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 6c, route de Trèves, L-2633 Senningerberg

Grand Duchy of Luxembourg R.C.S. Luxembourg: B82218

(以下簡稱「本公司」)

本公司年度股東大會通知

盧森堡, 2023年5月4日

親愛的股東,

謹此通知,本公司之年度股東大會(下稱「本會議」)將於歐洲中部時間 2023 年 6 月 7 日下午 3:00 於本公司之註冊辦公室召開。

本會議之議程如下:

議程:

- 1. 通過經查核之年度帳務(下稱「經查核年度財務報表」),包括截至 2022 年 12 月 31 日止財務年度之本公司董事會報告書(下稱「董事會報告書」),及本公司法定稽核 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 Société s)以編號 B65477 註冊(下稱「法定稽核」)。
- 2. 解除本公司法定稽核,及各董事截至 2022 年 12 月 31 日止財務年度之職務。
- 3. 重新指派 Freddy Brausch 先生、Caron Ditchburn 女士(Carter)、Helen Ford 女士、Arif Husain 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 2023 年 12 月 31 日財務年度的經查核年度報表為止,並重新指派 Emma Beal 女士或指派 Beal 女士之繼任者 Nick Trueman 擔任本公司之董事,惟尚待盧森堡金融業監督委員會(CSSF)核准,任期至下一次年度股東大會通過截至 2023 年 12 月 31 日財務年度之經查核年度報表為止。
- 4. 確認及接受 Justin Gerbereux 先生辭去本公司董事職務,自 2023 年 1 月 24 日(下稱「生效日」)起生效,並免除其自指派之日起至生效日之職責。
- 5. 重新指派法定稽核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 2023 年 12 月 31 日財務年度之經查核年度財務報表為止。
- 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 2022 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。

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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:

如您無法親自出席並希望派代表出席,您有權指派代理人為您投票,就此,我們附上委託書供您參閱。為了您的方便及有效的投票,附件委任書,必須於歐洲中部時間 2023 年 6 月 6 日下午 5:00 前填寫完成、簽署並透過電子郵件發送與本公司秘書 Luxembourg.company.secretarial@jpmorgan.com。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: Company Secretarial European Bank and Business Center 6H, Route de Trèves L-2633 Senningerberg Grand-Duchy of Luxembourg

如本會議因任何原因延期,本委託書仍將持續有效。

以上依據本公司董事會命令發佈

T. ROWE PRICE FUNDS SICAV

Société d'Investissement à Capital Variable
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(the "Company")
普徠仕(盧森堡) 系列基金
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PROXY FORM 委託書格式

I / We the undersigned		, being the shareholder(s) of
the Company, and with	respect to my/our shares held in th	e Company hereby give irrevocable proxy to
		(insert name) or to the chairman
of the annual general i	meeting of shareholders of the Co	mpany (the "Meeting") with full power of
		on 7 June 2023 at 3:00 pm CET, and at any
adjournment thereof, in	order to deliberate upon the agend	a as indicated below (the "Proxyholder").
本人/我們		本人/ 我們登記持有之公司股份,不可撤
銷地全權委任	(填入姓名)或股東	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 2023 年 6 月 7 日下午 3:00 舉	行的年度股東大會(下稱「 本會議 」)
及其任何延會,以處理	里下列議案(下稱「受託代理人」	

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 Proxyholder and you do not indicate with an "X" in the spaces below how you wish your votes to be cast, the Proxyholder will vote 'for' in favour of the resolutions specified. The Proxyholder 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 Proxyholder 對受託代理人之指示如下

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(以下簡稱「本公司」)

AGENDA 議案

Resolution 1 議案 1	the report of the Board of D Directors") and the report coopérative under the laws office at 2, rue Gerhard Luxembourg, and registered (Registre de Commerce et	Directors of the Company (the tof Pricewaterhouse Coopers of the Grand Duchy of L. Mercator, L-2182 Luxer des Sociétés) under numbauditor of the Company (the	nual Accounts"), including the "Report of the Board of the Statutory the "Report of the Statutory the Taylor of the Statutory the Board of	
	PricewaterhouseCoopers	務 年 度 之 董 事 會 報 台 報 告 書 (下 稱 「 法 係 根 據 盧 森 堡 大 公 國 2, rue Gerhard Mercator, L 於盧森堡貿易和公司登記	告書與公司法定稽核 定稽核報告」)。 的法律組織之 société 2182 Luxembourg, Grand 處 (Registre de Commerce	
	For 贊成	Against 反對	Abstain 棄權	
Resolution 2 議案 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 on 31 December 2022.			
	解除本公司法定稽核與董	事截至 2022 年 12 月 31 日	止財務年度之職務。	
	For 贊成	Against 反對	Abstain 棄權	

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普徠仕(盧森堡)系列基金
(以下簡稱「本公司」)

