

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

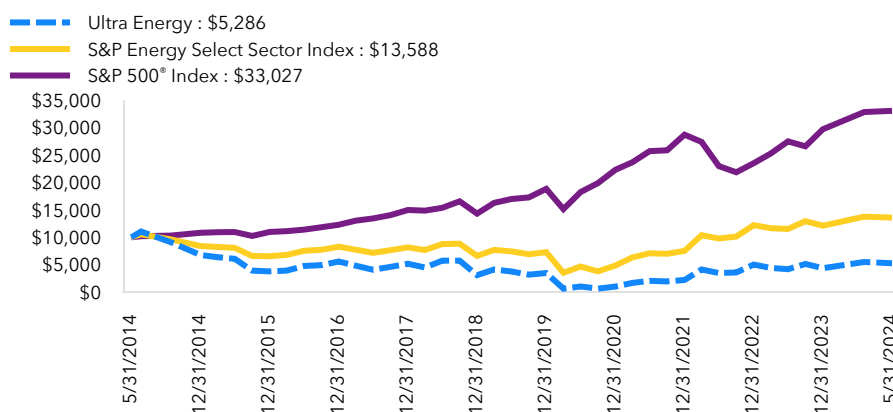
(based on a hypothetical \$10,000 investment)

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

How Did the Fund Perform Last Year?

Ultra Energy (the "Fund") seeks daily investment results, before fees and expenses, that correspond to two times (2x) the daily performance of the S&P Energy 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 42.26% 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 25.97% and a volatility of 18.29%. The index performance was driven by factors such as volatile, though ultimately higher, oil prices and lingering inflation. 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 Energy 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 Energy - NAV	42.26%	10.50%	-6.18%
Ultra Energy - Market Price	42.64%	10.57%	-6.04%
S&P Energy Select Sector Index	25.97%	15.37%	3.85%
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	\$118,897,387
Number of Portfolio Holdings	30
Net Investment Advisory Fees	\$779,121
Portfolio Turnover Rate	22%

Market Exposure

Investment Type	% of Net Assets
Equity Securities	72%
Swap Agreements	128%
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 Energy Select Sector Index

Composition	% of Index
Oil, Gas & Consumable Fuels	91.9%
Energy Equipment & Services	8.1%

Largest Holdings

Company	% of Net Assets
Exxon Mobil Corp.	19.3%
Chevron Corp.	12.5%
ConocoPhillips	6.1%
EOG Resources, Inc.	3.2%
Schlumberger NV	2.9%
Marathon Petroleum Corp.	2.9%
Phillips 66	2.7%
Valero Energy Corp.	2.4%
Williams Cos., Inc. (The)	2.2%
ONEOK, Inc.	2.1%



Ultra Energy - DIG

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

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www.proshares.com

