

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK ADVICE FROM YOUR INDEPENDENT LEGAL, TAX, FINANCIAL OR PROFESSIONAL ADVISOR IMMEDIATELY.**

**VanEck Vectors™ UCITS ETFs plc**

**(an umbrella fund with segregated liability between sub-funds)**

**A company incorporated with limited liability as an open-ended investment company with variable capital under the laws of Ireland with registered number 548554**

**NOTICE CONVENING AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF VANECK VECTORS™ UCITS ETFS PLC (THE “COMPANY”) AT 33 SIR JOHN ROGERSON’S QUAY, DUBLIN 2, IRELAND AT 10:00 A.M. (IRISH TIME) ON 31 JANUARY 2022 AS SET OUT IN APPENDIX 1.**

If you have sold or transferred your Shares in the Company, please forward this document and the accompanying proxies to the purchaser, transferee or other agent through whom the sale or transfer was effected.

The Directors of the Company accept responsibility for the accuracy of the contents of this document.

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**A company incorporated with limited liability as an open-ended investment company with variable capital under the laws of Ireland with registered number 548554**

Registered Office: 33 Sir John Rogerson's Quay, Dublin 2, Ireland

**Date: 6 January 2022**

**Re: Extraordinary General Meeting of the Company**

Dear Shareholder,

We are writing to you to notify you that the Directors of the Company wish to convene an Extraordinary General Meeting of the Company on **31 January 2022 at 10.00 a.m. (Irish Time)** (the **"EGM"** / **"Meeting"**), at which shareholders will be asked to approve the proposed amendment to amend memorandum and articles of association of the Company (the **"Constitution"**) and the change of name of the Company (the **"Proposed Amendment"**).

As the Company, and each of its sub-funds, uses the International Central Securities Depository (**"ICSD"**) model of settlement and Citivic Nominees Limited is the sole registered shareholder of Shares in each of the sub-fund under the ICSD settlement model, physical attendance of investors who are not registered shareholders does not take place at general meetings of the Company, **investors in a sub-fund should send voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository)**. If any investor has invested in a sub-fund through a broker/dealer/other intermediary, the investor should contact this entity or its relevant proxy voting agent to provide voting instructions.

All capitalised terms used in this notice shall bear the same meaning as the capitalised and defined terms used in the Prospectus and Supplements.

**1 PROPOSED AMENDMENT REQUIRING SHAREHOLDER APPROVAL**

Subject to Shareholder approval and the requirements of the Central Bank, it is proposed to amend the name of the Company as follows:

<b>Current Name</b>	<b>Proposed Name</b>
VanEck Vectors™ UCITS ETFs plc	VanEck UCITS ETFs plc

The proposed change of name of the Company will necessitate an amendment to the Constitution. The text of the proposed changes to the Constitution is set out in marked-up format in Appendix I. These amendments require the approval of the Shareholders of the Company by means of a special resolution, as described further under Section 3.

**2 RATIONALE FOR THE PROPOSED AMENDMENT**

The Directors, following engagement with the Manager, are proposing to change the name of the Company to facilitate a move to a universal brand in support of VanEck's growing global presence and to avoid any potential confusion in relation to the future marketing of the Company and its sub-funds.

Subject to the passing of the special resolution to change the name of the Company, it is proposed to change the name of each of the sub-funds would be amended as set out in Section 1.

### 3 SHAREHOLDERS' APPROVAL

For the sanctioning of the resolution to approve the Proposed Amendment, the Shareholder of the Fund must pass the Special Resolution. The required quorum at the Meeting is one shareholder present in person or by proxy.

If such approval is obtained, the changes, including the change of name of each sub-fund, will be effected on or around 16 February 2022 subject to the requisite regulatory approvals being obtained, with the exact date to be announced via the regulatory news service of Euronext Dublin and to be published in an appropriate manner in each of the other jurisdictions in which the Company and its sub-funds' shares are listed on a stock exchange (the "Effective Date").

The prospectus and the supplement for each sub-fund and the Key Investor Information Document (KIID) will be updated at the Effective Date or as soon as possible thereafter, subject to the approval by the Central Bank of Ireland and subject to any changes as may be required by the Central Bank of Ireland.

### 4 CONSEQUENTIAL AMENDMENTS TO THE NAME OF EACH SUB-FUND

In addition to the proposed amendments to the Constitution, we hereby wish to notify you that the Prospectus of the Company will also be updated to reflect the changes to the name of the Company. Subject to the passing of the necessary resolution to change the Constitution of the Company to reflect the Proposed Amendment, it is proposed to change the name of each sub-fund by the removal of "Vectors" from the name. It is proposed that the name of each sub-fund be amended as follows:

