

普徠仕（盧森堡）系列基金  
Société d'Investissement à Capital Variable  
註冊辦事處：European Bank and Business Center  
6, route de Trèves, L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B82218  
(以下簡稱“本公司”)

年度股東大會通知  
普徠仕（盧森堡）系列基金

盧森堡，2022年5月16日

親愛的股東，

謹此通知，根據2021年12月17日盧森堡法律(及隨時之修訂)關於延伸召開公司和其他法人組織會議的措施，本公司將透過委託之方式，於歐洲中部時間2022年6月17日下午3.00召開年度股東大會（「股東大會」）。

**議程：**

1. 通過已查核之年度帳務（下稱「已查核年度財務報表」），包括截至2021年12月31日止財務年度之董事會報告書與公司法定稽核 PricewaterhouseCoopers 報告書（下稱「法定稽核報告」）。PricewaterhouseCoopers 係根據盧森堡大公國的法律組織之 Société Coopérative，註冊地址為 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg，並於盧森堡貿易和公司登記處 (Registre de Commerce et des Sociétés) 以編號 B65477 註冊（下稱「法定稽核」）。
2. 解除本公司法定稽核與董事截至2021年12月31日止財務年度之職務。
3. 重新任命 Emma Beal 女士、Freddy Brausch 先生、Caron Ditchburn 女士（Carter）、Helen Ford 女士、Justin T. Gerbereux 先生、Scott Eric Keller 先生、Louise Ellen Lenel 女士（McDonald）和 Tracey McDermott 女士為董事，任期至下一次年度股東大會通過截至2022年12月31日財務年度之已查核年度報表為止。
4. 確認及接受 Robert Higginbotham 先生辭去本公司董事職務，自2021年10月28日（「生效日」）起生效，並免除其自委任之日起至生效日之職責。
5. 重新任命法定稽核(PricewaterhouseCoopers)為本公司之法定稽核，任期至下一次年度股東大會通過截至2022年12月31日財務年度之已查核年度財務報表為止。PricewaterhouseCoopers 係根據盧森堡大公國的法律組織之 Société Coopérative，註冊地址為 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg，並於盧森堡貿易和公司登記處 (Registre de Commerce et des Sociétés) 以編號 B65477 註冊。
6. 依據董事會之建議，以配息之方式分配淨收益，並追認截至2021年12月31日止財務年度的股息配發。
7. 其他認為適合提交大會討論之事項。

中譯文僅供參考，請以英文版本為主

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**表決:**

上述議案之表決並未要求法定出席人數，各項議案獲得出席或委任出席股數簡單多數決之支持，即表決通過。

**表決安排:**

根據 2021 年 12 月 17 日發佈之盧森堡法律(及其隨時之修訂)關於延伸召開公司和其他法人組織會議的措施，本公司決定，股東僅得經由全權委任股東大會主席來表達其表決意向，股東大會主席將依您在附件之委任書中的指示來行使表決權。因此，僅有依委任書之方式而為之投票會被納入考量，親自出席會議將不被允許。

為了您的方便及有效的投票，請填寫附件的委任書，並透過電子郵件於歐洲中部時間 2022 年 6 月 16 日下午 5 點前發送至 [Luxembourg.Company.Admin@jpmorgan.com](mailto:Luxembourg.Company.Admin@jpmorgan.com)。另外，如果您能將簽署之正本郵寄到以下地址，我們將不勝感激：

J.P. Morgan SE – Luxembourg Branch  
Attn: Ms Anna Kiliszek  
European Bank and Business Center  
6H, route de Trèves  
L-2633 Senningerberg  
Grand-Duchy of Luxembourg

如本次股東會因任何原因延期，本委任書仍將持續有效。

以上依據董事會命令發佈



**T. ROWE PRICE FUNDS SICAV**  
**Société d'Investissement à Capital Variable**  
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**Grand Duchy of Luxembourg**  
**R.C.S. Luxembourg B82218**  
**(the "Company")**

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**Notice of Annual General Meeting of Shareholders of**  
**T. Rowe Price Funds SICAV**

Luxembourg, 16 May 2022

Dear Shareholder,

Notice is hereby given that the annual general meeting (the "**Meeting**") of the Company will be held on **17 June 2022 at 15:00 CET** by proxy pursuant to the Luxembourg law of 17 December 2021, as amended from time to time, extending the measures on the holding of meetings in companies and other legal entities.

