

This annual shareholder report contains important information about Ultra MSCI Japan (the "Fund") for the period of June 1, 2023 to May 31, 2024. You can find additional information about the Fund at https://www.proshares.com/geared_shareholder_reports. You can also request this information by contacting us at 866-776-5125.

What were the Fund's costs for the year?

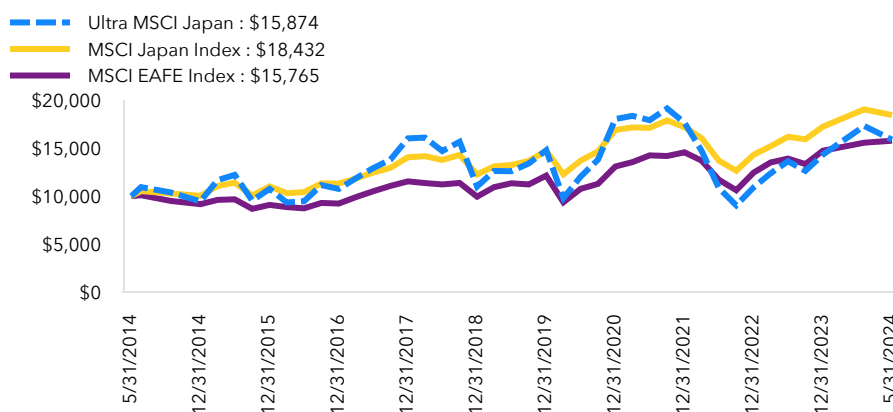
(based on a hypothetical \$10,000 investment)

Ticker	Costs of a \$10,000 investment	Costs paid as a percentage of a \$10,000 investment
EZJ	\$108	0.95%

How Did the Fund Perform Last Year?

Ultra MSCI Japan (the "Fund") seeks daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the MSCI Japan Index (the "Index"). The Fund invests in financial instruments that the Advisor believes, in combination, should produce daily returns consistent with the Fund's investment objective. For the year ended May 31, 2024, the Fund had a total return of 27.15% and an average daily statistical correlation of over 0.99 to twice that of the return of the Index. For the same period, the Index had a total return of 18.63% and a volatility of 15.95%. The index performance was driven by factors such as decent underlying performance plus the depreciation of the Yen drove performance. Primary factors affecting Fund performance include the total return of the securities and derivatives held by the Fund, the performance of the reference assets to which any derivatives are linked, financing rates paid or earned, expenses, transaction costs, the volatility of the Fund's Index (and its impact on compounding), and other miscellaneous factors.

Value Based on a \$10,000 Investment*



* The line graph represents historical performance of a hypothetical investment of \$10,000 in the ProShares Ultra MSCI Japan from May 31, 2014 to May 31, 2024, assuming the reinvestment of distributions.

Average Annual Total Return

Fund/Index Name	One Year	Five Years	Ten Years
Ultra MSCI Japan - NAV	27.15%	6.50%	4.73%
Ultra MSCI Japan - Market Price	27.23%	6.44%	4.73%
MSCI Japan Index	18.63%	7.55%	6.15%
MSCI EAFE Index	18.53%	8.04%	4.60%

Past performance does not guarantee future results. Return calculations assume the reinvestment of distributions and do not reflect taxes that a shareholder would pay on Fund distributions or on the redemption of Fund shares. To obtain performance current to the most recent month please visit www.ProShares.com/

"MSCI" is a service mark of MSCI and has been licensed for use by ProShares. This ETF is not sponsored, endorsed, sold or promoted by MSCI and MSCI makes no representation regarding the advisability of investing in this ETF.

Key Fund Statistics

Net Assets	\$9,271,560
Number of Portfolio Holdings	8
Net Investment Advisory Fees	\$-
Portfolio Turnover Rate	-%

Market Exposure

Investment Type	% of Net Assets
Equity Securities	34%
Swap Agreements	166%
Total	200%

"Market Exposure" includes the value of total investments (including the contract value of any derivatives) and excludes any short-term investments and cash equivalents.

MSCI Japan Index

Composition	% of Index
Industrials	23.2%
Consumer Discretionary	18.4%
Information Technology	15.0%
Financials	14.4%
Health Care	7.8%
Communication Services	6.7%
Consumer Staples	5.3%
Materials	4.1%
Real Estate	2.9%
Utilities	1.2%
Energy	1.0%

Largest Holdings

Company	% of Net Assets
iShares MSCI Japan ETF	34.4%
Repurchase Agreements with various counterparties	28.0%



Ultra MSCI Japan - EZJ

Annual Shareholder Report – May 31, 2024

If you wish to view additional information about the Fund; including but not limited to financial statements or holdings, please visit

ProShares Trust

866-776-5125

www.proshares.com