Resolution 3 議案 3	Ford, Mr Arif Husain, Mr and Ms Tracey McDermo general meeting of shareh Accounts for the financial of Ms Emma Beal or apport Director of the Company standu Secteur Financier (CSS of the Company approving ending on 31 December 20 重新指派 Freddy Brausch 女士、Arif Husain 先生(McDonald)和 Tracey M 通過截至 2023 年 12 月 Emma Beal 女士或指派 Bett尚待盧森堡金融業監督	ddy Brausch, Ms Caron Dit Scott Eric Keller, Ms Louis It as Directors of the Compolders of the Company appryear ending on 31 December intment of Ms Beal's replaced be	te Ellen Lenel (McDonald) pany until the next annual coving the Audited Annual er 2023 and re-appointment ement Mr Nick Trueman as Commission de Surveillance ral meeting of shareholders unts for the financial year 生(Carter)、Helen Ford Louise Ellen Lenel 女士期至下一次年度股東大會度報表為止,並重新指派man 擔任本公司之董事,期至下一次年度股東大會	
	For贊成	Against 反對	Abstain 棄權	
Resolution 4 議案 4	Director of the Company of and granting him discharge appointment until the Effect		O23 (the "Effective Date") duties from the date of his	
		ux 先生辭去本公司董事職 效,並免除其自指派之日起		
	For 贊成	Against 反對	Abstain 棄權	
Resolution 5 議案 5	the next annual general me	utory Auditor as statutory au eeting of sharcholders of th for the financial year ending	e Company approving the	
	重新指派法定稽核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 2023 年 12 月 31 日財務年度之經查核年度財務報表為止。			

T. ROWE PRICE FUNDS SICAV

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普徠仕(盧森堡)系列基金

野徠仕(盧森堡)系列基3 (以下簡稱「本公司」)

	x=			
	For贊成	Against 反對	Abstain 棄權	
Resolution 6 議案 6		payments and ratification of the	proposal(s) of the Board of Directo ne dividends distributed during the	rs in
	依據董事會之建議, 務年度的股息配發。		,並追認截至 2022 年 12 月 31 日	止財
	For 贊成	Against 反對	Abstain 棄權	
Resolution 7	Consideration of such	other business as may be pro	perly brought before the Meeting. \$	美他
議案7	認為適合提交大會討	論之事項。		
	For 贊成	Against 反對	Abstain棄權	

The Proxyholder 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. The Proxyholder may specifically attend any adjourned meeting having the same agenda, in the event of it being impossible for the first meeting to be validly held, take part in all discussions, express any vote on any resolution in connection with the agenda of the adjourned meeting and, for the purposes stated above, approve and sign any deeds, minutes and documents, appoint a substitute and in general do whatever may be necessary or useful for the implementation of this form of proxy, promising ratification.

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託書依照盧森堡法律的要求所需之合法、必要或有用的行動。於首次會議無法有效召開之情況下,受託代理人得特定出席任何具有相同議程之延期會議、參與所有討論、對延期會議議程相關之任何決議進行表決,並出於上述目的下,同意及簽署任何契約、議事錄及文件、指派代理人、並一般性地為任何可能必要或有用之行為,以執行此委託書、承諾核准。

Notes:

註記:

To be valid, this proxy form, must be completed, signed and sent to the attention of Company Secretarial by email to Luxembourg.company.secretarial@jpmorgan.com by 5:00 pm CET on 6 June 2023.

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(以下簡稱「本公司」)

此已填寫完成並簽署之委託書,必須於歐洲中部時間 2023 年 6 月 6 日下午 5:00 前,以電子郵件發送與本公司秘書 Luxembourg.company.secretarial@jpmorgan.com,方可生效。

We would be grateful if you could send the signed original by mail to the following address: 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: Company Secretarial European Bank and Business Center 6H, Route de Trèves L-2633 Senningerberg Grand-Duchy of Luxembourg

The present proxy will re如本會議因任何原因延			ason, is postponed.
Made in 於 2023 年	簽署	dated this	 2023.
Authorised Signature(s) ¹ 有權簽章		_	
Account Number: 帳號			
¹ It is not necessary for the s	signature(s) to l	be notarised.	
此處之簽署無需經公證。			

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Notice of the Annual General Meeting of the shareholders of the Company

Luxembourg, 04 May 2023

Dear Shareholder,

Notice is hereby given that the annual general meeting (the "Meeting") of the Company, which will be held on 7 June 2023 at 3:00 pm CET at the registered office of the Company.

