Fidelity Rutland Square Trust II: Strategic Advisers Growth Fund

Jonathan Davis (617) 392-2468
jonathan.davis@fmr.com

245 Summer Street (mail zone V10F)
Boston, MA 02210

On November 20, 2020, the Fidelity Rutland Square Trust II: Strategic Advisers Growth Fund (the 'Acquired Fund') merged into the Fidelity Rutland Square Trust II: Strategic Advisers Large Cap Fund (the 'Acquiring Fund') in a tax-free reorganization. The reorganization comprised: (i) the transfer of all of the assets of the Acquired Fund to the Acquiring Fund in exchange for Acquiring Fund shares and the assumption by the Acquiring Fund of the Acquired Fund’s liabilities; and (ii) the distribution of those Acquiring Fund shares by the Acquiring Fund pro rata to its shareholders in complete liquidation and termination of the Acquired Fund. As a result of this reorganization, Acquired Fund shareholders surrendered their Acquired Fund shares in exchange for Acquiring Fund shares equal in value to the net asset value of the Acquired Fund shares surrendered (as of November 20, 2020). See Attachment for more information.

Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates. See Attachment.
Part II  Organizational Action (continued)

17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
  
  IRC sections 368(a), 354(a) and 358(a).
  Treas. Reg. section 1.358-2

18  Can any resulting loss be recognized? ► No loss can be recognized as a result of this event.

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year ► None

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Jonathan Davis

Print your name ► Jonathan Davis

Title ► Assistant Treasurer

Print/Type preparer’s name
Preparer’s signature
Date
Check □ if self-employed
PTIN

Firm’s name ►
Firm’s address ►
Firm’s EIN ►
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
**Merger Details**

<table>
<thead>
<tr>
<th>Strategic Advisers Growth Fund ('Acquired Fund') Shares Surrendered</th>
<th>Strategic Advisers Large Cap Fund ('Acquiring Fund') Shares Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ticker</td>
<td>CUSIP</td>
</tr>
<tr>
<td>-------</td>
<td>-------</td>
</tr>
<tr>
<td>31635R603</td>
<td>Retail</td>
</tr>
</tbody>
</table>

NAVs shown are as of immediately prior to the merger.

**Merger Ratio** is the number of Acquiring Fund shares received per one Acquired Fund share surrendered.

**Effect on Basis**

In General. Each shareholder has an aggregate basis in Acquiring Fund shares received in the merger equal to the aggregate basis of that shareholder's Acquired Fund shares surrendered in the merger.

Average Basis Shareholders. For a shareholder using the average basis method, his/her basis immediately following the merger in a particular Acquiring Fund share received in the merger equals his/her aggregate basis in all Acquiring Fund shares held immediately following the merger (including the basis carried over from the Acquired Fund shares surrendered in the merger) divided by his/her total number of Acquiring Fund shares owned.

Non-Average Basis Shareholders.

For a shareholder who does not use the average basis method but had the same basis in each of his/her Acquired Fund shares immediately prior to the merger (i.e., because his/her Acquired Fund shares were purchased at a single price in a single transaction), the basis of each Acquiring Fund share received is equal to 46.957572% of the basis of each Acquired Fund share surrendered.

A shareholder who did not have the same basis in each of his/her Acquired Fund shares determines the basis of each of his/her Acquiring Fund shares received in accordance with Treas. Reg. section 1.358-2.

Shareholders should consult IRS Publication 550 and their tax advisors for more information.