

**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™ Semiconductor 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 10:30 A.M. (IRISH TIME) ON 2 MARCH 2022 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: 10 February 2022**

**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 **2 March 2022 at 10.30 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**") and 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 MVIS US Listed Semiconductor 10% Capped [ESG](#) Index (the Index). 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 Re-Named Index 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 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 MVIS US Listed Semiconductor 10% Capped ESG Index (the "**Re-Named Index**").

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 Re-Named 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 Re-Named Index (which are both calculated by the same issuer) include, but are not limited to, the following:

- (a) ESG screening: The index selection process screens out:
  - Companies with very severe social norms violations according to ISS research
  - Companies that have greater than 0% revenue exposure to controversial weapons, including, among others: Anti-personnel Mines, Biological Weapons, Chemical Weapons, Cluster Munitions, Depleted Uranium, Nuclear Weapons, Incendiary Weapons and White Phosphorus
  - Companies that exceed certain thresholds of revenue exposure to various sectors including but not limited to civilian firearms, tobacco, gambling, military equipment and energy extractives (eg Thermal Coal, Fossil Fuels, Oil Sands and Nuclear Power).
- (b) Companies that are not covered by ISS or for which relevant data fields are not collected by ISS may be eligible for inclusion.

The anticipated tracking error and the risk profile of the Fund are expected to remain the same, following the transition to the Re-Named 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 Re-Named 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 will be effected on or around 18 March 2022 ("**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 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™ Semiconductor 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 2 March 2022 at 10:30 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 10 February 2022, 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 10<sup>th</sup> day of February 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 (9 March 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 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 Vectors™ Semiconductor 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 2 March 2022 at 10:30 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. That the investment objective of the Fund, as detailed in section 1 of the Circular dated 10 February 2022, 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 Limited 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 objective

#### Investment Objective

*“The Fund's investment objective is to replicate, before fees and expenses, the MVIS US Listed Semiconductor 10% Capped [ESG](#) Index (the Index). For a further description of the Index see the section entitled Information on the Index below.”*

#### Information on the Index

The Index includes companies engaged primarily in the production of semiconductors and semiconductor equipment. The Index includes US exchange-listed companies that derive at least 50% of their revenues from semiconductors. However, where the Index already holds such equity securities and the percentage of revenue generated falls, the Index will only seek to remove the security when the percentage of revenue generated from semiconductors drops below 25% of the relevant companies revenues.

[The Index considers ESG factors as further detailed in the Index methodology available on the Index Providers website. The Index Provider will utilize ESG data provided by ISS. Companies with very severe social norms violations, have greater than 0% revenue exposure to controversial weapons, or that exceed certain thresholds of revenue exposure to various sectors including but not limited to civilian firearms, tobacco, and energy extractives are not eligible for inclusion. Further, companies that are not covered by ISS or for which relevant data fields are not collected by ISS may be eligible for inclusion.](#)

The Index employs a 10% capping scheme to ensure diversification. If a component exceeds the maximum weight at the time of Index rebalancing, then the weight will be reduced to the maximum weight and the excess weight shall be redistributed proportionally across all other (uncapped) Index constituents. This process is repeated until no component weight exceeds the maximum weight.

Changes to the Index other than to the index components will be implemented and based on the closing prices of the third Friday of every quarter-end month (i.e. March, June, September and December). If the third Friday is not a business day, the review will take place on the last business day before the third Friday. If a company does not trade on the third Friday of a quarter-end month, then the last available price for this company will be used. Changes become effective on the next business day.

The Index components are rebalanced on a semi-annual basis in March and September so that the Index components continue to represent the universe of companies involved in the production of semiconductors and semiconductor equipment. The target coverage of the Index is 25 companies.

The following steps will be followed and form the Index review procedure:

1. The largest 50 stocks (by full market capitalisation) from the investable universe qualify for inclusion in the Index.
2. The 50 stocks which qualify for inclusion in the Index are ranked in two different ways - by free-float market capitalisation in descending order (the largest companies receives rank “1”) and then by three-month average-daily-trading volume in descending order (the most liquid companies receives rank “1”). These two ranks are added up.
3. The 50 stocks are ranked now by their sum of the two ranks in step 2 in ascending order. If two companies have the same sum of ranks, then the larger company is placed on top.

- a. Initially, the highest ranked 25 companies made up the Index.

On-going, a 10-40 buffer is applied: The highest ranked 10 companies qualify. The remaining 15 companies are selected from the highest ranked remaining current index components ranked between 11 and 40. If the number of selected companies is still below 25, then the highest ranked remaining stocks are selected until 25 companies were selected.

For all corporate events that result in a stock deletion from the Index, the deleted stock will be replaced with the highest ranked non-component on the most recent selection list immediately only if the number of components in the Index would drop below 20. The replacement stock will be added at the same weight as the deleted stock. Only in case the number of components drops below its minimum due to a merger of two or more index components, the replacement stock will be added with its uncapped free-float market capitalisation weight. In all other cases, i.e. there is no replacement, the additional weight resulting from the deletion will be redistributed proportionally across all other index constituents.