

**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 US Fallen Angel High Yield Bond 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 14 NOVEMBER 2024 AS SET OUT IN APPENDIX 1.**

If you have sold or transferred your Shares (ISIN: IE000J6CHW80) 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: 30 October 2024**

**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 **14 November 2024 at 11:00 a.m. (Irish Time)** (the "**EGM**" / "**Meeting**"), at which shareholders will be asked to approve the proposed change to the investment policy of the Fund which is seeking to align the investment policy with the amended index methodology of the index which the Fund tracks and any related necessary amendments (the "**Proposed Amendment**") by way of an ordinary resolution. The investment objective of the Fund will not change as a result of the Proposed Amendment to the investment policy of the Fund. The Fund will continue to follow the same investment strategy employed 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 of Ireland, it is proposed to amend the investment policy of the Fund as follows:

"The Fund will seek to achieve its objective by investing in a diversified portfolio of fixed income bonds that, as far possible and practicable, consist of the components of the ICE US Fallen Angel High Yield 10% Constrained Index (the "Index"). The Fund will invest in a diversified portfolio of US dollar denominated below investment grade corporate (including 144a securities and pay-in-kind securities (a type of bond that pays interest in additional bonds)) fixed rate debt instruments publicly issued and traded in the US domestic market by both U.S. and non-U.S. issuers that were (a) rated investment grade at the time of issuance (a Fallen Angel) and which consist of the component securities that comprise the Index or (b) in certain limited circumstances, were original-issue high yield bonds from the same obligor entity whose bonds were already included in the Index and are senior or senior secured only. Further details in relation to the Index are set out in the section entitled Information on the Index."

A mark-up showing the Proposed Amendment which Shareholders are being asked to approve is set out in Appendix 3.

## **2 RATIONALE FOR THE PROPOSED AMENDMENT**

The Directors, following engagement with the VanEck Asset Management B.V. (the “**Manager**”), are proposing to change the investment policy of the Fund to make necessary amendments to align the investment policy with the amended index methodology of index which the Fund tracks and any related necessary amendments. The Directors have been informed that ICE Data Indices, LLC has amended the index methodology to provide that on any rebalance, should the full market value of the Index fall below \$50 billion (the “trigger event”), the Index will add a portion of original-issue high yield debt from the ICE BofA US Original Issue High Yield Index to bring the full market value of the Index to \$60 billion, subject to the capping methodology applied to constituents. Only debt securities issued by an issuer which currently has debt securities in the Index and are ranked senior or senior secured will qualify for inclusion in the Index.

The anticipated tracking error and the risk profile of the Fund are expected to remain unchanged. It is not expected that the Fund’s composition will change as a result of the index methodology amendments. The Total Expense Ratio will not change as a result of the Proposed Amendment.

## **3 CONSEQUENCES OF OUTCOME OF THE EGM**

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 will be effected on or around 29 November 2024 (“**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.

In the event the Shareholders decide to vote against the proposed changes and the resolution is not passed, the Manager will, in accordance with the Company’s benchmark policy, determine if an appropriate alternative index is available for the Fund to replicate in keeping with its investment objective. If an appropriate index cannot be found, the Fund will not be able to continue and will need to be wound up.

## **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 US Fallen Angel High Yield Bond 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 14 November 2024 at 11:00 a.m. (Irish Time) for the following purpose:

**RESOLUTION**

That the investment policy of the Fund, as detailed in section 1 of the Circular dated 30 October 2024, be changed, subject to any amendments required by the Central Bank of Ireland.

By order of the Directors.

Dated this 30<sup>th</sup> day of October 2024

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 (21 November 2024) 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 may be decided on a poll. On a poll every shareholder shall have one vote for every share of which he/she 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 US Fallen Angel High Yield Bond 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, 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 14 November 2024 at 11:00 a.m. (Irish Time) or any reconvened meeting thereof.

