

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 Global Mining UCITS ETF

(THE "FUND")

A SUB-FUND OF

VanEck 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 THE FUND AT 33 SIR JOHN ROGERSON'S QUAY, DUBLIN 2, IRELAND AT 11:00 A.M. (IRISH TIME) ON 16 MAY 2023 AS SET OUT IN APPENDIX 1.

If you have sold or transferred your Shares in the Fund, 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.

VanEck 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

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

Date: 26 April 2023

Re: Extraordinary General Meeting of the Fund

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 Fund at the Company's registered office, 33 Sir John Rogerson's Quay, Dublin 2, Ireland on **16 May 2023 at 11:00 a.m. (Irish Time)** (the "**EGM**" / "**Meeting**"), at which shareholders will be asked to approve the proposed change of index which the Fund tracks and related necessary amendments to the investment objective of the Fund (the "**Proposed Amendment**") by way of an ordinary resolution. The Fund will continue to follow the same investment policy and strategy employed by the Manager since the inception of the Fund. Furthermore, it is not expected that this proposal changes the risk profile of the Fund or that it will have an impact on the anticipated tracking error.

As the Fund uses the International Central Securities Depository ("**ICSD**") model of settlement and Citivic Nominees Limited is the sole registered shareholder of Shares in the Fund 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, 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.

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

1 PROPOSED AMENDMENT REQUIRING SHAREHOLDER APPROVAL

Subject to Shareholder approval and the requirements of the Central Bank, it is proposed to amend the investment objective of the Fund as follows:

"The Fund's investment objective is to replicate, before fees and expenses, the price and yield performance of ~~the EMIX Global Mining Constrained Weights Index (the Index)~~ an index that provides exposure to the performance of companies whose predominant economic activity is the mining and extraction of precious metals and minerals. For a further description of the Index see the section entitled Information on the Index below."

A mark-up showing the Proposed Amendment which Shareholders are being asked to approve and further information on the *S&P Global Mining Reduced Coal Index* (the "**New Index**"), being the proposed new index which the Fund will seek to replicate, before fees and expenses, is set out in Appendix 3.

2 RATIONALE FOR THE PROPOSED AMENDMENT

The Directors, following engagement with the Manager, are proposing to change the investment objective of the Fund to remove reference to the relevant index and include a more descriptive outline of the purpose of the investment objective. In addition, it is proposed to change the relevant index which the Fund seeks to replicate, before fees and expenses, as the current Index is being discontinued by the current index provider. It is proposed that the Fund will, subject to the passing of necessary resolution, seek to replicate, before fees and expenses, the price and yield of the New Index.

The Proposed Amendment is being proposed on the basis that the index which the Fund currently tracks is being terminated and will no longer be published by the provider of the current index.

The anticipated tracking error and the risk profile of the Fund are expected to remain the same, following the transition to the New Index. The Fund composition is expected to change as the Fund transitions to the New Index. The Total Expense Ratio will not change as a result of the proposed change to the New Index.

3 SHAREHOLDERS' APPROVAL

For the sanctioning of the resolution to approve the Proposed Amendment, the Shareholder of the Fund must pass the ordinary 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 the Fund, will be effected on or around 16 June 2023 ("**Effective Date**"), 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 Fund's shares are listed on a stock exchange.

The supplement for the Fund and the Key Information Document (KID) 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 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.

5 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.

Yours faithfully,

Director

VanEck UCITS ETFs plc

APPENDIX 1

NOTICE OF EXTRAORDINARY GENERAL MEETING

OF VanEck Global Mining UCITS ETF (the “FUND”)

a sub-fund of

VANECK UCITS ETFs PLC (THE “COMPANY”)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders of the Fund will be held at 33 Sir John Rogerson’s Quay, Dublin 2, Ireland on 16 May 2023 at 11:00 a.m. (Irish Time) for the following purpose:

RESOLUTION

That the investment objective of the Fund, as detailed in section 1 of the Circular dated 26 April 2023, be changed to reflect a more descriptive outline of the investment objective, subject to any amendments required by the Central Bank of Ireland.

By order of the Directors.

Dated this 26th day of April 2023

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 (23 May 2023) 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 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 may 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 Global Mining UCITS ETF (the “Fund”)

a sub-fund of

VANECK 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 16 May 2023 at 11:00 a.m. (Irish Time) or any reconvened meeting thereof.

*(*delete as appropriate)*

Signature:

Date: 2023

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.

RESOLUTION:	For	Against	Abstain
1. That the investment objective of the Fund, as detailed in section 1 of the Circular dated 26 April 2023 be changed to reflect a more descriptive outline of the investment objective, 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. 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 Index and investment objective

Investment Objective

“The Fund’s investment objective is to replicate, before fees and expenses, the price and yield performance of ~~the EMIX Global Mining Constrained Weights Index (the Index)~~ an index that provides exposure to the performance of companies whose predominant economic activity is the mining and extraction of precious metals and minerals. For a further description of the Index see the section entitled Information on the Index below.”

Investment Policy

In order to seek to achieve its investment objective, the Manager will normally use a replication strategy by investing directly in the underlying equity securities of ~~the S&P Global Mining Reduced Coal Index (the “Index”)~~, being the stock, American depository receipts (ADRs), global depository receipts (GDRs), China B shares and China H shares issued by mining and metals companies whose predominant economic activity is the production of base metals and industrial minerals listed or traded on the Markets referred to in Appendix II of the Prospectus. The Fund may hold the equity securities of companies whose predominant economic activity is in gold or other precious metal or mineral mining. The Fund does not hold physical gold or metal.