**AGENDA:**

1. Approval of the audited annual accounts ("**Audited Annual Accounts**"), including the report of the Board of Directors of the Company (the "**Report of the Board of Directors**") and the report of PricewaterhouseCoopers, organised as a Société Coopérative under the laws of the Grand Duchy of Luxembourg with registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B65477 (the "**Statutory Auditor**"), as the statutory auditor of the Company (the "**Report of the Statutory Auditor**"), for the financial year of the Company ended 31 December 2021.
2. Discharge of the Statutory Auditor and each of the Directors of the Company for the performance of their duties carried out for the financial year ended 31 December 2021.
3. Re-appointment of Ms Emma Beal, Mr Freddy Brausch, Ms Caron Ditchburn (Carter), Ms Helen Ford, Mr Justin T. Gerbereux, Mr Scott Eric Keller, Ms Louise Ellen Lenel (McDonald) and Ms Tracey McDermott as Directors of the Company until the next annual general meeting of shareholders of the Company approving the Audited Annual Accounts for the financial year ending on 31 December 2022.
4. Acknowledgement and acceptance of the resignation of Mr Robert Higginbotham as Director of the Company effective as of 28 October 2021 (the "**Effective Date**") and granting him discharge for the performance of his duties from the date of his appointment until the Effective Date.
5. Re-appointment of the Statutory Auditor as statutory auditor of the Company, PricewaterhouseCoopers, organised as a *Société Coopérative* under the laws of the Grand Duchy of Luxembourg with registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B65477 until the next annual general meeting of the shareholders of the Company approving the Audited Annual Accounts for the financial year ending 31 December 2022.

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6. Allocation of the net results in compliance with the proposal(s) of the Board of Directors in the form of dividend payments and ratification of the dividends distributed during the financial year ended 31 December 2021.
7. Consideration of such other business as may be properly brought before the Meeting.

**VOTING:**

Resolutions on the abovementioned agenda will require no quorum and the resolutions will be passed by a simple majority of the shares present or represented at the Meeting.

**VOTING ARRANGEMENTS:**

Pursuant to and in accordance with the Luxembourg law of 17 December 2021, as amended from time to time, extending measures concerning the holding of meetings of companies and other legal entities, the Company has determined that **shareholders may only express their votes by granting a proxy to the chairman of the Meeting (with full power of substitution)**, who will exercise your voting rights in accordance with your instructions by means of the enclosed proxy form. Consequently, only the votes cast by way of proxy will be taken into consideration and physical attendance at the Meeting will not be allowed.

To be valid, the proxy form, which is enclosed for your convenience, must be completed and sent to the attention of Ms Anna Kiliszek by email to [Luxembourg.Company.Admin@jpmorgan.com](mailto:Luxembourg.Company.Admin@jpmorgan.com) by 17:00 CET on 16 June 2022. We would be grateful if you could send the signed original by mail to the following address:

J.P. Morgan SE – Luxembourg Branch  
Attn: Ms Anna Kiliszek  
European Bank and Business Center  
6H, route de Trèves  
L-2633 Senningerberg  
Grand-Duchy of Luxembourg

The Proxy will remain in force if the Meeting, for whatever reason, is postponed.

**By order of the Board of Directors**



中譯文僅供參考，請以英文版本為主

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**普徠仕（盧森堡）系列基金**  
**(以下簡稱“本公司”)**

**PROXY FORM**  
**委任書格式**

I / We the undersigned \_\_\_\_\_, being the shareholder(s) of the Company, and with respect to my/our shares held in the Company hereby give irrevocable proxy to the chairman of the annual general meeting of shareholders of the Company (the “**Meeting**”) with full power of substitution, to represent me/us at the Meeting to be held **on 17 June 2022 at 15:00 CET**, and at any adjournment thereof, in order to deliberate upon the agenda as indicated below.

