

檔 號：

保存年限：

## 萬寶證券投資顧問股份有限公司 函

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發文日期：中華民國109年3月23日

發文字號：寶基字第1090000015號

速別：普通件

密等及解密條件或保密期限：

附件：1. 普信(盧森堡)系列基金股東常會開會通知書中英文

2. 股東常會委託書中英文

3. 普信(盧森堡)系列基金特別股東常會開會通知書中英文

4. 特別股東常會委託書中英文

主旨：謹通知普信(盧森堡)系列基金訂於2020年4月24日舉行年度股東常會及特別股東常會，請 查照。

說明：

一、普信(盧森堡)系列基金(T. Rowe Price Funds SICAV)訂於2020年4月24日中歐時間(CET)上午11時30分，於登記辦公室處所舉行年度股東常會，並就以下議程進行討論及表決：

(一)通過本公司截至2019年12月31日為止之會計年度，經會計師查核的年度帳冊，包含董事會報告書及會計師查核報告書。

(二)解任本公司截至2019年12月31日為止之會計年度，已完成職責的董事及法定會計師。

(三)重新指派Robert Higginbotham、Emma Beal、Jeremy Fisher、Helen Ford、Justin T. Gerbereux和Ian Hoddy，擔任本公司截至2020年12月31日為止之會計年度的董事，任期至本公司下一屆股東常會為止。

(四)指派Scott Keller、Lousise McDonald、Caron Carter、Alfred Brausch擔任本公司截至2020年12月31日為止之會計年度的董事，任期至本公司下一屆股東常會為止，此任命須經盧森堡監管機構金融監督委員會(CSSF)核准。

(五)重新指派PricewaterhouseCoopers Société Coopérative 擔任本公司截至2020年12月31日為止之會計年度的法定會計師，任期至本公司下一屆股東常會通過該年之年度查核帳冊後為止。

(六)依董事會建議之配息方式，分配營運淨成果，並追認至2019年12月31日為止之會計年度的已配發股利。

(七)討論其他依規定提交大會討論之議案。

二、除上述事項外，另附上年度股東常會通知書、委託書表格及其中譯本，請惠予參考。

三、股東常會委託書填寫以英文版為主，中文版僅供參考使用。請在隨附的英文版委託書上由有權人簽署並註明日期，於2020年4月23日中歐時間(CET)下午3時之前，將填寫完整的委託書傳真至+352 46 26 85 825，或E-mail Luxembourg.Company.Admin@jpmorga.com註明：Achim Huebner收，並將委託書簽字正本郵寄至以下收件人地址：Mr. Achim Huebner J.P Morgan Bank Luxembourg S.A European Bank and Business Center, 6H, route de Treves L- 2633 Senningerberg, Grand-Duchy of Luxembourg。

四、普信(盧森堡)系列基金(T.Rowe Price Funds SICAV)訂於2020年4月24日中歐時間(CET)下午3時30分，於登記辦公室處所舉行特別股東常會，並就以下議程進行討論及表決：

(一)修改公司章程之第4條「註冊辦事處」：增加「董事會應安排對這些條款進行修改來反映另一個辦事處的移轉」。

(二)從第6條和第11條中刪除所有對無記名股票和相關憑證部分，並刪除第7條「遺失和受損的憑證」。

(三)在第9條「股東常會」中原本為「根據盧森堡法律，股東年度大會應於每年舉行，本公司股東會將於每年四月的最後一個星期五上午11:30在盧森堡大公國Niederanven地區之本公司的註冊辦事處舉行，或在會議通知中指定的盧森



堡其他地方舉行。如果該日不是盧森堡營業日（「營業日」指在盧森堡的銀行營業之日），股東常會應在盧森堡的下一個營業日舉行」。修改為「根據盧森堡法律，股東常會應於每年舉行，依據本章程第二十四條，本公司股東常會應於會計年度結束後六個月內，在盧森堡大公國Niederanven地區之本公司註冊辦事處舉行，或在會議通知中指定的盧森堡其他地方舉行」。

(四)修改第10條「法定人數和投票」，增加「董事會可中止任何違反法律、法規、要求和任何管轄規範或其他不利影響或損害公司的稅務狀況、註冊、良好地位或一般聲譽，或在董事會的判斷下，將導致公司或任何基金遭受重大或法律方面不利的影響。股東可能永久或暫時剝奪行使其全部或部分投票權的權利。此約束將知會公司並對相關股東和公司具有約束力」。

(五)修改第11條「大會通知」，增加「此外，可以刊登通知於盧森堡一間在當地發行的報紙Recueil Electronique des Sociétés et Associations，以及刊登通知在董事會決議的其他報紙上。董事會可以在會議召開至少15天之前做出決定。在這種情況下，股東將在會議召開至少八天前收到依《1915年法律》發送的通知，但無證據顯示必須遵守此法律」。

