



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

Senningerberg, May 07, 2021

IMPORTANT – This notice is important and requires your immediate attention. If you have any questions about the content of this notice, you should seek independent professional advice.

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.

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 queries in relation to this matter, please do not hesitate to contact the Hong Kong Representative at 6/F, Chater House, 8 Connaught Road Central, Hong Kong (Tel: +852 2536 7800).

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.	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>
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).	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Consideration of such other business as may properly be brought before the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

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
股東週年大會通告

重要提示 – 本通告乃重要文件，務須閣下即時垂注。如閣下對本通告的內容有任何疑問，應尋求獨立專業意見。

親愛的股東：

茲通告普徠仕(盧森堡)系列（「本公司」）的股東週年大會（「大會」）將於 **2021 年 6 月 4 日星期五上午 11 時 30 分（歐洲中部時間）** 在 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg 舉行，大會議程如下：

議程：

1. 批准截至 2020 年 12 月 31 日止財政年度的經審核年度賬目（「經審核年度賬目」），包括董事會報告及本公司的法定核數師的報告。
2. 解除本公司的法定核數師及董事履行彼等就截至 2020 年 12 月 31 日止財政年度履行的職責之責任。
3. 再度委任 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 女士及 Alfred Brausch 先生為本公司截至 2021 年 12 月 31 日止財政年度的董事，直至本公司下一個股東週年大會為止。
4. 委任 Tracey McDermott 女士為本公司截至 2021 年 12 月 31 日止財政年度的董事，直至本公司下一個股東週年大會為止，惟須經盧森堡金融業監管委員會（CSSF）批准。
5. 再度委任 PricewaterhouseCoopers Société Coopérative 為本公司截至 2021 年 12 月 31 日止財政年度的法定核數師，直至本公司下一個股東週年大會批准經審核年度賬目為止。
6. 遵照董事會的建議以股息派付的方式分配淨業績及追認於截至 2020 年 12 月 31 日止財政年度內已分派的股息。
7. 考慮其他可能在大會上正式提呈審議的事務。

表決

股東週年大會議程上的決議案將沒有法定人數規定，各決議案將由親身或由代表出席大會的過半數股份通過。

投票安排

根據及按照大公國法規於 2020 年 11 月 25 日有關擴展公司及其他法律實體舉行會議的措施，本公司已決定股東僅可透過向大會主席授予委託進行投票，由大會主席按照閣下透過代表委任表格作出的指示行使閣下的投票權。

倘若閣下未能親身出席大會，並擬由代表出席，閣下有權委任受委代表代閣下投票，為此，我們已隨附一份代表委任表格以供閣下垂注。在該情況下，謹請閣下在代表委任表格的指定位置簽署，並以傳真形式交回代表委任表格的副本及在不遲於 2021 年 6 月 2 日星期三下午 3 時正（歐洲中部時間）送達，註明傳真收件人為 Kerin Hercules 女士（傳真號碼：+ 352 46 26 85 825 或電郵至：Luxembourg.Company.Admin@jpmorgan.com）。

亦請將表格正本以郵寄發送至以下地址：

收件人：Kerin Hercules 女士
J.P. Morgan Bank Luxembourg S.A.,
European Bank and Business Center,
6H, Route de Trèves,
L-2633 Senningerberg,
Grand-Duchy of Luxembourg.

如大會因任何理由而押後舉行，代表委任表格將仍然有效。

閣下如對上文有任何疑問，請隨時聯絡香港代表，地址為香港中環干諾道中 8 號遮打大廈 6 樓（電話：+852 2536 7800）。

已批准的經審核年度賬目將於大會後在本公司的註冊辦事處可供索取。

承董事會命

Senningerberg，2021 年 5 月 7 日

代表委任表格

本人/吾等，即下述簽署人 _____ 為**普傑仕(盧森堡)系列**（「本公司」）的股東，茲就本人/吾等在本公司的股東名冊持有的股份委託 _____ 或大會主席並給予完全的代替權力，以代表本人/吾等出席本公司將於 **2021 年 6 月 4 日星期五上午 11 時 30 分（歐洲中部時間）**舉行的**股東週年大會**及其任何延會，就以下議程進行審議：

		贊成	反對
決議案 1	批准截至 2020 年 12 月 31 日止財政年度的經審核年度賬目（「經審核年度賬目」），包括董事會報告及本公司的法定核數師的報告。		
決議案 2	解除本公司的法定核數師及董事履行彼等就截至 2020 年 12 月 31 日止財政年度履行的職責之責任。		
決議案 3	再度委任 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 女士及 Alfred Brausch 先生為本公司截至 2021 年 12 月 31 日止財政年度的董事，直至本公司下一個股東週年大會為止。		
決議案 4	委任 Tracey McDermott 女士為本公司截至 2021 年 12 月 31 日止財政年度的董事，直至本公司下一個股東週年大會為止，惟須經盧森堡金融業監管委員會（CSSF）批准。		
決議案 5	再度委任 PricewaterhouseCoopers Société Coopérative 為本公司截至 2021 年 12 月 31 日止財政年度的法定核數師，直至本公司下一個股東週年大會批准經審核年度賬目為止。		
決議案 6	遵照董事會的建議以股息派付的方式分配淨業績及追認於截至 2020 年 12 月 31 日止財政年度內已分派的股息。		
決議案 7	考慮可能在大會上正式提呈審議的其他事務。		

受委代表獲進一步授權根據盧森堡法律作出任何聲明投出所有票、簽署所有會議紀錄及其他文件、作出及繼續作出就履行及實行當前的代表委任表格而言屬合法、必要或有效的所有行動。

如大會因任何理由而押後舉行，當前的代表委任表格將仍然有效。

日期：2021 年 _____ 月 _____ 日

地點：_____

獲授權簽署¹ _____

¹ 簽署無須經過公證。