

This annual shareholder report contains important information about Ultra Materials (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?

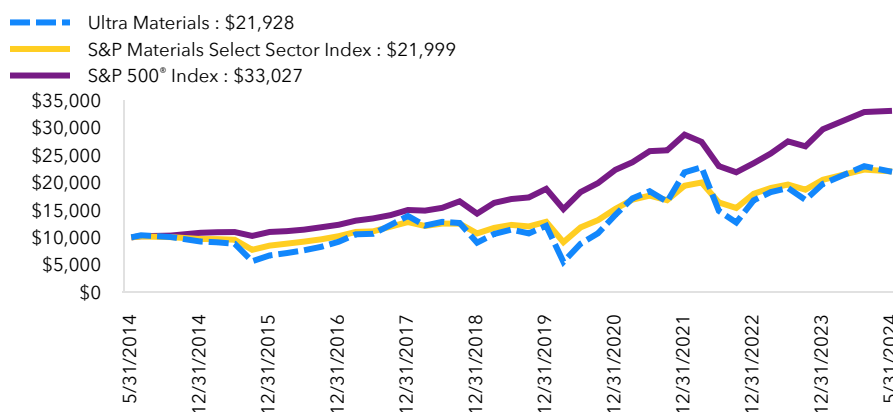
(based on a hypothetical \$10,000 investment)

Ticker	Costs of a \$10,000 investment	Costs paid as a percentage of a \$10,000 investment
UYM	\$115	0.95%

How Did the Fund Perform Last Year?

Ultra Materials (the "Fund") seeks daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the S&P Materials Select Sector 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 41.07% 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 24.59% and a volatility of 14.44%. The index performance was driven by factors such as a cyclical recovery following the pandemic. 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 Materials 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 Materials - NAV	41.07%	19.38%	8.17%
Ultra Materials - Market Price	40.19%	19.32%	8.14%
S&P Materials Select Sector Index	24.59%	14.03%	8.68%
S&P 500 [®] Index	28.19%	15.79%	12.68%

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/

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Key Fund Statistics

Net Assets	\$45,058,883
Number of Portfolio Holdings	34
Net Investment Advisory Fees	\$213,282
Portfolio Turnover Rate	2%

Market Exposure

Investment Type	% of Net Assets
Equity Securities	74%
Swap Agreements	126%
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.

S&P Materials Select Sector Index

Composition	% of Index
Chemicals	65.3%
Metals & Mining	18.1%
Containers & Packaging	9.8%
Construction Materials	6.8%

Largest Holdings

Company	% of Net Assets
Linde plc	15.2%
Freeport-McMoRan, Inc.	5.4%
Sherwin-Williams Co. (The)	5.1%
Air Products and Chemicals, Inc.	4.3%
Ecolab, Inc.	4.2%
Newmont Corp.	3.5%
Nucor Corp.	3.0%
Dow, Inc.	2.9%
Corteva, Inc.	2.8%
Martin Marietta Materials, Inc.	2.5%



Ultra Materials - UYM

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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

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www.proshares.com



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