

## Scheme Meeting and Extraordinary General Meeting

UBS ETFs plc

15 October 2019

### **ANNOUNCEMENT**

#### **Scheme Meeting and Extraordinary General Meeting of UBS ETFs plc**

**UBS ETFs Public Limited Company (the "Company") – Announcement of Scheme Meeting and Extraordinary General Meeting in relation to a scheme of arrangement in which it is proposed to change the share settlement structure of the Company to centralise the settlement of shares of all Sub-Funds of the Company within an International Central Securities Depository settlement model ("ICSD+ Model").**

15 October 2019

The purpose of this announcement is to inform you that the directors of the Company (the "**Directors**") are proposing to centralise the settlement of shares of all sub-funds of the Company (as listed below) from the current domestic central securities depository models ("**CSD Model**") to the ICSD+ Model. The ICSD+ Model being a facility operated by Clearstream Banking Luxembourg for issuance in the ICSD market and settlement system, as referred to below. The Directors are proposing to adopt the ICSD+ Model by way of a scheme of arrangement (the "**Scheme**") under Chapter 1 of Part 9 of the Companies Act 2014 of Ireland (the "**Act**").

Subject to the below conditions being met, the Directors anticipate that the effective date for implementing the Scheme will occur in the second quarter of 2020, with the exact date to be fixed by the High Court (the "**Effective Date**"). This date (and any changes or updates to the Scheme timetable) will be announced via stock exchange announcement and will also be available on [www.ubs.com/etf](http://www.ubs.com/etf).

Under the Scheme, which is set out in Part 2 of the circular to the shareholders dated 15 October 2019 (the "**Circular**"), it is proposed to transfer the legal (but not beneficial) interest in all participating shares (as defined in the Circular), to Clearstream Banking S.A., Luxembourg, in the sub-funds of the Company, as at the Effective Date.

If the ICSD+ Model is adopted (i.e. through the Scheme taking effect), this will result in a change to the legal shareholding structure of the Company. However, investors who have a beneficial interest in the shares will continue to hold a beneficial interest in the same number of shares in the same sub-funds of the Company, under the ICSD+ Model, and may continue to exercise their rights in respect of such shares in the same manner.

Adoption of the ICSD+ Model will not change the manner in which investments in the sub-funds are managed.

In particular, shareholders are informed that the trading of the sub-funds shares of the Company on the secondary market managed by Borsa Italiana will continue to be regulated through Monte Titoli S.p.A. as a member of the ICSD settlement system.<sup>1</sup>

In order to become effective, the Scheme must be approved at a Scheme meeting, scheduled to take place on 6 November 2019 (the "**Scheme Meeting**"), by the requisite majority of shareholders, as further described in the Circular. In addition, the requisite shareholders of the Company will need to approve the implementation of the Scheme at an Extraordinary General Meeting ("**EGM**") of the Company that will be held at 32 Molesworth Street, Dublin 2, Ireland, at 10.30am (Irish time) on 6 November 2019 or, if later, as soon thereafter as the Scheme Meeting shall have been concluded or adjourned. The notice convening the EGM, as attached to this announcement under Annex 1, is available, along with the notice convening the Scheme Meeting and the Circular, on [www.ubs.com/etf](http://www.ubs.com/etf).

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<sup>1</sup> Specific to Italian announcement only.

If the Scheme is approved at the Scheme Meeting, the Company will apply to the High Court of Ireland (the "**High Court**") for directions in respect of a High Court hearing to sanction the Scheme, with that final hearing expected to take place in the fourth quarter of 2019.

The results of the Scheme Meeting and of the EGM will be published on or around 6 November 2019 and will also be available on [www.ubs.com/etf](http://www.ubs.com/etf).

