

Amsterdam, Wednesday 28 July 2021

Agenda – combined extraordinary General Meeting of Shareholders of VanEck Vectors™ ETFs N.V., an investment company with variable capital (*een beleggingsmaatschappij met veranderlijk kapitaal*), as well as the meetings of holders of shares in Sub-fund F and holders of shares in Sub-fund K (**EGM**), on Wednesday 8 September 2021:

1. Opening
2. Full amendment of the Articles of Association of VanEck Vectors™ ETFs N.V., upon proposal of the meeting of the holder of the priority share (voting item, also for the meetings of holders of shares in Sub-fund F and of holders of shares in Sub-fund K):
 - a. Modernisation and amendment on the basis of currently applicable Dutch legislation, inter alia, regarding the bearer shares represented in the form of a global certificate and the use of electronic means of communication in a general meeting;
 - b. Transitional article for the amendment of the amount and division into the series of ordinary shares in the authorised capital, effective as per a date to be determined by the management board;
 - c. Final Statements regarding:
 - i. an increase of the nominal value and number of ordinary shares in Sub-Fund F (named: VanEck Vectors Global Equal Weight UCITS ETF) (**Shares F**) from EUR 0.01 to EUR 0.02 by consolidation and conversion of the (share premium) reserve (account) attached to the Sub-fund F into new issued Shares F with a nominal value of EUR 0.02 each (which increase of the issued share capital will be paid from the (share premium) reserve (account) of Sub-Fund F), which issue takes place under the condition precedent of the proposed amendment of the Articles of Association;
 - ii. an increase of the nominal value and number of ordinary shares in Sub-Fund K (named: VanEck Vectors Sustainable World Equal Weight UCITS ETF) (**Shares K**) from EUR 0.01 to EUR 0.04 by consolidation and conversion of the (share premium) reserve (account) attached to the Sub-fund K into new issued Shares K with a nominal value of EUR 0.02 each (which increase of the issued share capital will be paid from the (share premium) reserve (account) of Sub-Fund K), which issue takes place under the condition precedent of the proposed amendment of the Articles of Association;
 - iii. which conversion and issue under i. is followed by a decrease of the nominal value per each of the Shares F from EUR 0.02 to EUR 0.01 through a stock split (without reduction of the issued share capital), effective after the issue;
 - iv. which conversion and issue under ii. is followed by a decrease of the nominal value per each of the Shares K from EUR 0.04 to EUR 0.01 through a stock split (without reduction of the issued share capital), effective after the issue;
3. Authorization each director and notariaat Osborne Clarke N.V. to execute the deed of full amendment of the Articles of Association (voting item)
4. Questions
5. Closure

VanEck Vectors™ ETFs N.V. was set up with a so-called umbrella structure (*paraplu structuur*), with its issued capital divided in separate series of ordinary shares, each designated as a Sub-fund. Upon the proposal of the holder of the priority share, this EGM is convened to discuss the intention of the management board to amend the Articles of Association of VanEck Vectors™ ETFs N.V. to modernise its provisions and to change the nominal value of the shares in the Sub-fund F.

Explanatory notes to the agenda item 2: Amendment of the Articles of Association

The amendment of the Articles of Association are to modernise and update the provisions to comply with the applicable laws and regulations of Book 2 of the Dutch Civil Code and the Securities Giro Transactions Act (*Wet Giraal Effectenverkeer*). The changes concern, among other things, the changed provisions regarding bearer shares (*toonder aandelen*) represented in the form of a global share certificate (*verzamelbewijs*) and to allow for participation in meetings by shareholders by electronic means of communication, with a view to the impact of the global pandemic COVID-19 and the revised Shareholders Rights Directive with number 2017/828 (**SRD II**). The amendment enables the possibility of holding any General Meetings virtually and having votes cast electronically.

Pursuant to the Final Statements in the proposed amendment of the Articles of Association, an increase of the nominal value of the Shares F will be effected from EUR 0.01 to EUR 0.02 by consolidation of those shares and, in addition, an increase of the number of Shares F will be effected through conversion of the (share premium) reserve (account) of the Sub-Fund F by doubling the number of Shares F in issue (capital increase), which issue has been decided by the management board and which takes place under the condition precedent of this amendment of the Articles of Association. Furthermore, an increase of the nominal value of the Shares K will be effected from EUR 0.01 to EUR 0.04 by consolidation of those shares as well as an increase in the number of Shares K will be effected by converting the (share premium) reserve (account) of Sub-Fund K by quadrupling the number of Shares K in issue (capital increase), which issue has been decided by the management board and which takes place under the condition precedent of this amendment of the Articles of Association.

In the Final Statements, the nominal value of the Shares F is reduced from EUR 0.02 to EUR 0.01 by means of a conversion and the nominal value of the Shares K is reduced from EUR 0.04 to EUR 0.01 by means of a conversion, which conversions are effected as a stock split in the number of shares outstanding and do not entail a decrease in the amount of the issued capital, so no capital reduction.

In addition to and simultaneously with this resolution to amend the Articles of Association, the holders of Shares F and the holders of Shares K are requested to each adopt a resolution approving this amendment of the Articles of Association with conversions of shares on the basis of the Final Statements and the new transitional article, such in accordance with the text of the proposed amended Articles of Association and with due observance of the provisions of Article 2:121a of the Dutch Civil Code.

The changes in the nominal value of the Shares F and the Shares K and the number of shares in these Sub-Funds F and K are proposed to effect a further optimisation to realise future efficiency improvements and obtain operational advantages based on scale and scope. There will not be any cost increases or other changes that may be regarded as disadvantageous to the shareholders.

The draft Articles of Association ((English) triptych document, divided into three columns with in the first column the current Articles of Association as they now read, in the second column the proposed

amendments in verbatim text and in the third column the explanatory notes thereto, and a Dutch draft deed of amendment) are available at the offices of the company (upon written request by shareholders and/or persons with meetings rights, it will be sent free of charge) and on the website.

Explanatory notes to the agenda item 3: authorisation

In connection with the proposed amendment of the Articles of Association, it is proposed to authorise each director of the company, as well as each (deputy) civil law notary and notarial assistant of Osborne Clarke N.V., (to make adjustments by means of purely textual amendments as necessary and) to sign the draft deed of amendment of the Articles of Association prepared by Osborne Clarke N.V. in Amsterdam and furthermore to do everything that is necessary for that purpose, including any registrations with the Dutch Trade Register.

The management board

VanEck Vectors™ ETFs N.V.