Finance Group CD 1.724% 04/04/2018	JP	USD	5,000,000	4,985,167	2.04
Sumitomo Mitsui CD 1.734% 04/04/2018	JP	USD	5,000,000	4,985,082	2.04
Mizuho Financial Group CD 1.759% 04/04/2018	JP	USD	5,000,000	4,984,868	2.04
Standard Chartered Bank Sing CD 1.784% 04/04/2018	SG	USD	5,000,000	4,984,655	2.04
Oversea-Chinese Banking CP 1.68% 09/04/2018	AU	USD	5,000,000	4,984,433	2.04
DBS Bank CP 1.68% 09/04/2018	SG	USD	5,000,000	4,984,433	2.04
Sumitomo Mitsui CD 1.737% 10/04/2018	JP	USD	5,000,000	4,983,638	2.04
Agence Centrale CP 1.60% 15/03/2018	FR	USD	4,000,000	3,992,551	1.63
Toronto Dominion Bank CD 1.684% 04/04/2018	CA	USD	4,000,000	3,988,407	1.63
Allianz CP 1.965% 04/04/2018	DE	USD	4,000,000	3,986,530	1.63
CSFB Australia CP 1.69% 05/04/2018	AU	USD	3,500,000	3,489,692	1.43
Schlumberger Finance CP 1.74% 04/04/2018	NL	USD	3,500,000	3,489,557	1.43
Commonwealth Bank Australia CP 1.705% 06/07/2018	AU	USD	3,000,000	3,000,000	1.23
Schlumberger Finance CP 1.63% 22/03/2018	NL	USD	3,000,000	2,993,362	1.22
Zurich holding (America) CD 1.49% 23/02/2018	US	USD	2,500,000	2,497,655	1.02
BLB CD 1.548% 22/02/2018	DE	USD	1,500,000	1,498,602	0.61
CSFB Australia CP 1.60% 01/03/2018	AU	USD	1,500,000	1,498,140	0.61
				<b>211,638,055</b>	<b>86.53</b>

Fractions (2) (0.00)

**Total Investments (Cost USD 211,638,055)** **211,638,055 86.53**

**Bank Deposits**

Bred Banque Populaire TD 1.50% 01/02/2018	FR	USD	32,606,519	32,606,519	13.33
				<b>32,606,519</b>	<b>13.33</b>

**Total Investments (including Bank Deposits)** **244,244,572 99.86**

Other Assets and Liabilities 336,086 0.14

**Net Assets** **244,580,658 100.00**

**GEOGRAPHICAL SPLIT**

Country	Country Code	% Net Assets
France	FR	21.91
Germany	DE	12.86
Japan	JP	12.43
Australia	AU	9.80
Netherlands	NL	9.19
Belgium	BE	8.37
UK	GB	7.36
Singapore	SG	6.32
Norway	NO	4.08
USA	US	3.88
Canada	CA	3.67
Cash and other net assets		0.14

**Statement of Net Assets** as at 31 January 2018

Currency Fund:

NAME	US Dollar Currency Fund
<b>CURRENCY</b>	
<b>USD</b>	
<b>ASSETS</b>	
Investments in securities at market value	211,638,053
Bank deposits	32,606,519
Receivables on fund Shares issued	675,296
Dividends and interest receivable	38,189
<b>Total Assets</b>	<b>244,958,057</b>
<b>LIABILITIES</b>	
Payables on fund Shares redeemed	122,218
Expenses payable	255,181
<b>Total Liabilities</b>	<b>377,399</b>
NET ASSETS as at 31.01.18	244,580,658
NET ASSETS as at 31.01.17	263,611,642
NET ASSETS as at 31.01.16	237,165,186
<b>COST OF INVESTMENTS</b>	<b>211,638,053</b>

# Statement of Net Asset Value per Share as at 31 January 2018

Name - Currency	Shares outstanding as at 31.01.18:	Net Asset Value per share as at 31.01.18:	Net Asset Value per share as at 31.01.17:	Net Asset Value per share as at 31.01.16:
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## Currency Fund

US Dollar Currency Fund - USD - A Shares (USD)	7,295,519	33.524	33.471	33.453
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# Statement of Operations and Changes in Net Assets

for the year ended 31 January 2018

		Currency Fund:
NAME		US Dollar Currency Fund
CURRENCY		USD
<b>INVESTMENT INCOME</b>		
Net dividend and interest income		3,200,300
Net income		3,200,300
<b>EXPENSES</b>		
Investment management fee		2,483,373
Administration expenses		248,335
Government taxes		24,755
Custody fees		23,651
Other expenses		154,973
Total expenses		2,935,087
Fees waived		(15,347)
Expense reimbursement		(105,717)
Net expenses		2,814,023
NET INVESTMENT INCOME / (LOSS)		386,277
Net realised gain / (loss) on securities		1,476
RESULTS OF OPERATIONS		387,753
<b>CAPITAL SHARE TRANSACTIONS</b>		
Proceeds from fund Shares issued		93,040,229
Payment for fund Shares redeemed		(112,461,422)
Equalisation		2,456
Increase / (decrease) derived from capital share transactions		(19,418,737)
NET INCREASE / (DECREASE)		(19,030,984)
<b>NET ASSETS</b>		
Beginning of year		263,611,642
End of year		244,580,658