本人/我們\_\_\_\_\_係普徠仕（盧森堡）系列基金（下稱「本公司」）之股東，茲此就本人/我們登記持有之公司股份，不可撤銷地全權委任股東大會主席為本人/我們的委任代表人，代表出席於歐洲中部時間 2022 年 6 月 17 日下午 3:00 舉行的年度股東大會及其任何延會，以處理下列議案。

*If you want to vote in a certain way on the resolutions specified, please indicate with an “X” in the spaces below. If you appoint a Proxy and you do not indicate with an “X” in the spaces below how you wish your votes to be cast, the Proxy will vote ‘for’ in favour of the resolutions specified. The Proxy can also do this on any other resolution that is put to the Meeting.*

如果您想以某種方式對指定的決議進行表決，請在下面的空格中以“X”表示。如果您指定了受託代理人，但您沒有在下面的空格中以“X”表示您希望如何進行表決，則受託代理人將投票「贊成」指定的決議。受託代理人也可以對向會議提出的任何其他議案為此項執行。

Direction to your Representative  
對受託代理人之指示如下

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**AGENDA**  
**議案**

<b>Resolution 1</b> 議案 1	<p>Approval of the audited annual accounts (“<b>Audited Annual Accounts</b>”), including the report of the Board of Directors of the Company (the “<b>Report of the Board of Directors</b>”) and the report of PricewaterhouseCoopers, organised as a Société Coopérative under the laws of the Grand Duchy of Luxembourg with registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B65477 (the “<b>Statutory Auditor</b>”), as the statutory auditor of the Company (the “<b>Report of the Statutory Auditor</b>”), for the financial year of the Company ended 31 December 2021.</p> <p>通過已查核之年度帳務（下稱「已查核年度財務報表」），包括截至 2022 年 12 月 31 日止財務年度之董事會報告書與公司法定稽核 PricewaterhouseCoopers 報告書（下稱「法定稽核報告」）。PricewaterhouseCoopers 係根據盧森堡大公國的法律組織之 Société Coopérative，註冊地址為 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg，並於盧森堡貿易和公司登記處 (Registre de Commerce et des Sociétés) 以編號 B65477 註冊（下稱「法定稽核」）。</p>						
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<b>Resolution 2</b> 議案 2	<p>Discharge of the Statutory Auditor and each of the Directors of the Company for the performance of their duties carried out for the financial year ended 31 December 2021.</p> <p>解除本公司法定稽核與董事截至 2021 年 12 月 31 日止財務年度之職務。</p>						
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<b>Resolution 3</b> 議案 3	<p>Re-appointment of Ms Emma Beal, Mr Freddy Brausch, Ms Caron Ditchburn (Carter), Ms Helen Ford, Mr Justin T. Gerbereux, Mr Scott Eric Keller, Ms Louise Ellen Lenel (McDonald) and Ms Tracey McDermott as Directors of the Company until the next annual general meeting of shareholders of the Company approving the Audited Annual Accounts for the financial year ending on 31 December 2022.</p> <p>重新任命 Emma Beal 女士、Freddy Brausch 先生、Caron Ditchburn 女士 (Carter)、Helen Ford 女士、Justin T. Gerbereux 先生、Scott Eric Keller 先生、Louise Ellen Lenel 女士 (McDonald) 和 Tracey McDermott 女士為董事，任期至下一次年度股東大會通過截至 2022 年 12 月 31 日財務年度的已查核年度報表為止。</p>						
	<table><tr><td>For 贊成</td><td>Against 反對</td><td>Abstain 棄權</td></tr><tr><td style="text-align: center;"><input type="checkbox"/></td><td style="text-align: center;"><input type="checkbox"/></td><td style="text-align: center;"><input type="checkbox"/></td></tr></table>	For 贊成	Against 反對	Abstain 棄權	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Resolution 4</b> 議案 4	<p>Acknowledgement and acceptance of the resignation of Mr Robert Higginbotham as Director of the Company effective as of 28 October 2021 (the “Effective Date”) and granting him discharge for the performance of his duties from the date of his appointment until the Effective Date.</p> <p>確認及接受 Robert Higginbotham 先生辭去本公司董事職務，自 2021 年 10 月 28 日（「生效日」）起生效，並免除其自委任之日起至生效日之職責。</p>						
	<table><tr><td>For 贊成</td><td>Against 反對</td><td>Abstain 棄權</td></tr><tr><td style="text-align: center;"><input type="checkbox"/></td><td style="text-align: center;"><input type="checkbox"/></td><td style="text-align: center;"><input type="checkbox"/></td></tr></table>	For 贊成	Against 反對	Abstain 棄權	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<b>Resolution 5</b> 議案 5	<p>Re-appointment of the Statutory Auditor as statutory auditor of the Company, PricewaterhouseCoopers, organised as a Société Coopérative under the laws of the Grand Duchy of Luxembourg with registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (<i>Registre de Commerce et des Sociétés</i>) under number B65477, until the next annual general meeting of shareholders of the Company approving the Audited Annual Accounts for the financial year ending 31 December 2022.</p> <p>重新任命法定稽核(PricewaterhouseCoopers)為本公司之法定稽核，任期至下一次年度股東大會通過截至 2022 年 12 月 31 日財務年度之已查核年度財務報表為止。PricewaterhouseCoopers 係根據盧森堡大公國的法律組織之 Société Coopérative，註冊地址為 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg，並於盧森堡貿易和公司登記處 (Registre de Commerce et des Sociétés) 以編號 B65477 註冊。</p>						

