

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.