**Statement of Share Statistics** as at 31 January 2018

Name - Currency	Shares outstanding - beginning of year	Shares Issued	Shares Redeemed	Net increase / (decrease) in Shares	Shares outstanding - end of year
<b>Currency Fund</b>					
US Dollar Currency Fund - USD - A Shares (USD)	7,875,760	2,779,641	(3,359,882)	(580,241)	7,295,519

## 1. General

The Company is an open-ended investment company constituted in Bermuda on 1 November 1991 and redomiciled in Luxembourg as a SICAV on 31 July 2000.

The Company is governed under part I of the amended Luxembourg Law of 17 December 2010 relating to undertakings for collective investment and implements Directive 2014/91/EU ("UCITS V Directive").

The Company may be composed of several sub-funds each relating to a separate investment portfolio of securities, cash and other assets.

As at 31 January 2018, the Company consisted of 1 active sub-fund.

## 2. Significant Accounting Policies

The financial statements are prepared in accordance with the Luxembourg legal and regulatory requirements relating to undertakings for collective investments.

**Calculation of the Net Asset Value.** The Net Asset Value per Share of each class of Shares, is calculated by determining first the proportion of the net assets of the relevant sub-fund attributable to each class of Shares. Each such amount will be divided by the number of Shares of the relevant class outstanding as at close of business to the extent feasible. The Net Asset Value of each class is determined in the principal dealing currency of the respective class.

**Security Valuation.** The valuation of short-dated debt transferable securities and money market instruments is determined by means of the amortised cost method to the extent this does not materially deviate from market value. Under this method, amortised cost is determined by valuing the security at original cost and thereafter accreting (amortising) the discount (premium) to its nominal value at a constant rate until maturity. All other assets are valued in such manner as the Directors of the Company consider appropriate. As at 31 January 2018, all securities were valued at amortised cost. All holdings owned by the Company are dealt in a regulated market, except where otherwise distinguished in the sub-fund's Schedule of Investments.

**Fair Value Adjustments Policy.** Fair value adjustments may be implemented to protect the interests of the Company's Shareholders against market timing practices. Accordingly if the sub-fund invests in markets that are closed for business at the time the sub-fund is valued, the Directors may, by derogation from the provisions above under security valuation, allow for the securities included in a particular portfolio to be adjusted to reflect more accurately the fair value of the sub-fund's investments at the point of valuation. As at 31 January 2018, the sub-fund US Dollar Currency Fund was not impacted by this fair value adjustment policy.

**Bank Deposits.** All bank deposits amounts are carried at face value.

**Investment Security Transactions.** Investment security transactions are accounted for on the date securities are purchased or sold. The computation of the cost of sales of securities is made on the basis of average cost.

**Foreign Exchange.** The Directors determine the designated currency of the sub-fund.

**Fund Share Transactions.** The issue and redemption price per Share of the sub-fund is the Net Asset Value per Share on the date of trade.

**Income.** Interest income is accounted for on an accrual basis.

**Zero Coupon Disclosure.** Zero coupon bonds and zero coupon money market instruments are disclosed in the Schedule of Investments at a rate reflecting the actual return.

## 3. Investment Management Fees and Other Transactions with the Investment Manager or its Affiliates

Pursuant to the Investment Management Agreement dated 1 June 2012, FFML is entitled to a monthly management fee, accrued daily and based on the average total Net Assets of the sub-fund, at an annual rate of up to 1.00%. During the year ended 31 January 2018 the investment management fee was USD 2,483,373.

FIL Limited ("FIL") and its affiliates may waive any or all of their fees and limit the maximum level of expenses (with certain exceptions) that the sub-fund would be paying. The fees waived by FIL and its affiliates during the year ended 31 January 2018 were USD 15,347 as disclosed in the Statement of Operations and Changes in Net Assets under "Fees waived". These waivers are voluntary and may be revised or stopped at any time, in which case the Company would bear such fees up to the amount permitted by the Prospectus.

FIL and FIMLUX provide valuation, record keeping and administrative services to the Company and earned USD 248,335 in fees for these services during the year ended 31 January 2018. During the year ended 31 January 2018, the Company received a discretionary expense reimbursement from FFML in the amount of USD 105,717.

The officers and Directors of the Company are also directors, officers or employees of FIL or its affiliates.

There were no transactions through connected brokers during the year ended 31 January 2018 and hence no commissions were paid to connected brokers.

## 4. Transaction Fees

No transaction fees relating to the purchase or sale of securities were charged to the sub-fund during the year ended 31 January 2018.