The agenda of the Meeting will be as follows:

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 on 31 December 2022.
- 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 on 31 December 2022.
- 3. Re-appointment of Mr Freddy Brausch, Ms Caron Ditchburn (Carter), Ms Helen Ford, Mr Arif Husain, 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 the shareholders of the Company approving the Audited Annual Accounts for the financial year ending on 31 December 2023 and re-appointment of Ms Emma Beal or appointment of Ms Beal's replacement Mr Nick Trueman as Director of the Company subject to the approval of the Commission de Surveillance du Secteur Financier (CSSF) until the next annual general meeting of shareholders of the Company approving the Audited Annual Accounts for the financial year ending on 31 December 2023.
- 4. Acknowledgement and acceptance of the resignation of Justin Gerbereux as Director of the Company effective as of 24 January 2023 (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 until the next annual general meeting of the shareholders of the Company approving the Audited Annual Accounts for the financial year ending on 31 December 2023.

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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 on 31 December 2022.
- 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:

Should you be unable to attend the Meeting in person and wish to be represented, you are entitled to appoint a proxy to vote instead of you and in this regard, we have enclosed a proxy form for your attention. To be valid, the proxy form, which is enclosed for your convenience, must be completed, signed and sent to the attention of Company Secretarial by email to Luxembourg.company.secretarial@jpmorgan.com by 5:00 pm CET on 6 June 2023. We would be grateful if you could send the signed original by mail to the following address:

J.P. Morgan SE – Luxembourg Branch Attn: Company Secretarial 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 of the Company

Société d'Investissement à Capital Variable
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(the "Company")

PROXY FORM

I / We the unde the Company, a			_, being the shareholder(s) of eby give irrevocable proxy to sert name) or to the chairman
substitution, to	represent me/us at the Meetin	lers of the Company (the "N	Ieeting ") with full power of at 3:00 pm CET, and at any
spaces below. I how you wish yo	f you appoint a Proxyholder our votes to be cast, the Proxy	and you do not indicate with	e indicate with an "X" in the an "X" in the an "X" in the spaces below ir of the resolutions specified. The Meeting is the many specified is the meeting.
Direction to Pro	oxyholder		
		<u>AGENDA</u>	
Resolution 1	the report of the Board of I Directors") and the report coopérative under the law office at 2, rue Gerhard Luxembourg, and registere (Registre de Commerce et Auditor"), as the statutory	nual accounts ("Audited And Directors of the Company (the ret of PricewaterhouseCoopers of the Grand Duchy of Lu Mercator, L-2182 Luxer d with the Luxembourg Trace des Sociétés) under numbe auditor of the Company (the lyear of the Company ended	e "Report of the Board of its, organised as a société exembourg with registered abourg, Grand Duchy of ite and Companies Register it B65477 (the "Statutory" "Report of the Statutory"
	For	Against	Abstain
Resolution 2		Auditor and each of the Dir duties carried out for the fi	
	For	Against	Abstain

Société d'Investissement à Capital Variable Registered Office: European Bank and Business Center 6c, route de Trèves, L-2633 Senningerberg Grand Duchy of Luxembourg

Grand Duchy of Luxembourg R.C.S. Luxembourg: B82218 (the "Company")

Resolution 3	Ford, Mr Arif Husain, Mr S and Ms Tracey McDermot general meeting of shareho Accounts for the financial y of Ms Emma Beal or appoin Director of the Company sul du Secteur Financier (CSSF	Idy Brausch, Ms Caron Ditch Scott Eric Keller, Ms Louise t as Directors of the Compa- lders of the Company appro- year ending on 31 December of the Ms Beal's replaced bject to the approval of the Com- ty until the next annual general the Audited Annual Accounts	Ellen Lenel (McDonald) any until the next annual ving the Audited Annual 2023 and re-appointment nent Mr Nick Trueman as mmission de Surveillance al meeting of shareholders	
	For	Against	Abstain	
Resolution 4	Director of the Company et	ceptance of the resignation ffective as of 24 January 202 for the performance of his dive Date.	3 (the "Effective Date")	
	For	Against	Abstain	
Resolution 5	the next annual general me	tory Auditor as statutory aud teting of shareholders of the or the financial year ending of	Company approving the	
	For	Against	Abstain	
Resolution 6		in compliance with the proports and ratification of the dividecember 2022.		ors in
	For	Against	Abstain	
Resolution 7	Consideration of such other	business as may be properly	prought before the Meeting.	
	For	Against	Abstain	

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The Proxyholder 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. The Proxyholder may specifically attend any adjourned meeting having the same agenda, in the event of it being impossible for the first meeting to be validly held, take part in all discussions, express any vote on any resolution in connection with the agenda of the adjourned meeting and, for the purposes stated above, approve and sign any deeds, minutes and documents, appoint a substitute and in general do whatever may be necessary or useful for the implementation of this form of proxy, promising ratification.

Notes:

To be valid, this proxy form, must be completed, signed and sent to the attention of Company Secretarial by email to Luxembourg.company.secretarial@jpmorgan.com by 5:00 pm CET on 6 June 2023.

We would be grateful if you could send the signed original by mail to the following address:

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The present proxy will remain in force if the Meeting, for whatever reason, is postponed
Made in
Authorised Signature(s) ¹
Account Number:
¹ It is not necessary for the signature(s) to be notarised.