

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 Morningstar US Wide Moat UCITS ETF

(THE "FUND")

A SUB-FUND OF

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 THE FUND AT 33 Sir John Rogerson's Quay, Dublin 2, Ireland AT 10:00 a.m. (IRISH TIME) ON 3 December 2021 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 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

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

Date: 15 November 2021

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 on **3 December 2021 at 10.00 a.m. (Irish Time)** (the “**EGM**” / “**Meeting**”), at which shareholders will be asked to approve the proposed amendment to the investment objective of the Fund (the “**Proposed Amendment**”). 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.

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.

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 track, before fees and expenses, the price and yield performance of the Morningstar® [US Sustainability Wide](#) Moat Focus IndexSM (the Index). For a further description of the Index see the section entitled Information on the Index below”

2 RATIONALE FOR THE PROPOSED AMENDMENT

The Directors, following engagement with the Manager, are proposing to change the investment objective of the Fund by changing the relevant index which the Fund seeks to replicate, before fees and expenses. 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 Morningstar® US Sustainability Moat Focus IndexSM (the “**New Index**”). A mark-up showing the Proposed Amendment which Shareholders are being asked to approve and further information on the New Index is set out in Appendix 3.

The Proposed Amendment is being proposed as part of the Company’s continuous review of its existing product range and due to increased demand for ESG compliant investments. The Company believes that the New Index, which consists of companies that meet certain minimum Environmental, Social and

Governance (“**ESG**”) standards, will increase its sustainable footprint by focusing its investment strategy on sustainable investment strategies. The differences between the prior index and the New Index (which are both calculated by the same issuer) include, but are not limited to, the following:

- (a) **ESG screening:** the New Index applies an ESG screening approach which excludes companies, amongst others, are associated with antipersonnel mines, biological and chemical weapons, cluster weapons, depleted uranium, nuclear weapons, and white phosphorus weapons; production of controversial weapons; manufacturing of firearms sold to civilian customers; or Thermal Coal (extraction or power generation); or which obtain more than 50% tobacco products involvement by revenue or were involved in Controversies ranked “severe” by Sustainalytics during the last 3 years. Additionally, the index excludes companies that have Sustainalytics ESG Risk and Carbon Risk scores of 30 and higher (equivalent to “High” or “Severe”). The Index selection process targets a Sustainalytics ESG Risk Score equivalent to top 32.5% of the respective Morningstar Fund classification. The New Index promotes ESG characteristics, therefore the Fund will qualify as a product subject to Article 8 of SFDR as of the Effective Date.
- (b) **Momentum screening:** the new Index screens out the worst 20% of stocks by yearly performance in order to avoid “value trap” in the selection process.

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 moderately to reflect the introduced ESG constraints and targets. The Total Expense Ratio will not change as a result of the proposed change to the New Index.

Subject to the passing of the ordinary resolution to amend the investment objective of the Fund, it is proposed to change the name of the Fund to VanEck Vectors Morningstar US Sustainable Wide Moat UCITS ETF.

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 17 December 2021 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 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 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 Vectors UCITS ETFs plc

APPENDIX 1

NOTICE OF EXTRAORDINARY GENERAL MEETING OF VanEck Vectors Morningstar US Wide Moat UCITS ETF (the “FUND”)

a sub-fund of

VANECK VECTORS 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 3 December 2021 at 10:00 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 15 November 2021, be changed to reflect the change of the index of the Fund, subject to any amendments required by the Central Bank of Ireland.

By order of the Directors.

Dated this 15th day of November 2021

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 (11 December 2021) 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 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 Morningstar US Wide Moat UCITS ETF (the “Fund”)

a sub-fund of

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 3 December 2021 at 10:00 a.m. (Irish Time) or any reconvened meeting thereof.

*(*delete as appropriate)*

Signature:

Date: 2021

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 15 November 2021, be changed to reflect the change of the index of the Fund, 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 track, before fees and expenses, the price and yield performance of the Morningstar® [US Sustainability](#) ~~Wide~~ Moat Focus IndexSM (the Index). For a further description of the Index see the section entitled Information on the Index below”

Information on the Index

The Index is designed to provide exposure to at least 40 of the top equity securities in the Morningstar US Market Index (parent index) that are rated as wide moat companies (being a company which it is believed will have sustainability in its competitive advantage(s)) and have the lowest current market price/ fair value price determined in an independent research process by the Morningstar equity research team. [Companies selected into the Index are compliant with Environmental, Sustainability and Governance \(ESG\) criteria based on the Morningstar Sustainability Rating which uses external data provided by Sustainalytics \(a leading independent ESG and corporate governance research, ratings, and analytics firm\) ESG research which aims to measure how well issuers proactively manage ESG issues that are the most material to their business.](#)

