

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Ross Holding Co LLC (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 46TH FLOOR (Street) NEW YORK, NY 10105 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/11/2021	3. Issuer Name and Ticker or Trading Symbol Ross Acquisition Corp II [ROSS]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Exhibit 99.1		5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B ordinary shares, par value \$0.0001 per share	(1)(2)	(1)(2)	Class A ordinary shares, par value \$0.0001 per share	8,625,000	\$ (1) (2)	D (1) (2) (3) (4)	
Stock Option (obligation to sell)	03/11/2021	03/11/2025	Class B ordinary shares, par value \$0.0001 per share	15,000	\$ 10	D	
Stock Option (obligation to sell)	03/11/2021	03/11/2025	Class B ordinary shares, par value \$0.0001 per share	15,000	\$ 10	D	
Stock Option (obligation to sell)	03/11/2021	03/11/2025	Class B ordinary shares, par value \$0.0001 per share	15,000	\$ 10	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ross Holding Co LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X	X	See Exhibit 99.1	
ROSS WILBUR L JR 1 PELICAN LANE PALM BEACH, FL 33480	X	X	Chief Executive Officer	

Toy Stephen J. 1 PELICAN LANE PALM BEACH, FL 33480	X	X	Chief Financial Officer	
Qureshi Nadim Z 1 PELICAN LANE PALM BEACH, FL 33480	X	X	Head of M&A	

## Signatures

See Exhibit 99.1 for Signatures		03/11/2021
		Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
The reported shares of Ross Acquisition Corp II (the "Issuer") are directly owned by Ross Holding Company LLC (the "Sponsor"), and indirectly owned by Wilbur L Ross, Jr., Stephen J. Toy and Nadim Z. Qureshi, managing members of the Sponsor (together with the Sponsor, the "Reporting Persons"), and include up to 1,125,000 Class B ordinary shares that are subject to forfeiture if the underwriters of the Issuer's initial public offering do not exercise in full an option granted to them to cover over-allotments.
- (1) [continued from footnote 1] Pursuant to the Issuer's Amended and Restated Certificate of Incorporation, the Class B ordinary shares will automatically convert into Class A ordinary shares, par value \$0.0001 per share, at the time of the Issuer's initial business combination on a one-for-one basis, subject to adjustment as described under the heading "Description of Securities -Founder Shares" in the Issuer's registration statement on Form S-1 (File No. 333-252633). The Class B ordinary shares have no expiration date.
- (2) Because of the relationships among the Reporting Persons, each of the Reporting Persons may be deemed to beneficially own the securities reported herein. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (4)

### Remarks:

Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference. Exhibit 24.1 (Power of Attorney).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Wilbur L. Ross, Jr., with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) or Section 13 of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March, 2021.

STEPHEN J. TOY

By: /s/ Stephen J. Toy

Name: Stephen J. Toy

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[Signature Page to Power of Attorney (Section 16)]

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## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Wilbur L. Ross, Jr., with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) or Section 13 of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March, 2021.

NADIM QURESHI

By: /s/ Nadim Qureshi

Name: Nadim Qureshi

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[Signature Page to Power of Attorney (Section 16)]

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Joint Filer Information

Name of Joint Filer: Ross Holding Company LLC

Address of Joint Filer: 1 Pelican Lane  
Palm Beach, FL 33480

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Ross Acquisition Corp II [ROSS]

Date of Event Requiring Statement  
(Month/Day/Year): March 11, 2021

Designated Filer: Ross Holding Company LLC

Signature:

Ross Holding Company LLC

By: /s/ Wilbur L. Ross, Jr.

Name: Wilbur L. Ross, Jr.

Title: Member

Dated: March 11, 2021

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Joint Filer Information

Name of Joint Filer: Wilbur L. Ross, Jr.

Address of Joint Filer: 1 Pelican Lane  
Palm Beach, FL 33480

Relationship of Joint Filer to Issuer: 10% Owner; Director; Officer (Chief Executive Officer)

Issuer Name and Ticker or Trading Symbol: Ross Acquisition Corp II [ROSS]

Date of Event Requiring Statement  
(Month/Day/Year): March 11, 2021

Designated Filer: Ross Holding Company LLC

Signature:  
/s/ Wilbur L. Ross, Jr.  
Wilbur L. Ross, Jr.

Dated: March 11, 2021

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Joint Filer Information

Name of Joint Filer: Stephen J. Toy  
Address of Joint Filer: 1 Pelican Lane  
Palm Beach, FL 33480  
Relationship of Joint Filer to Issuer: 10% Owner; Director; Officer (Chief Financial Officer)  
Issuer Name and Ticker or Trading Symbol: Ross Acquisition Corp II [ROSS]  
Date of Event Requiring Statement  
(Month/Day/Year): March 11, 2021  
Designated Filer: Ross Holding Company LLC

Signature:

/s/ Stephen J. Toy

Stephen J. Toy

Dated: March 11, 2021

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Joint Filer Information

Name of Joint Filer: Nadim Z. Qureshi  
Address of Joint Filer: 1 Pelican Lane  
Palm Beach, FL 33480  
Relationship of Joint Filer to Issuer: 10% Owner; Director; Officer (Head of M&A)  
Issuer Name and Ticker or Trading Symbol: Ross Acquisition Corp II [ROSS]  
Date of Event Requiring Statement  
(Month/Day/Year): March 11, 2021  
Designated Filer: Ross Holding Company LLC

Signature:

/s/ Nadim Z. Qureshi

Nadim Z. Qureshi

Dated: March 11, 2021

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