

T. ROWE PRICE FUNDS SICAV
Société d'Investissement à Capital Variable
Registered Office: European Bank and Business Center
6C, route de Trèves, L-2633 Senningerberg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 82 218

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

Senningerberg, May 07, 2021

Dear Shareholder,

Notice is hereby given that the **Annual General Meeting** (the “Meeting”) of **T. Rowe Price Funds SICAV** (the “Company”) will be held on **Friday June 04, 2021 at 11.30 a.m. CET** at 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg with the following agenda:

AGENDA:

1. Approval of the Audited Annual Accounts (“Audited Annual Accounts”) including the Report of the Board of Directors’ and the Report of the Statutory Auditor of the Company for the financial year ended December 31, 2020.
2. Discharge of the Statutory Auditor and Directors of the Company for the performance of their duties carried out for the financial year ended December 31, 2020.
3. Re-appointment of Ms Emma Beal, Ms Caron Carter- Ditchburn, Ms Helen Ford, Mr Justin T. Gerbereux, Mr Robert Higginbotham, Mr Scott Keller, Ms Louise McDonald-Lenel, and Mr Alfred Brausch as Directors of the Company until the next Annual General Meeting of Shareholders of the Company for the financial year ending on December 31, 2021.
4. Appointment of Ms. Tracey McDermott as Director of the Company until the next Annual General Meeting of Shareholders of the Company for the financial year ending on December 31, 2021 and subject to the approval of the Luxembourg Commission de Surveillance du Secteur Financier (CSSF).
5. Re-appointment of the Statutory Auditor of the Company, PricewaterhouseCoopers Société Coopérative, until the next Annual General Meeting of Shareholders of the Company approving the Audited Annual Accounts for the financial year ending December 31, 2021.
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 December 31, 2020.
7. Consideration of such other business as may properly be brought before the Meeting.

T. ROWE PRICE FUNDS SICAV

VOTING

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

VOTING ARRANGEMENTS

Pursuant to and in accordance with the Grand Ducal Regulation of 25 November 2020 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, who will exercise your voting rights in accordance with your instructions by means of the proxy form.

Should you be unable to be personally present at the Meeting 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. In such instance, we would be grateful if you could sign the proxy form where indicated, return a copy by fax to arrive no later than 3.00 p.m. CET on **Wednesday June 02, 2021** marked for the attention of Ms Kerin Hercules to fax number + 352 46 26 85 825 or by email to Luxembourg.Company.Admin@jpmorgan.com.

Please also forward the original form by post to the following address:

J.P. Morgan Bank Luxembourg S.A.,
Attn: Ms Kerin Hercules
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.

Should you have any questions regarding the above, please do not hesitate to contact Ms Kerin Hercules on +352 462685552.

The approved Audited Annual Accounts will be made available at the registered office of the Company following the meeting.

By order of the Board of Directors

PROXY FORM

I / We the undersigned _____ being a shareholder(s) of the **T. Rowe Price Funds SICAV** (the “Company”), and with respect to my/our shares held on the Register of the Company hereby give irrevocable proxy to _____ or to the Chairman of the Meeting with full power of substitution, to represent me/us at the **Annual General Meeting of Shareholders** of the Company (the “Meeting”) to be held on **Friday June 04 2021 at 11:30 a.m. CET** and at any adjournment thereof in order to deliberate upon the following agenda:

		In Favour	Against
Resolution 1	Approval of the Audited Annual Accounts (“Audited Annual Accounts”) including the Report of the Board of Directors’ and the Report of the Statutory Auditor of the Company for the financial year ended December 31, 2020.		
Resolution 2	Discharge of the Statutory Auditor and Directors of the Company for the performance of their duties carried out for the financial year ended December 31, 2020.		
Resolution 3	Re-appointment of Ms Emma Beal, Ms Caron Carter-Ditchburn, Ms Helen Ford, Mr Justin T. Gerbereux, Mr Robert Higginbotham, Mr Scott Keller, Ms Louise McDonald-Lenel, and Mr Alfred Brausch as Directors of the Company until the next Annual General Meeting of Shareholders of the Company for the financial year ending on December 31, 2021.		
Resolution 4	Appointment of Ms. Tracey McDermott as Director of the Company until the next Annual General Meeting of Shareholders of the Company for the financial year ending on December 31, 2021 and subject to the approval of the Luxembourg Commission de Surveillance du Secteur Financier (CSSF).		
Resolution 5	Re-appointment of the Statutory Auditor of the Company, PricewaterhouseCoopers Société Coopérative, until the next Annual General Meeting of Shareholders of the Company approving the Audited Annual Accounts for the financial year ending on December 31, 2021.		
Resolution 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 December 31, 2020.		
Resolution 7	Consideration of such other business as may properly be brought before the Meeting.		

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.

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

Made in _____ dated this _____, 2021

Authorised Signature¹ _____

¹ It is not necessary for the signature(s) to be notarised.