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	For 贊成 <input type="checkbox"/>	Against 反對 <input type="checkbox"/>	Abstain 棄權 <input type="checkbox"/>
<b>Resolution 6</b> <b>議案 6</b>	Allocation of the net results in compliance with the proposal(s) of the Board of Directors in the form of dividend payments and ratification of the dividends distributed during the financial year ended 31 December 2021. 依據董事會之建議，以配息之方式分配淨收益，並追認截至 2021 年 12 月 31 日止財務年度的股息配發。		
	For 贊成 <input type="checkbox"/>	Against 反對 <input type="checkbox"/>	Abstain 棄權 <input type="checkbox"/>
<b>Resolution 7</b> <b>議案 7</b>	Consideration of such other business as may be properly brought before the Meeting. 其他認為適合提交大會討論之事項。		
	For 贊成 <input type="checkbox"/>	Against 反對 <input type="checkbox"/>	Abstain 棄權 <input type="checkbox"/>

**Notes:**

**註記：**

Pursuant to and in accordance with the considerations of the Luxembourg law of 17 December 2021, as amended from time to time, shareholders who are entitled to vote at the Meeting are required to appoint the chairman of the Meeting as their proxy to attend and vote on their behalf.

根據 2021 年 12 月 17 日盧森堡法律(及其隨時之修訂)，有權在會議上投票的股東須委任會議主席作為其受託代理人出席並代表投票。

The Proxy holder is furthermore authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy and to proceed in accordance with the requirements of Luxembourg law.

受託代理人並被授權為任何聲明、投票表決、簽署所有會議記錄和其他文件，及為完成和履行本委任書依照盧森堡法律的要求所需之合法、必要或有用的行動。

To be valid, this signed form of proxy must be received before the commencement of the Meeting at the registered office of the Company, FAO Ms Anna Kiliszek, Company Administration Department, by email to [Luxembourg.Company.Admin@jpmorgan.com](mailto:Luxembourg.Company.Admin@jpmorgan.com).



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此已簽署之委任書必須在會議前以電子郵件發送至  
Luxembourg.Company.Admin@jpmorgan.com 的公司註冊辦事處、FAO 公司行政部的 Anna  
Kiliszek 女士收到，方可生效。

Please also forward the original form by post to the following address:  
請將委任書正本郵寄至以下地址：

J.P. Morgan SE – Luxembourg Branch  
Attn: Ms Anna Kiliszek  
European Bank and Business Center  
6H, route de Trèves  
L-2633 Senningerberg  
Grand-Duchy of Luxembourg

The present proxy will remain in force if the Meeting, for whatever reason, is postponed.  
如本次股東會因任何原因延期，本委任書仍將持續有效。

Made in ..... dated this ..... 2022.  
日期

\_\_\_\_\_  
Authorised Signature(s)<sup>1</sup>  
有權簽章

**Account Number:** \_\_\_\_\_  
帳號

<sup>1</sup> It is not necessary for the signature(s) to be notarised. 此處之簽署無需經公證。

\_\_\_\_\_