All sub-funds of the Company. The asterisk (\*) indicates the sub-funds of the Company listed on Borsa Italiana<sup>2</sup>:

<b>Sub-Fund Name</b>	<b>ISIN</b>
UBS ETFs plc – MSCI USA SF UCITS ETF	<i>IE00B3SC9K16</i>
UBS ETFs plc – MSCI Emerging Markets SF UCITS ETF	<i>IE00B3Z3FS74 (*)</i>
UBS ETFs plc – MSCI AC Asia Ex Japan SF UCITS ETF	<i>IE00B7WK2W23 (*)</i>
UBS ETFs plc – S&P 500 SF UCITS ETF	<i>IE00B4JY5R22</i>
UBS ETFs plc – MSCI ACWI SF UCITS ETF	<i>IE00BYM11J43</i> <i>IE00BYM11K57 (*)</i> <i>IE00BYM11L64</i> <i>IE00BYVDRC61</i> <i>IE00BYVDRD78</i> <i>IE00BYVDRF92</i> <i>IE00BZ2GTT26</i> <i>IE00BD495N16</i> <i>IE00BJXFZ989</i> <i>IE00BYM11M71</i> <i>IE00BYVDRG00</i> <i>IE00BYM11H29 (*)</i>
UBS ETFs plc – CMCI Composite SF UCITS ETF	<i>IE00B50XJX92</i> <i>IE00B58FQX63</i> <i>IE00B58HMN42 (*)</i> <i>IE00B53H0131 (*)</i>
UBS ETFs plc – CMCI Ex-Agriculture SF UCITS ETF	<i>IE00BZ2GV965</i> <i>IE00BYT5CV85</i>

<sup>2</sup> Specific to Italian announcement only.

	IE00BYT5CW92 IE00BYT5CX00
UBS ETFs plc – HFRX Global Hedge Fund Index SF UCITS ETF	IE00B5280Y01 IE00B54DDP56 IE00B53B4246 IE00B53PTF40
UBS ETFs plc – Bloomberg Commodity Index SF UCITS <u>ETF</u>	IE00B598DX38 IE00B58ZM503 IE00B5993T22 IE00B5B3W843
UBS ETFs plc – Bloomberg Commodity CMCI SF UCITS ETF	IE00BYYL VH00 IE00BYYL VJ24 IE00BYYL VK39 IE00BF0V4615

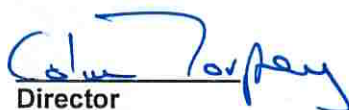
**Further Enquiries**

Please contact: [ol-lsam@ubs.com](mailto:ol-lsam@ubs.com)

Yours faithfully



Director  
for and on behalf of  
UBS ETFs plc



Director  
for and on behalf of  
UBS ETFs plc

-END -

ANNEX 1

NOTICE OF EXTRAORDINARY GENERAL MEETING

UBS ETFs PLC

(the "Company")

Incorporated in Ireland, Registered No.: 484724

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at 32 Molesworth Street, Dublin 2, Ireland on 6 November 2019 at 10.30am (Irish time) (or, if later, as soon thereafter as the Scheme Meeting (as defined in the circular of which this Notice forms part) shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution :

**1 Ordinary Resolution: To approve the Scheme of Arrangement:**

*"THAT, subject to the approval of the Scheme (as defined in the circular issued to shareholders of the Company on 15 October 2019 (the "Circular")) by the requisite majorities at the Scheme Meeting (as defined in the Circular), the Scheme (a copy of which has been produced to this meeting and for the purposes of identification signed by the chairman thereof) in its original form or with or subject to any modification(s), addition(s) or condition(s) approved or imposed by the High Court with the consent of the Company and Clearstream Banking S.A., Luxembourg, be and is hereby approved and the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme into effect."*

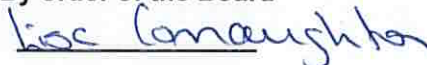
**2 Special Resolution: To adopt new Articles of Association**

*"THAT, subject to the approval of the proposed amendments by the Central Bank of Ireland and with effect from the Effective Date of the Scheme (each as defined in the circular issued to shareholders of the Company on 15 October 2019), the Articles of Association of the Company (which have been produced to this meeting and for the purposes of identification signed by the chairman thereof) be and are hereby adopted as the new Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company."*

Capitalised terms used, but not defined, in this Notice shall bear the meanings given to those terms in the circular of which this Notice forms part.

Dated this 15 October 2019

By order of the Board



Company Secretary