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 B 82 218

普徠仕（盧森堡）系列基金
年度股東大會通知

Senningerberg, 2021 年 5 月 7 日

親愛的股東，

謹此通知，普徠仕（盧森堡）系列基金（下稱「本公司」）訂於歐洲中部時間 2021 年 6 月 4 日星期五上午 11.30 在 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg 舉行年度股東大會（下稱「股東會」）討論以下議程：

議程：

1. 通過查核後年度帳務資料（下稱「查核後年度帳務資料」），包括截至 2020 年 12 月 31 日止之財政年度之董事會報告書與公司法定會計師報告書。
2. 解任本公司法定會計師與董事截至 2020 年 12 月 31 日止財政年度之職務。
3. 重新委任 Emma Beal 女士、Caron Carter-Ditchburn 女士、Helen Ford 女士、Justin T. Gerbereux 先生、Robert Higginbotham 先生、Scott Keller 先生、Louise McDonald-Lenel 女士與 Alfred Brausch 先生為本公司董事，任期至截至 2021 年 12 月 31 日止財政年度的下屆本公司年度股東大會為止。
4. 委任 Tracey McDermott 女士為本公司董事，任期至截至 2021 年 12 月 31 日止財政年度的下屆本公司年度股東大會為止，惟需經盧森堡證券金融監督委員會 (CSSF) 核可。
5. 重新委任 PricewaterhouseCoopers Société Coopérative 擔任本公司的法定會計師，任期至截至 2021 年 12 月 31 日止財政年度的下屆本公司年度股東大會，並通過該年度查核後年度帳務資料為止。
6. 依董事會建議之配息方式，分配營運淨業績，並追認截至 2020 年 12 月 31 日止財政年度的已配發股息。
7. 考慮其他依規定提交大會討論之事務。

普徠仕（盧森堡）系列基金

表決

本次年度股東大會之議案表決未要求法定參與人數，各項議案於獲得親自及委任出席股數的簡單多數決支持，即表決通過。

表決安排

根據 2020 年 11 月 25 日發布之 Grand Ducal Regulation，有關各公司或法定事業體所召開之股東會，本公司決議股東僅可經由委任股東大會主席來表達表決意向，股東大會主席將依您在委任書中的指示來行使表決權。

如您無法親自參加股東會並希望由代表出席，您有權利指定委任代表替您表決。於此附上委任書供您參酌。在此情況下，請您在委任書標示處簽字，並於下列時間前傳真送回：歐洲中部時間 **2021 年 6 月 2 日星期三**下午 3:00，並標註 Kerin Hercules 女士為收件人，傳真號碼+352 46 26 85 825；或是電郵至 Luxembourg.Company.Admin@jpmorgan.com。

請亦將委任書簽字正本郵寄至以下地址：

J.P. Morgan Bank Luxembourg S.A.

收件人：Kerin Hercules 女士

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緣故延期，本委託書仍將持續有效。

如對以上事項有任何疑問，歡迎隨時聯繫 Kerin Hercules 女士，電話為+352 462685552。

通過後之查核後年度帳務資料可於股東會後於本公司的註冊辦事處取得。

奉董事會之命發布

代表委任書

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，不可撤銷地委任_____或股東大會主席為本人/我們在公司於歐洲中部時間 2021 年 6 月 4 日星期五上午 11:30 將舉行的年度股東大會（下稱「股東會」）及其任何續會之全權受委代表，以處理下列議案：

		贊成	反對
決議案 1	通過查核後年度帳務資料（「查核後年度帳務資料」），包括截至 2020 年 12 月 31 日止財政年度之董事會報告書與公司法定會計師報告書。	<input type="checkbox"/>	<input type="checkbox"/>
決議案 2	解任公司法定會計師與董事截至 2020 年 12 月 31 日止財政年度之職務。	<input type="checkbox"/>	<input type="checkbox"/>
決議案 3	重新委任 Emma Beal 女士、Caron Carter-Ditchburn 女士、Helen Ford 女士、Justin T. Gerbereux 先生、Robert Higginbotham 先生、Scott Keller 先生、Louise McDonald-Lenel 女士與 Alfred Brausch 先生為本公司董事，任期至截至 2021 年 12 月 31 日止財政年度的下屆本公司年度股東大會為止。	<input type="checkbox"/>	<input type="checkbox"/>
決議案 4	委任 Tracey McDermott 女士為本公司董事，任期至截至 2021 年 12 月 31 日止財政年度的下屆本公司年度股東大會為止，惟需經盧森堡證券金融監督委員會(CSSF)核可。	<input type="checkbox"/>	<input type="checkbox"/>
決議案 5	重新委任 PricewaterhouseCoopers Société Coopérative 擔任本公司的法定會計師，任期至截至 2021 年 12 月 31 日止財政年度的下屆年度股東大會，並通過該年查核後年度帳務資料為止。	<input type="checkbox"/>	<input type="checkbox"/>
決議案 6	依董事會建議之配息方式，分配營運淨業績，並追認截至 2020 年 12 月 31 日止財政年度的已配發股息。	<input type="checkbox"/>	<input type="checkbox"/>
決議案 7	考慮其他依規定提交大會討論之事務。	<input type="checkbox"/>	<input type="checkbox"/>

委託書持有人為完成及落實本次委託，獲授權依盧森堡法律之規定作出各項聲明、參與各項表決、簽署所有股東會議事錄與其他文件，並執行一切對此委託屬合法、必要或有所助益之行動。

如本次會議因任何原因延期，本委任書仍將持續有效。

特於 2021 年_____於_____委任

授權人簽字¹ _____

¹ 此處簽字無需經公證。