(六)修改第13條「董事會議程」：(i) 將「每個董事使用的電纜，電報，電訊，電子郵件或電傳」的相關文字替換為「每個董事目前使用的電子郵件或任何其他電信方法」；(ii) 刪除以下句子「董事會可不時地依公司行政和管理需求，任命公司的高級管理人員、包括總經理、秘書、副總，助理秘書或其他的高級職員」；(iii) 增加「董事會可設立一個或多個委員會。該委員會的組成和權力，其成員的任命，罷免，薪酬和任期，以及其議事規則該由董事會

決定。董事會應負責監督委員會的活動」；(iv)刪除「董事會也可以將某些權力，權限和決定權下放給由其認為適合的一個或多人（無論是否為董事會中之成員）組成的任何委員會並行使其權力，權限或決定權，委員會的任何委員會會議若未達法定人數不得舉行，除非出席會議的人中大多數是公司的董事成員」。

(七)第15條「投資政策的決策」中，將「由OECD另一成員國」改為「承如基金公開說明書所揭露之歐盟非成員國（包括但不限於OECD會員國，G20成員國，香港或新加坡）」。

(八)將第16條「董事利益」的現行文字重修，並加上以下新內容：「任何與本公司直接或間接有財務上的利益衝突者，必須由董事會審議，並在會議記錄中針對其發言做完整記錄，利益衝突之董事不能參與這些審議。在下屆股東會議中，在將決議相關案件付諸表決前，應就任何董事可能與本公司利益相衝突的交易作出特別報告。如果相關交易屬於公司的日常業務，並且在正常的市場條件下依迴避利益原則進行，則前款不適用。除非其利益衝突之董事（或如果董事是法人，其董事，經理，高級職員或雇員中的任何一位），也是另一交易端的董事，經理，合夥人，成員，股東，高級職員或雇員，否則公司與任何其他一方的交易均不會受到影響。上文所述之相關董事若有與公司簽訂任何契約者，其合約與業務，均不得因從屬關係而禁止投票或採取任何被阻礙行為」。

(九)第22條第2款(vi)項「淨資產價值的決定」修改如下：

「交換(SWAPS)將依據對應有價證券（於營業結束日或當日中）之公允價值及交換(SWAPS)之條件進行估值」。

(十)第28條「擺盪定價（稀釋調整）」增加以下措詞：「擺盪定價旨在透過降低公司收益被稀釋的負面影響，來保護所有股東的利益。相較於計算基金淨值時所用的市價中間



值，基金買入或賣出標的證券所實際支出的總成本，有可能較高，也可能較低。令兩者出現差距的因素主要有買賣交易資費、買價與賣價差幅、手續費、其他市場及買賣操作因素等。這些差距經過時間的累積若不作處理，並且予以反映在基金淨值的計算上，那麼對基金股份持有人的權益恐將造成傷害。為消弭這種所謂「稀釋」效果之影響起見，我們在任何營業日上只要確認某基金股份的買賣交易，將會令其難以對標的證券作重大之買進或賣出操作，那麼我們會儘速將基金淨值調整到最能真確反映相關交易所實際應有之價格及成本的水準；這種處理方式通稱擺盪定價，而調整之金額則稱為擺盪因數，市場條件及交易數量不同，則因數大小亦將隨之而有不同，這表示稀釋調整數隨時都在變動中。一般來說，擺盪定價程序的應用是適用於所有基金上，以何種原則作為擺盪定價程序的基礎，包括後台作業的應用，淨申購/贖回相關的觸發水位，以及擺盪定價的數學計算方式，都會定期做檢視。我們很難準確推測價格擺盪會出現在什麼時間點，但大致上可以說，當基金股份申購交易量較大時，淨值大半會往上作調整；反之當基金股份贖回交易量較大時，淨值大半會往下作調整。要估計擺盪定價發生的原因，還是要看有價證券本身的性質與市場狀況。相關的調整機制在公司最新的公開說明書有所揭露，這些機制隨時都有可能做調整並定期做檢視」。

- 五、特別股東常會委託書填寫以英文版為主，中文版僅供參考使用。請在隨附的英文版委託書上由有權人簽署並註明日期，於2020年4月23日中歐時間(CET)下午5時之前，將填寫完整的委託書傳真至+352 46 26 85 825，或Email Luxembourg.Company.Admin@jpmorga.com註明：Achim Huebner收，並將委託書簽字正本郵寄至以下收件人地址：Mr. Achim Huebner J.P Morgan Bank Luxembourg S.A European Bank

and Business Center, 6H, route de Treves L- 2633  
Senningerberg, Grand-Duchy of Luxembourg。

六、銷售機構暨投資人亦可把上述之委託書正本於2020年4月15日下午5時之前（台灣時間）郵寄至本公司基金作業事務部。

地址：10486台北市中山區松江路87號4樓一基金作業事務部收。

七、如對年度股東常會及特別股東常會通知書或隨附的文件有任何疑問，煩請與本公司聯絡。

正本：中國信託商業銀行股份有限公司、遠東國際商業銀行股份有限公司、安泰商業銀行股份有限公司、台新國際商業銀行股份有限公司、凱基證券股份有限公司、基富通證券股份有限公司、統一綜合證券股份有限公司、元大證券股份有限公司、容海國際證券投資顧問股份有限公司、上海商業儲蓄銀行股份有限公司、鉅亨證券投資顧問股份有限公司、中租證券投資顧問股份有限公司

副本：

總經理 李麗鶴

**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](mailto: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**



## 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, 24 April 2020 at 11:30 a.m. CET** and at any adjournment thereof in order to deliberate upon the following agenda:

		In Favour	Against
<b>Resolution 1</b>	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.	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	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.	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	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.	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	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 <i>Commission de Surveillance du Secteur Financier</i> (CSSF).	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	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, 2020.	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b>	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.	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b>	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 \_\_\_\_\_, 2020

Authorised Signature<sup>1</sup> \_\_\_\_\_

<sup>1</sup> It is not necessary for the signature(s) to be notarised.