*(\*delete as appropriate)*

**Signature:**

**Date:** 2024

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. That the investment policy of the Fund, as detailed in section 1 of the Circular dated 30 October 2024, be changed, 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 Derval Keane. 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 Index and investment policy

#### Investment Policy

The Fund will seek to achieve its objective by investing in a diversified portfolio of fixed income bonds that, as far possible and practicable, consist of the components of the ICE US Fallen Angel High Yield 10% Constrained Index (the "Index"). The Fund will invest in a diversified portfolio of US dollar denominated below investment grade corporate (including 144a securities and pay-in-kind securities (a type of bond that pays interest in additional bonds)) fixed rate debt instruments publicly issued and traded in the US domestic market by both U.S. and non-U.S. issuers that were (a) rated investment grade at the time of issuance (a Fallen Angel) and which consist of the component securities that comprise the Index or (b) in certain limited circumstances, were original-issue high yield bonds from the same obligor entity whose bonds were already included in the Index and are senior or senior secured only. Further details in relation to the Index are set out in the section entitled Information on the Index.

The Fund will be 'passively' managed. The Investment Manager will regularly monitor the Fund's tracking accuracy. Information relating to the anticipated tracking error is set out in the section entitled Investment Approach.

Due to the practical difficulties and expense of purchasing all of the securities (debt instruments such as bonds) in the Index, the Fund does not purchase all of the securities in the Index. Instead, the Investment Manager utilises an optimisation or "sampling" methodology (as further detailed in the section entitled Investment Approach) in seeking to achieve the Fund's investment objective. As such, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The Fund may concentrate its investments in a particular industry or group of industries or region to the extent that the Index concentrates in an industry or group of industries or region. The Fund might not invest in exactly the same bonds as the Index, or it might not assign the same weighting to a specific bond included in the Index, or it might invest in bonds that are not included in the Index. It is not expected that the Fund would invest in securities outside the Index under normal circumstances.

Fund may also (or alternatively) invest in financial derivative instruments (FDIs) which relate to the Index or constituents of the Index. The FDIs which the Fund may use are futures, options (puts and calls), swaps (including fixed income swaps and swaps on the Index), currency forwards. Futures and options may be used in order to equitise (use) cash balances pending investment of subscription proceeds or other cash balances held by the Fund to seek to reduce tracking error. Currency forwards and NDFs may be used to hedge currency exposures. The Fund may use FDIs as an alternative to direct investment in the constituents of the Index in order to avail of the related cost or liquidity advantages of FDIs which may, in certain circumstances, be available over the direct investment in the constituents of the Index.

The Fund may also invest in ancillary liquid assets and money market instruments which may include bank deposits, depositary receipts, certificates of deposit, fixed or floating rate instruments (treasury bills), commercial paper, floating rate notes and freely transferable promissory notes. The ancillary liquid assets, money market instruments and FDI (other than permitted unlisted investments) will be listed or traded on the Markets referred to in Appendix II of the Prospectus. Investment in ancillary liquid assets and money market instruments may be utilised in a variety of circumstances, including but not limited to, situations such as managing total exposure to cash and borrowing on a short-term basis and in anticipation of participation in a rights offering.

## Information on the Index

The Index tracks the performance of US dollar denominated below investment grade corporate debt publicly issued in the US domestic market and that were [\(a\) rated investment grade at the point of issuance or \(b\) in certain limited circumstances, were original-issue high yield bonds from the same obligor entity whose bonds were already included in the Index and are senior or senior secured only.](#)

Qualifying securities must have a below investment grade rating (based on an average of Moody's, S&P and Fitch), at least 18 months to final maturity at the time of issuance, at least one year remaining term to final maturity as of the rebalancing date, a fixed coupon schedule and a minimum amount outstanding of \$250 million. The Index may be concentrated in the consumer discretionary, energy, information technology, financials and industrial sectors. In addition, qualifying securities must have risk exposure to countries that are members of the FX-G10, Western Europe or territories of the US and Western Europe. The FX-G10 includes all Euro members, the US, Japan, the UK, Canada, Australia, New Zealand, Switzerland, Norway and Sweden.

