

**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**

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

Senningerberg, March 23, 2020

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 April 24, 2020 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, 2019.
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, 2019.
3. Re-appointment of Mr Robert Higginbotham, Ms Emma Beal, Mr Jeremy Fisher, Ms Helen Ford, Mr Justin T. Gerbereux and Mr Ian Hoddy as Directors of the Company until the next Annual General Meeting of Shareholders of the Company for the financial year ending on December 31, 2020.
4. Appointment of Mr Scott Keller, Ms Louise McDonald, Ms Caron Carter 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, 2020 and subject to the approval of the aforementioned appointments by the Luxembourg regulator, the *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, 2020.
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, 2019.
7. Consideration of such other business as may properly be brought before the Meeting.

# T. ROWE PRICE FUNDS SICAV

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## 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

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 Thursday April 23, 2020 marked for the attention of Mr Achim Hübner (fax number + 352 46 26 85 825 or email Luxembourg.Company.Admin@jpmorgan.com).

Please also forward the original form to the following address:

J.P. Morgan Bank Luxembourg S.A.,  
Attn: Mr Achim Hübner  
European Bank and Business Center,  
6H, Route de Trèves,  
L-2633 Senningerberg,  
Grand-Duchy of Luxembourg.

Those shareholders wishing to attend in person are requested to notify the above-mentioned person no later than Monday April 20, 2020.

A draft version of the Annual Accounts will be available for review at the Registered Office or by request at the above-mentioned address as of April 10, 2020.

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 Mr Achim Hübner on +352 34 10 2208.

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**