

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.
Incorporated in Ireland with Registered No: 507439
Registered Office
32 Molesworth Street
Dublin 2
Ireland

Notice of Annual General Meeting of the Company

Please find enclosed Notice that the Annual General Meeting ("**AGM**") of the Company will be held on Friday 23 August 2019 at 12.00 p.m. 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 2018 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. Gemma Bannon, MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland 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 26 July 2019

Record date for voting at the AGM 21 August 2019

Latest time and date for receipt of proxy forms 21 August 2019 at 12.00pm

Annual General Meeting Friday 23 August 2019 at 12.00pm

* 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 MFD Secretaries Limited, 32 Molesworth Street Dublin 2 Ireland on Friday 23 August 2019 at 12.00pm for the following purposes:-

1. To receive and consider the Directors' Report and the Financial Statements for the year ended 31 December 2018 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 authorised the payment of the Directors' remuneration.

Shareholders may 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/etfs or free of charge from the registered office of UBS Fund Management (Luxembourg) S.A. (the "**Manager**") or the local representatives in the countries where the Company is registered.

For the shareholders in Austria the prospectus, the supplements, the key investor information documents (KIIDs) and the copies of the Articles of Incorporation of the Company may also be obtained free of charge, and in hardcopy if requested, from the information and paying agent in Austria, Erste Bank der österreichischen Sparkassen AG, Am Belvedere 1, A-1100 Wien.

By order of the Board

For and on behalf of
MFD Secretaries Limited
Company Secretary
Registered Office:
32 Molesworth Street
Dublin 2

Dated this 26 day of July 2019

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, MFD Secretaries Limited, 32 Molesworth Street Dublin 2, Ireland or emailed to mfdsecretaries@maples.com for the attention of Ms. Gemma Bannon 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
MFD Secretaries Limited 32 Molesworth, Street Dublin 2
for the attention of Ms Gemma Bannon
no later than 12:00 (Dublin time) on 21 August 2019.**

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

- Gemma Bannon of MFD Secretaries Limited
- Lisa Connaughton of MFD Secretaries Limited
- Regina Acton of MFD Secretaries Limited
- Sarah O'Callaghan of MFD Secretaries Limited
- Niamh Fox of MFD Secretaries Limited

as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company.

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

	RESOLUTIONS	YES	NO	ABSTAIN
1.	To receive and adopt the Directors' Report and Financial Statements for the period ended 31 December 2018			
2.	To reappoint PricewaterhouseCoopers as the Auditors of the Company			
3.	To authorise the Directors to fix the Remuneration of the Auditors			
4.	To authorised the payment of the Directors' remuneration.			

Signed this day of 2019

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, MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland c/o Ms Gemma Bannon not less than forty-eight hours before the time appointed for holding the meeting. Proxy Cards may be returned in the first instance by email to mfdsecretaries@maples.com with the original to follow by post.

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.