

**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: B82218**  
**(the “Company”)**

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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](mailto: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**