Current Name	Proposed Name
VanEck Vectors™ Gold Miners UCITS ETF;	VanEck Gold Miners UCITS ETF;
VanEck Vectors™ Junior Gold Miners UCITS ETF;	VanEck Junior Gold Miners UCITS ETF;
VanEck Vectors Morningstar US Sustainable Wide Moat UCITS ETF;	VanEck Morningstar US Sustainable Wide Moat UCITS ETF;
VanEck Vectors™ J.P. Morgan EM Local Currency Bond UCITS ETF;	VanEck J.P. Morgan EM Local Currency Bond UCITS ETF;
VanEck Vectors™ Natural Resources UCITS ETF;	VanEck Natural Resources UCITS ETF;
VanEck Vectors™ Preferred US Equity UCITS ETF;	VanEck Preferred US Equity UCITS ETF;
VanEck Vectors™ Emerging Markets High Yield Bond UCITS ETF;	VanEck Emerging Markets High Yield Bond UCITS ETF;
VanEck Vectors™ Global Fallen Angel High Yield Bond UCITS ETF;	VanEck Global Fallen Angel High Yield Bond UCITS ETF;
VanEck Vectors™ Global Mining UCITS ETF;	VanEck Global Mining UCITS ETF;
VanEck Vectors™ Video Gaming and eSports UCITS ETF;	VanEck Video Gaming and eSports UCITS ETF;
VanEck Vectors Morningstar Global Wide Moat UCITS ETF;	VanEck Morningstar Global Wide Moat UCITS ETF;
VanEck Vectors™ Semiconductor UCITS ETF;	VanEck Semiconductor UCITS ETF;
VanEck Vectors™ Hydrogen Economy UCITS ETF;	VanEck Hydrogen Economy UCITS ETF;
VanEck Vectors™ Digital Assets Equity UCITS ETF;	VanEck Digital Assets Equity UCITS ETF;

VanEck Vectors™ Rare Earth and Strategic Metals UCITS ETF;	VanEck Rare Earth and Strategic Metals UCITS ETF;
VanEck Vectors™ New China ESG UCITS ETF; and	VanEck New China ESG UCITS ETF; and
VanEck Vectors™ Smart Home Active UCITS ETF.	VanEck Smart Home Active UCITS ETF.

Shareholder approval is not required for the change of name of a sub-fund and Shareholders are not being requested to pass a resolution to change the name of each sub-fund. Existing fund tickers of the sub-funds will not be affected by the name change.

## 5 RECOMMENDATION

The Directors believe that the proposed resolution is in the best interests of the shareholders of the Fund as a whole and, accordingly, recommend that you vote in favour of the proposed resolution.

## 6 PUBLICATION OF RESULTS

The result of the EGM will be announced through the regulatory news service on Euronext Dublin website and will be published in an appropriate manner in each of the other jurisdictions in which the Company is listed on a stock exchange. The change of name will only be announced for the sub-funds currently listed on Euronext Dublin. The following sub-funds are not listed on Euronext Dublin and are currently in the process of seeking revocation of approval from the Central Bank of Ireland:

- VanEck Vectors™ Natural Resources UCITS ETF
- VanEck Vectors™ Preferred US Equity UCITS ETF

Yours faithfully,

**Director**

**VanEck Vectors UCITS ETFs plc**

## APPENDIX 1

### NOTICE OF EXTRAORDINARY GENERAL MEETING

OF

### VANECK VECTORS UCITS ETFs PLC (THE "COMPANY")

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of the shareholders of the Company will be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 31 January 2022 at 10:00 a.m. (Irish Time) for the following purpose:

#### SPECIAL RESOLUTION

- 1 To approve the adoption, subject to the approval of the Irish Registrar of Companies, of a new name of the Company as set out at clause 1 of the Memorandum of Association (or should such name not be available, such other similar name as may be proposed by the directors of the Company) attached at Appendix I to the Circular to Shareholders dated 6 January 2022.
- 2 To approve the Articles produced to the meeting and for the purposes of identification marked "X" on the front page thereof be and are hereby approved as the Articles of the Company in substitution for and to the exclusion of all existing Articles thereof.
- 3 To make any consequential changes to the Company's documentation, subject to any amendments required by the Central Bank of Ireland.

By order of the Directors.

Dated this      day of January 2022

Tudor Trust Limited Registered in Dublin, Ireland – No: 192532.

## Notes

### Quorum

- 1 The required quorum at the meeting is one shareholder present in person or by proxy. If a quorum is not present within half an hour from the appointed time for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the following week (7 February 2022) at the same time and place, or to such other day and at such other time and place as the Directors may determine.

### Entitlement to attend and vote

- 2 Only a registered shareholder is entitled to attend, speak, ask questions and vote at the meeting (or any adjournment thereof). As sub-funds in the Company use the International Central Securities Depository (ICSD) model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds under the ICSD settlement model, investors in the Sub-fund should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository). If any investor has invested in the Sub-fund through a broker/dealer/other intermediary, the investor should contact this entity or its relevant proxy voting agent to provide voting instructions.

