

## Scheme Meeting and Extraordinary General Meeting

UBS (Irl) ETF plc

15 October 2019

### **ANNOUNCEMENT**

#### **Scheme Meeting and Extraordinary General Meeting of UBS (Irl) ETF plc**

**UBS (Irl) ETF 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 11.30am (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).

---

<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 (Irl) ETF plc – MSCI USA UCITS ETF	IE00BYQ00Y50; IE00BYQ00X44; IE00BD4TXS21 (*); IE00B77D4428 (*); IE00BD08DL65
UBS (Irl) ETF plc – MSCI USA Value UCITS ETF	IE00B78JSG98 (*)
UBS (Irl) ETF plc – MSCI World UCITS ETF	IE00B7KQ7B66; IE00BD4TXV59
UBS (Irl) ETF plc – S&P 500 UCITS ETF	IE00B7K93397 (*); IE00BD34DB16; IE00BD34DK07; IE00BD34DL14; IE00BD34DJ91
UBS (Irl) ETF plc – Solactive Global Pure Gold Miners UCITS ETF	IE00B7KMNP07
UBS (Irl) ETF plc – Solactive Global Oil Equities UCITS ETF	IE00B7KMNP07
UBS (Irl) ETF plc – MSCI Australia UCITS ETF	IE00BD4TY451 (*); IE00BD4TY345; IE00BX7RS779;

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

	IE00BWT3KS11 (*); IE00BXDZLNQ90; IE00BXDZNP83; IE00BX7RS555
UBS (Irl) ETF plc – MSCI USA hedged to EUR UCITS ETF	IE00BD4TYG73 (*); IE00BD4TYF66
UBS (Irl) ETF plc – MSCI USA hedged to CHF UCITS ETF	IE00BD4TYL27
UBS (Irl) ETF plc – MSCI EMU Cyclical UCITS ETF	IE00BMP3HJ57
UBS (Irl) ETF plc – MSCI EMU Defensive UCITS ETF	IE00BMP3HL79
UBS (Irl) ETF plc – DJ Global Select Dividend UCITS ETF	IE00BMP3HG27 (*)
UBS (Irl) ETF plc – MSCI United Kingdom IMI Socially Responsible UCITS ETF	IE00BYNQMK61; IE00BMP3HN93; IE00BZ0RTB90; IE00BYNQMM85
UBS (Irl) ETF plc – Factor MSCI USA Quality UCITS ETF	IE00BWT3KN65 (*); IE00BX7RRN62; IE00BXDZNK39; IE00BX7RRJ27 (*)
UBS (Irl) ETF plc – Factor MSCI USA Prime Value UCITS ETF	IE00BWT3KL42; IE00BX7RRC57; IE00BXDZNH00; IE00BX7RR706 (*)
UBS (Irl) ETF plc – Factor MSCI USA Low Volatility UCITS ETF	IE00BWT3KJ20 (*);

	IE00BX7RR250; IE00BXDZNF85; IE00BX7RQY03 (*)
UBS (Irl) ETF plc – Factor MSCI USA Total Shareholder Yield UCITS ETF	IE00BX7RRY77; IE00BWT3KQ96; IE00BXDZNM52; IE00BX7RRT25
UBS (Irl) ETF plc – MSCI USA Select Factor Mix UCITS ETF	IE00BDGV0C91; IE00BDGV0746 (*); IE00BDGV0852; IE00BDGV0415; IE00BDGV0308 (*);
UBS (Irl) ETF plc – MSCI ACWI ESG Universal UCITS ETF	IE00BDQZN774; IE00BDQZN667; IE00BDQZN337; IE00BDQZN550; IE00BYVHJM24; IE00BDQZN113; IE00BDQZMX67
UBS (Irl) ETF plc – MSCI ACWI Socially Responsible UCITS ETF	IE00BDR55F85; IE00BDR55D61; IE00BDR55927 (*); IE00BDR55B48; IE00BDR55703; IE00BDR55364
UBS (Irl) ETF plc – Global Gender Equality	IE00BDR5H412;

UCITS ETF	IE00BDR5H305; IE00BDR5H073 (*); IE00BDR5H297; IE00BDR5GY45; IE00BDR5GV14; IE00BDR5GT91 (*)
UBS (Irl) ETF plc – MSCI World Select Factor Mix UCITS ETF	IE00BFWMMG89 (*)
UBS (Irl) ETF plc – S&P 500 ESG UCITS ETF	IE00BHXMHN35; IE00BHXMHQ65 (*); IE00BHXMHR72; IE00BHXMHL11 (*); IE00BHXMHK04

#### Further Enquiries

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

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.

For the shareholders in Germany 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 Germany, UBS Europe SE, Bockenheimer Landstrasse 2-4, D-60306 Frankfurt am Main.

For the shareholders in Liechtenstein 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 distribution and paying agent in Liechtenstein Liechtensteinische Landesbank AG, Städtle 44, 9490 Vaduz.

Yours faithfully

\_\_\_\_\_  
**Director  
for and on behalf of  
UBS (Irl) ETF plc**

\_\_\_\_\_

**Director  
for and on behalf of  
UBS (Irl) ETF plc**

-END -

## ANNEX 1

### NOTICE OF EXTRAORDINARY GENERAL MEETING

#### UBS (IRL) ETF PLC

(the "Company")

Incorporated in Ireland, Registered No.: 507439

**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 11.30am (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**