Information on the Index

The Index seeks to track the returns of companies in the metal and mineral extraction industries. The universe from which the Index is drawn is a constituent of S&P Global Mining Index (the “Parent Index”) which measures the performance of stocks in the metals & mining industries in the S&P Global Broad Market Index (BMI) classified as part of certain Global Industrial Codes Standards (“GICS”) and Standard Industrial Classification (SIC) (North American Industry Classification System – “NAICS”) categories and that exhibit certain positive mining activities. The Parent Index is a float-adjusted market capitalization (“FMC”) and capped market capitalization weighted index.

The Parent Index includes companies from all over the world (excluding Saudi Arabia and Qatar) that are involved in various aspects of the mining industry, such as exploration, development, production and refining. The constituents must have a minimum total market capitalization of USD 750 million and must have a minimum three-month Median Daily Value Traded of USD 1 million. Using data sourced from S&P Global Commodity Insights, stocks must exhibit at least one of the below positive criteria for the prior fiscal year for any of the following metals: aluminium, chromium, coal, cobalt, copper, gold, graphite, iron ore, lanthanides, lead, lithium, manganese, molybdenum, nickel, palladium, platinum, silver, tin, titanium, uranium, and zinc.

- a) Positive global production value
- b) Positive sales volume
- c) Positive royalty revenue
- d) Positive reserves

In addition to the above, at each rebalancing reference date, a stock must satisfy the following criteria. Stocks must be classified under one of the following:

- GICS Sub-Industries: 10102050 (coal & consumable fuels), 15104010 (aluminium), 15104020 (diversified metals & mining), 15104025 (copper), 15104030 (gold), 15104040 (precious metals & minerals), 15104045 (silver), or 15104050 (steel).
- SIC (NAICS): 1000 (metal mining), 1021 (copper ore and nickel ore mining), 1031 (lead ore and zinc ore mining), 1040 (gold and silver ores), 1041 (gold ore mining), 1044 (silver ore mining), 1061 (ferroalloy ores, except vanadium), 1090 (miscellaneous metal ores), 1099 (all other metal ore mining), 1220 (bituminous coal & lignite mining), 1221 (bituminous coal & lignite surface mining), 1400 (mining & quarrying of non-metallic minerals), 3330 (primary smelting & refining of nonferrous metals), 3334 (primary production of aluminium), 3350 (rolling drawing & extruding of nonferrous metals), or 6795 (mineral royalty traders).

The Index is rebalanced on a quarterly basis. The changes to the Parent Index and the Index are effective as at the close of business on the third Friday of March, June, September and December each year (the Effective Date). At each reconstitution and rebalancing of the Index, constituents are FMC weighted, subject to the following constraints:

- Single constituent weights cannot exceed 9%.
- Single constituent weights over 4.5% cannot exceed 36% of the total index weight.

If any constituent breaches the above constraints the weight of the constituent is capped, and the excess weight is proportionally redistributed to all uncapped constituents. The process continues iteratively until both constraints are satisfied.

The procedure for assigning capped weights to each constituent at each rebalancing is as follows:

1. With data reflected on the rebalancing reference date, each constituent is weighted by float-adjusted market capitalization.
2. If any constituent has a weight greater than 9% that constituent has its weight capped at 9%.
3. All excess weight is proportionally redistributed to all uncapped constituents within the index.
4. After this redistribution, if the weight of any other constituent(s) then breaches 9%, the process is repeated iteratively until no constituents breach the 9% weight cap.
5. The sum of the constituents with weight greater than 4.5% cannot exceed 36% of the total weight.
6. If the rule in step 5 is breached, all the constituents are ranked in descending order of their weights and the constituent with the lowest weight that causes the 36% limit to be breached is identified. The weight of this constituent is, then, reduced either until the rule in step 5 is satisfied or it reaches 4.5%.
7. This excess weight is proportionally redistributed to all constituents with weights below 4.5%. Any stock that receives weight cannot breach the 4.5% cap. This process is repeated iteratively until step 5 is satisfied or until all stocks are greater than or equal to 4.5%.
8. If the rule in step 5 is still breached and all stocks are greater than or equal to 4.5%, the constituent with the lowest weight that causes the 36% limit to be breached is identified. The weight of this constituent is, then, reduced either until the rule in step 5 is satisfied or it reaches 4.5%.

9. [This excess weight is proportionally redistributed to all constituents with weights greater than 4.5%. Any stock that receives weight cannot breach the 9% stock cap. This process is repeated iteratively until step 5 is satisfied.](#)

[Index exclusions](#)

[The Index excludes constituents from India and a stock must satisfy the following criteria:](#)

- [Companies with the following specific business activities, as determined by Sustainalytics, are excluded:](#)

Sustainalytics Product Involvement	Sustainalytics Category of Involvement & Description	Sustainalytics Involvement Proxy	S&P DJI Level of involvement threshold
Thermal Coal	Extraction: The company extracts thermal coal.	Revenue	≥ 50%
	Generation: The company generates electricity from thermal coal.		≥ 50%

[The Information on the Index contains a summary of the principal features of the Index and is not a complete description of the Index. In case of inconsistency between the Information on the Index contained in this summary and the complete description of the Index which can be found on the Index Provider's website, the complete description of the Index prevails. Information on the Index appears on the website identified in the section entitled "Index Provider". Such information may change from time to time and details of the changes will appear on that website.](#)