### Appointment of proxies

- 3 A form of proxy is enclosed with this Notice of the EGM for use by registered shareholders. As mentioned above, investors in the Sub-fund who are not registered shareholders should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of using the form of proxy. To be effective, the form of proxy duly completed and executed, together with a copy of the power of attorney or other authority under which it is executed must be deposited by registered shareholders at the offices of the office of the Company Secretary, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland, so as to be received no later than 24 hours before the time appointed for the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 24 hours before the taking of the poll at which it is to be used. Any alteration to the form of proxy must be initialled by the person who signs it.
- 4 Subject to the Articles of Association of the Company and provided it is received at least 24 hours before the time appointed for the holding of the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 24 hours before the taking of the poll at which it is to be used, the appointment of a proxy may also be submitted electronically to [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie) entering the company name.

### Voting rights and total number of issued shares in the Sub-fund

- 5 At the EGM, the resolutions put to the vote of the meeting shall be decided on a poll. On a poll every shareholder shall have one vote for every share of which he is the shareholder.
- 6 Where a poll is taken at an EGM any member, present or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
- 7 Ordinary resolutions require to be passed by a simple majority of members voting in person or by proxy. Special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or in proxy to be passed.

**APPENDIX 2**

**FORM OF PROXY**

**VANECK VECTORS UCITS ETFs PLC (THE "COMPANY")**

I/We\* of

being a Shareholder in the Fund and entitled to vote, hereby appoint the Chairman of the Meeting or failing him/her Laura Tully of 33 Sir John Rogerson's Quay, Dublin 2, Ireland or failing her a representative of Tudor Trust Limited as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting of the Company to be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 31 January 2022 at 10:00 a.m. (Irish Time) or any reconvened meeting thereof.

(\*delete as appropriate)

**Signature:**

**Date:** 2022

Please indicate with an "X" in the spaces below how you wish your vote to be cast in respect of the resolution. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion. If you elect to abstain from voting with respect to the resolution, such election will not count as a vote in law and will not be counted in the calculation of the proportion of the votes for and against the resolution.

<b>RESOLUTION:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. To approve the adoption, subject to the approval of the Irish Registrar of Companies, of a new name of the Company as set out at clause 1 of the Memorandum of Association (or should such name not be available, such other similar name as may be proposed by the directors of the Company) attached at Appendix I to the Circular to Shareholders dated 6 January 2022.			
2. To approve the Articles produced to the meeting and for the purposes of identification marked "X" on the front page thereof be and are hereby approved as the Articles of the Company in substitution for and to the exclusion of all existing Articles thereof.			
3. To make any consequential changes to the Company's documentation, subject to any amendments required by the Central Bank of Ireland.			

**IF RELEVANT, PLEASE PRINT YOUR NAME OR THE NAME OF THE CORPORATION YOU ARE EXECUTING THIS FORM ON BEHALF OF AND YOUR ADDRESS UNDERNEATH**

Print Name: \_\_\_\_\_

Print Address \_\_\_\_\_

\_\_\_\_\_

## Notes

- 1 A shareholder must insert his/her full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated. Please insert your name(s) and address in BOLD TYPE and sign and date the form.
- 2 Only a registered shareholder is entitled to attend, speak, ask questions and vote at the Meeting (or any adjournment thereof). As sub-funds in the Company use the International Central Securities Depository (ICSD) model of settlement and Citivic Nominees Limited is the sole registered shareholder of shares in the sub-funds under the ICSD settlement model, physical attendance of investors who are not registered shareholders does not take place at general meetings of the Fund or of the Company and investors in the Fund should send voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository). If any investor has invested in the Fund through a broker/dealer/other intermediary, the investor should contact this entity or its relevant proxy voting agent to provide voting instructions.
- 3 The Form of Proxy must:
  - in the case of an individual shareholder, be signed by the shareholder or his attorney; and
  - in the case of a corporate shareholder, be executed under its common seal or under the hand of some officer, attorney or other person duly authorised to act on its behalf.
- 4 Indicate by placing a cross in the appropriate box how you wish your votes to be cast in respect of each resolution. If no mark is made, your proxy may vote or abstain at his/her discretion. On any other business not specified in the Notice of Meeting and arising at the Meeting, the proxy will act at his or her discretion.
- 5 To be valid, this form (and, if applicable, any power of attorney or other authority under which it is signed or a notarially certified copy thereof) must be completed and deposited at the office of the Company Secretary, Tudor Trust Limited, at 33 Sir John Rogerson's not less than 24 hours before the time appointed for the holding of the meeting by post or by fax at +353 (0) 1 667 0042 for the attention of Laura Tully. Citivic Nominees may send their signed Form of Proxy by e-mail to [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie). Any proxy form deposited less than 24 hours before the time of the meeting may only be treated as valid at the discretion of the Directors. Failure to return the proxy form by the required time will (subject to the aforementioned discretion of the Directors) result in the proxy form being void and your proxy will not be entitled to vote on your behalf as directed.



**APPENDIX 3**

**Proposed amendments to the Constitution**