Ultra MSCI Brazil Capped

UBR - NYSE Arca

Annual Shareholder Report - May 31, 2024



This annual shareholder report contains important information about Ultra MSCI Brazil Capped (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?

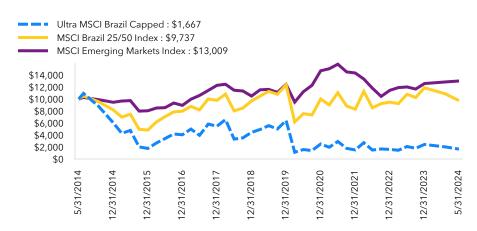
(based on a hypothetical \$10,000 investment)

Ticker	Costs of a \$10,000 investment	Costs paid as a percentage of a \$10,000 investment
UBR	\$97	0.95%

How Did the Fund Perform Last Year?

Ultra MSCI Brazil Capped (the "Fund") seeks daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the MSCI Brazil 25/50 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 4.31% 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 11.16% and a volatility of 20.66%. The index performance was driven by factors such as middling commodity prices which supported Brazilian equity performance. Primary factors affecting Fund performance include the total return of the 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 Brazil Capped from May 31, 2014 to May 31, 2024, assuming the reinvestment of distributions.

Average Annual Iotal Return				
Fund/Index Name	One Year	Five Years	Ten Years	
Ultra MSCI Brazil Capped - NAV	4.31%	-19.66%	-16.40%	
Ultra MSCI Brazil Capped - Market Price	4.02%	-19.70%	-16.75%	
MSCI Brazil 25/50 Index	11.16%	-0.21%	0.65%	
MSCI Emerging Markets Index	12.39%	3.54%	2.66%	

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	\$3,268,377	
Number of Portfolio Holdings	7	
Net Investment Advisory Fees	\$	
Portfolio Turnover Rate	-%	

Market Ex	posure
Investment Type	% of Net Assets
Swap Agreements	200%
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.

Largest	Hold	lings
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Company	% of Net Assets
Repurchase Agreements with various counterparties	78.3%

MSCI Brazil 25/50 Index			
Composition	% of Index		
Financials	26.2%		
Energy	22.2%		
Materials	17.3%		
Utilities	10.1%		
Industrials	8.5%		
Consumer Staples	8.0%		
Health Care	2.5%		
Consumer Discretionary	2.3%		
Communication Services	2.1%		
Information Technology	0.8%		



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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

