

**UBS (IRL) ETF PUBLIC LIMITED COMPANY**  
**(the “Company”)**

**CIRCULAR TO SHAREHOLDERS**  
**INCLUDING NOTICE OF ANNUAL GENERAL MEETING**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

Please find enclosed Notice that the Annual General Meeting (“AGM”) of the Company will be held on 23 August 2018 at 12.00 noon. Also enclosed is a proxy form in order for you to cast your votes on the matters to be voted on at the AGM.

The Directors of the Company consider that the resolutions to be voted on at the AGM are in the best interests of the Company and its Shareholders as a whole and recommend you to vote in favour of the resolutions set out below.

1. To receive and consider the Directors’ Report and Financial Statements for the year ended 31 December 2017 and the report of the auditors thereon and review of the Company’s affairs;
2. To approve the re-appointment of PricewaterhouseCoopers as auditors to the Company;
3. To authorise the Directors to fix the remuneration of the auditors; and
4. To authorise the payment of the Directors’ remuneration.

If you do not plan to attend the Annual General Meeting but do wish to vote on the resolutions, please complete the attached proxy and lodge it with the Company Secretary, c/o Ms. Lorna Kinsella, State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson’s Quay, Dublin 2, Ireland (fax number +353 1 4161450) not less than 48 hours before the date of the meeting.

If you are in doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager or other professional adviser.

If you have sold or transferred all of your Shares in the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

**EXPECTED TIMETABLE OF PRINCIPAL EVENTS\***

Date of this Circular	27 July 2018
Record date for voting at the AGM	21 August 2018
Latest time and date for receipt of proxy forms	21 August 2018 at 12.00 noon
Annual General Meeting	23 August 2018 at 12.00 noon

\* References to times in this Circular are to Dublin times unless otherwise stated.

**UBS (IRL) ETF PUBLIC LIMITED COMPANY**  
**(the "Company")**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the above Company will be held at State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay, Dublin 2, Ireland on 23 August 2018 at 12.00 noon for the following purposes:-

1. To receive and consider the Directors' Report and the Financial Statements for the year ended 31 December 2017 and the report of PricewaterhouseCoopers ("the auditors") thereon and review of the Company's affairs;
2. To approve the re-appointment of PricewaterhouseCoopers as auditors to the Company;
3. To authorise the directors to fix the remuneration of the auditors; and
4. To authorise the payment of the Directors' remuneration.

Shareholders can obtain the prospectus, the key investor information documents, the latest annual and semi-annual reports together with copies of the Memorandum and Articles of Association on the website [www.ubs.com/etf](http://www.ubs.com/etf) or free of charge from the registered office of UBS AG (the "Manager") or the local representatives in the countries where the Company is registered.

**By order of the Board**

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For and of behalf of  
State Street Fund Services (Ireland) Limited  
Company Secretary

Registered Office:  
78 Sir John Rogerson's Quay  
Dublin 2

Dated this 27<sup>th</sup> day of July 2018

**Note:**

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the company. The instrument appointing a proxy can be obtained from and must be deposited with the Company Secretary, State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay, Dublin 2, Ireland (fax number +353 1 4161450) for the attention of Ms. Lorna Kinsella at least 48 hours before the commencement of the meeting.

**UBS (IRL) ETF PUBLIC LIMITED COMPANY**

**FORM OF PROXY**

**Please fill out this proxy card and return it by post to**

State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay, Dublin 2, Ireland  
for the attention of Ms Lorna Kinsella

**no later than 12:00 noon (Dublin time) on 21 August 2018.**

I/We, \_\_\_\_\_ (insert name)

at \_\_\_\_\_

\_\_\_\_\_ (insert address, see note

1)

with shareholder account number \_\_\_\_\_ (insert account number).

The Shareholders as at the Record Date being a Shareholder of the Company, hereby appoint  
(please tick the appropriate box)

\_\_\_\_\_ (insert name of proxy) or

failing him/her

Lorna Kinsella of State Street Fund Services (Ireland) Limited

Ken Barry of State Street Fund Services (Ireland) Limited

Jacqui Horgan of State Street Fund Services (Ireland) Limited

Ciara Timon of State Street Fund Services (Ireland) Limited

Julieann Byrne of State Street Fund Services (Ireland) Limited

Zuzana Caisova of State Street Fund Services (Ireland) Limited

**as my/our proxy to vote for me/us and on my/our behalf at the AGM** of the Company to be held at the offices of the company secretary, State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay, Dublin 2, Ireland on 23 August 2018 at 12:00 noon (Dublin time) or at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your vote to be cast in respect of the resolutions set out in the Notice convening the AGM. If no specific direction as to voting is given the proxy will vote or abstain from voting at his/her discretion.

<b>Ordinary Resolution</b>	<b>In Favour</b>	<b>Abstain</b>	<b>Against</b>
To receive and consider the Director's Report and the Financial Statements of the Company for the year ended 31 December 2017 and the Report of the Auditors thereon and review of the Company's affairs.			
To re-appoint PricewaterhouseCoopers as Auditors to the Company to hold office until the conclusion of the next general meeting of the Company at which the Financial Statements are laid before the Company.			
To authorise the Directors to fix the remuneration of the Auditors.			
To authorise the Directors to fix the remuneration of the Directors.			

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Name and Address of Shareholder**

**Signed:** \_\_\_\_\_

**Duly Authorised Signatory/Trustee**

**For and on behalf of** \_\_\_\_\_ (Insert name of scheme or fund)

## EXPLANATORY NOTES

1. A Shareholder must insert his full name and registered address in type or block letters. In the case of joint accounts the names of all holders must be stated.
2. If it is desired to appoint some other person as proxy, the name of the proxy must be inserted in the space provided.
3. The Proxy Card must:
  - (a) in the case of any fund or scheme which is a Shareholder the proxy must be signed by a duly authorised signatory or trustee of the fund or scheme;
  - (b) in the case of a corporate Shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorised officer of the corporate Shareholder; and
  - (c) in the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted by the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. To be valid this proxy and any power of attorney under which it is signed must reach the company secretary, State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay, Dublin 2, Ireland c/o Ms Lorna Kinsella not less than forty-eight hours before the time appointed for holding the meeting. Proxy Cards may be returned in the first instance by facsimile to: fax no. 353-1-416 1450. However, the original Proxy Card should be forwarded by mail, to the address set out above.
5. A proxy need not be a Shareholder of the Company but must attend the meeting in person to represent you.