Original issue zero coupon bonds (a debt security that doesn't pay interest (a coupon) but is traded at a discount), 144a securities (with and without registration rights), and pay-in-kind securities (type of bond that pays interest in additional bonds) including toggle notes (payment-in-kind bond, where the issuer has the option to defer an interest payment by agreeing to pay an increased coupon in the future) are included in the Index.

Callable perpetual securities (securities with no fixed maturity but may be called by the issuer until a predefined date) are included provided they are at least one year from the first call date. Fixed-to-floating rate securities (for example, subordinated bank debt may have a fixed coupon and a call option embedded where the fixed coupon may be changed to a floating rate coupon on the occurrence of a specific event) are included provided they are callable within the fixed rate period and are at least one year from the last call prior to the date the bond transitions from a fixed to a floating rate security.

Capital securities (hybrid securities that combine the features of both corporate bonds and preferred stock for example, a convertible bond) where conversion can be mandated by a regulatory authority, but which have no specified trigger, are included in the Index. Other hybrid capital securities (for example a convertible bond), such as those issues that potentially convert into preference shares, those with both cumulative and non-cumulative coupon deferral provisions, and those with alternative coupon satisfaction mechanisms, are also included in the Index.

Securities issued or marketed primarily to retail investors, equity-linked securities, securities in legal default, hybrid securitized corporates, eurodollar bonds (USD securities not issued in the US domestic market), taxable and tax-exempt US municipal securities and \$1000 par preferred and DRD-eligible securities are excluded from the Index.

Index constituents are market capitalization weighted, provided the total allocation to an individual issuer does not exceed 10%. Issuers that exceed the limit are reduced to 10% and the face value of each of their bonds is adjusted on a pro-rata basis. Similarly, the face values of bonds of all other issuers that fall below the 10% cap are increased on a pro-rata basis.

In the event there are fewer than 10 issuers in the Index, each is equally weighted and the face values of their respective bonds are increased or decreased on a pro-rata basis. Accrued interest is calculated assuming next-day settlement. Cash flows from bond payments that are received during the month are retained in the index until the end of the month and then are removed as part of the rebalancing. Cash does not earn any reinvestment income while it is held in the index. Information concerning constituent bond prices, timing and conventions and index governance and administration is provided in the ICE BofA Bond Index Methodologies, which can be accessed on our public website (<https://indices.theice.com> <https://indices.ice.com>), or by sending a request to [iceindices@theice.com](mailto:iceindices@theice.com), [iceindices@ice.com](mailto:iceindices@ice.com).

On any rebalance, should the full market value of the Index fall below \$50 billion (the “trigger event”), the Index will add a portion of original-issue high yield debt from the ICE BofA US Original Issue High Yield Index (the “OI Index”) to bring the full market value of the Index to \$60 billion. Only securities from the OI Index that are issued by an obligor entity that also issued securities currently in the Index and are ranked senior or senior secured will qualify for inclusion in the Index. All qualifying securities from the OI Index are selected and added at a pro rata share of the amount necessary to bring the full market value of the Index to \$60 billion, subject to the capping limit. Once included, the constituents added from the OI Index will remain in the Index for as long as those securities continue to qualify for the OI Index and the full market value of the Index remains below \$60 billion. If the full market value of the Index subsequently exceeds \$60 billion, the weights of the OI Index constituents will be reduced by half at that rebalance. If the full market value of the Index exceeds \$60 billion at the following rebalancing, the remainder of the OI Index constituents in the Index will be removed. If the full market value of the Index does not exceed \$60 billion at the next rebalancing, the process repeats until the full market value of the Index exceeds \$60 billion for two consecutive monthly rebalances, or the full market value of the Index exceeds \$60 billion, and the remaining combined weight of the OI Index constituents is less than 1% of the Index.

The Index is rebalanced on the last calendar day of the month, based on information available up to and including the third business day before the last business day of the month. New issues must settle on or before the following calendar month end in order to qualify for the coming month. No changes are made to constituent holdings other than on month end rebalancing dates.