## 5. Directors Fees

All Directors are affiliated with FIL and have waived their fees for the year ended 31 January 2018, so no Directors' fees were charged for the year.

## 6. Taxation

The Company is not liable to any Luxembourg taxes on income or on realised or unrealised capital gains, nor to any Luxembourg withholding tax. The sub-fund is subject to an annual subscription tax of 0.01%, calculated and payable quarterly on the net assets of the sub-fund on the last day of each calendar quarter. Capital gains, dividends and interest may be subject to capital gain and withholding taxes or other taxes imposed by the country of origin concerned and such taxes may not be recoverable by the Company or its Shareholders.

## 7. Other Expenses

The other expenses include audit fees, legal and professional fees.

## 8. Global Risk Exposure

The global risk exposure is analysed for the sub-fund, and utilising the commitment approach it has been determined that the total derivative exposure is zero for the year ended 31 January 2018.

## 9. Statement of Changes in Investments

A list specifying for each investment the total purchases and sales which occurred during the year under review, may be obtained free of charge upon request from the Registered Office of the Company or from any of the companies registered as Distributors of the Company.

It is possible to receive information about the full holdings of the sub-fund in which you invest, at any point in time during the year. This is available upon request by contacting your usual Fidelity Representative.

## Audit Report

### To the Shareholders of Fidelity Funds II Report on the audit of the financial statements

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#### Our opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Fidelity Funds II (the "Fund") as at 31 January 2018, and of the results of its operations and changes in its net assets for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

#### What we have audited

The Fund's financial statements comprise:

- the statement of net assets as at 31 January 2018;
- the schedule of investments as at 31 January 2018;
- the statement of operations and changes in net assets for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

#### Basis for opinion

We conducted our audit in accordance with the EU Regulation No 537/2014, the law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under those Regulation, Law and standards are further described in the "Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the financial statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Fund in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements. We have fulfilled our other ethical responsibilities under those ethical requirements.

To the best of our knowledge and belief, we declare that we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014. The non-audit services that we have provided to the Fund, in the period from 1 February 2017 to 31 January 2018, are composed of the agreed-upon procedures to meet the requirements of the Hong Kong Securities and Future Commission.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, and include the most significant assessed risks of material misstatement, whether or not due to fraud. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Key audit matter

Valuation of short-dated debt transferable securities and money market instruments. These investments are valued using the amortised cost method to the extent this does not materially deviate from fair value. The valuation of such investments is considered to be a Key Audit Matter due to the potential magnitude of material misstatement, combined with the judgement associated with estimating their fair value. Refer to Note 2 of the financial statements for the valuation policy for such instruments.

#### How our audit addressed the Key audit matter

We gained an understanding of the internal control structure and operating effectiveness of key controls surrounding valuation of investments through review and assessment of the Administrator controls report. In addition, we gained an understanding of internal controls implemented by the Management Company including the challenging of the value obtained through the amortised cost method that approximates fair value. As of 31 January 2018, the Fund invested in short-dated debt transferable securities, commercial papers and certificate deposits for which market prices are not readily available. We independently determined an acceptable value, through the use of an internally developed model taking into account the observable market data, or through the use of an external mark-to model tool from a recognised independent financial information provider.

### Other information

The Board of Directors of the Fund is responsible for the other information. The other information comprises the information stated in the annual report but does not include the financial statements and our audit report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Board of Directors of the Fund for the financial statements

The Board of Directors of the Fund is responsible for the preparation and fair presentation of the financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Directors of the Fund determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors of the Fund is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors of the Fund either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

### Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the financial statements

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation No 537/2014, the law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors of the Fund;
- conclude on the appropriateness of the Board of Directors of the Fund's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Fund to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.



### Report on other legal and regulatory requirements

We have been appointed as "Réviseur d'entreprises agréé" of the Fund by the General Meeting of the Shareholders of the Fund on 26 May 2017 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 19 years.

PricewaterhouseCoopers, Société coopérative  
Represented by

Luxembourg, 18 April 2018

Steven Libby

**Securities Financing Transactions Regulation as at 31 January 2018**

As at 31 January 2018, the sub-fund had no financial instruments within the scope of the Securities Financing Transactions Regulation Directive which came into effect on the 13 January 2017.

**Remuneration**

The Management Company operates under the terms of the Remuneration Policy of FIL Investment Management (Luxembourg) S.A. Under the Remuneration Policy, remuneration is composed of fixed and performance-related compensation. For the fiscal year of the Management Company, ending 30 June 2017, the following remuneration details are applicable.

Total Remuneration paid to staff employed by the Management Company	EUR 4,623,026
Of which, fixed remuneration	EUR 3,903,238
Of which, variable remuneration	EUR 719,788
Total number of employees of the Management Company (as at 30/06/2017)	53
Portion of remuneration that is attributable to the Fund (as at 30/06/2017)	0.21%

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