

T. ROWE PRICE FUNDS SICAV
Société d'Investissement à Capital Variable
Registered Office: European Bank and Business Center
6, route de Trèves, L-2633 Senningerberg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B82218
(the "Company")

**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 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