To qualify for inclusion in the Morningstar® [US Sustainability](#) ~~Wide~~ Moat Focus Index, all parent index constituents must meet the following criteria:

- Company is assigned a wide moat classification by a Morningstar equity research analyst
- Company is assigned a fair value price by a Morningstar equity research analyst
- Company cannot be under review by a Morningstar equity research analyst at time of index review.
 - A company may go under review, either because the analyst is incorporating new information into the valuation model or because of a transition in analyst coverage.
 - Morningstar equity research analysts strive to minimize the amount of time a fair value is under review, particularly for equity securities which have previously received a wide moat rating, and therefore it is expected to be rare for a stock to drop out of the index for this reason.
- [Following an assessment of the above criteria, each company is assigned an ESG and controversy score which is based on the Morningstar Sustainability Rating and external ESG data sources. To be eligible for inclusion in the Index, the relevant company must:](#)
 - [hold a controversy score \(assessed based on severity of incidents, the corporations’ accountability, and whether they form part of a pattern of corporate misconduct\) of 4 \(out of 5\) or lower throughout the trailing 3 years;](#)
 - [ESG Risk Category must be “Medium”, “Low” or “Negligible”;](#)
 - [If security is rated for Carbon Risk, its category cannot be High or Severe \(Carbon Risk Score must be less than 30\)](#)
 - [A company must](#)
 - [not have more than 50% tobacco products involvement by revenue;](#)

- [not have any involvement in production of controversial weapons \(as defined by third-party Sustainalytics Global Compact Compliance Service exclusionary lists\);](#)
- [not have any involvement in the manufacturing of firearms sold to civilian customers; and](#)
- [not have any involvement in Thermal Coal \(extraction or power generation\).](#)

[The Sustainalytics company-level ESG Risk Score measures the degree to which a company's economic value may be at risk driven by materially relevant ESG factors. The ESG Risk Score is based on a two dimensional materiality framework that measures a company's exposure to subindustry-specific material risks and how well a company is managing those risks. ESG Risk Scores are categorized across five risk levels: negligible, low, medium, high and severe. The scale is from 0-100, with 100 being the most severe. Sustainalytics controversy scores are determined based on ESG-related incidents, which are assessed through a framework that considers the severity of incidents, the corporation's accountability and whether the incidents form part of a pattern of corporate misconduct; a Sustainalytics controversy score of five indicates a severe controversy rating. Sustainalytics Carbon Risk Ratings assess a company's carbon risk by evaluating the company's material exposure to and management of carbon issues.](#)

The stocks that meet all of the above criteria are considered for inclusion in the Morningstar [US Sustainability](#) ~~Wide~~ Moat Focus Index. Fair value is determined by employing the Morningstar equity research methodology which requires a review of the estimated future cash flows and estimated costs of capital of a company to assign a valuation to the relevant equity security. [The Index applies a liquidity screen which excludes companies from inclusion in the Index where the non-index constituents has a three-month average daily trading value of less than 5 Million USD \(or equivalent currency\). Eligible securities are ranked by the percentage change in price from 12 months ago with securities in the bottom 20% screened out](#)

A buffer rule is applied to the current Index constituents. Those that are ranked in the top 150% of stocks representing the lowest current market price/fair value price eligible for inclusion in the Index will remain in the Index at the time of reconstitution and those that fall outside of the top 150% are excluded from the Morningstar [US Sustainability](#) ~~Wide~~ Moat Focus Index. The maximum weight of an individual sector in the Index is capped at 10% more than its corresponding weight in the Morningstar US Market Index at the time of reconstitution, or 40%, whichever is higher.

The Index employs a staggered rebalance methodology. The Index is divided into two equally-weighted sub-portfolios, and each is reconstituted and rebalanced semi-annually on alternating quarters. Each sub-portfolio will contain approximately 40 equally-weighted securities at the time of its semi-annual reconstitution, and weights will vary with market prices until the next reconstitution date. Due to the staggered rebalance methodology, constituents and weightings may vary between sub-portfolios. Each sub-portfolio is reweighted to 50% of the total Index weight every six months. Adjustments to one sub-portfolio are performed after the close of business on the third Friday of March and September and adjustments to the other sub-portfolio are performed after the close of business on the third Friday of June and December, and all adjustments are effective on the following Monday. If the Monday is a market holiday, reconstitution and rebalancing occurs on the Tuesday immediately following