**T. ROWE PRICE FUNDS SICAV**  
**Société d'Investissement à Capital Variable**  
**6C, route de Trèves**  
**L-2633 Senningerberg**  
**Grand-Duché de Luxembourg**  
**RCS Luxembourg B 82 218**

**NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**

Luxembourg, 23 March, 2020

Dear Shareholder,

An extraordinary meeting of shareholders of the T. Rowe Price Funds SICAV (the "Company") will be held at 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg at 3:30 pm C.E.T. on 24 April 2020 (the "Meeting"), for the purpose of considering and voting upon amendments to the articles of incorporation of the Company (the "Articles") as proposed in the agenda below.

The changes are mainly prompted by the introduction of the 2017 reform of the Luxembourg company law of 1915 that provides more flexibility to the articles of incorporation and by the need to align the provisions of the articles of incorporation to those of the prospectus of the fund.

**AGENDA**

- 1- To amend article 4 "REGISTERED OFFICE", by the insertion of the sentence *"The Board shall arrange that these Articles are amended to reflect a transfer to another commune."*
- 2- To delete of all the references to the bearer shares and the related certificates from articles 6 and 11 and deletion of article 7 "Lost and Damaged Certificates"
- 3- To replace in article 9 "GENERAL MEETINGS" the sentence *"The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in the commune of Niederanven in the Grand-Duchy of Luxembourg at the registered office of the Company, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, on the last Friday of the month of April of each year at 11.30 a.m.. If such day is not a business day ("Business Day") (being a day on which the banks in Luxembourg are open for business) in Luxembourg, the annual general meeting shall be held on the next following Business Day in Luxembourg."* with the following sentence *"The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in the commune of Niederanven in the Grand-Duchy of Luxembourg at the registered office of the Company, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, within six months of the Company's accounting year end as determined in Article 24 hereof."*
- 4- To amend article 10 "QUORUM AND VOTES" by the insertion of the sentence *"The Board may suspend the voting rights attached to all Shares held by a Shareholder who is in breach of any law, regulation, or requirement or any jurisdiction or otherwise adversely affects or prejudices the tax status, residence, good standing or general reputation of the Company or who could in the Board's judgement, otherwise cause the Company or any Fund to suffer material or legal disadvantage. A Shareholder may individually undertake not to exercise, permanently or temporarily, all or part of its voting rights. Such a waiver binds the relevant Shareholder and the Company as from its notification to the Company."*

- 5- To amend article 11 "CONVENING NOTICE" by the insertion of the sentence  
*"Alternatively, notice may be published in the Recueil Electronique des Sociétés et Associations in Luxembourg, in a newspaper published in Luxembourg, and in such other newspaper as the board of directors may decide at least 15 days prior to a meeting. In such a case, Shareholders will receive a notice sent in accordance with the 1915 Law, at least 8 days prior to the meeting, without proof that this formality has been complied with having to be given."*
- 6- To amend article 13 "PROCEEDINGS OF DIRECTORS" by (i) replacing the references to *"cable, telegram, telex, electronic mail or telefax of each director"* with the following *"electronic mail or any other telecommunication method currently in use of each director"*; (ii) by deleting from the following wording the sentence highlighted *"The Board from time to time may appoint the officers of the Company including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company."*; (iii) by adding the following wording *"The Board may create one or several committees. The composition and the powers of such committee(s), the terms of the appointment, removal, remuneration and duration of the mandate of its/their members, as well as its/their rules of procedure are determined by the Board. The Board shall be in charge of the supervision of the activities of the committee(s)."* (iv) and by deleting the following wording *"The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company"*
- 7- To replace in article 15 "DETERMINATION OF THE INVESTMENT POLICY" following wording *"by another member state of the OECD"* with *"a non-Member State of the European Union, as disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore)"*
- 8- To restate the current text of Article 16 "DIRECTORS' INTEREST" with the following new text *"Any director having a direct or indirect financial interest conflicting with that of the Company in a transaction which has to be considered by the Board, must advise the Board thereof and cause a record of his statement to be included in the minutes of the meeting. That director may not take part in these deliberations. At the next following general shareholders' meeting, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the directors may have had an interest conflicting with that of the Company.*  
*The foregoing paragraph does not apply if the relevant transaction falls within the ordinary course of business of the Company and is entered into at arms' length under normal market conditions.*  
*No transaction between the Company and any other party shall be affected or invalidated by the mere fact that a director (or, in case a director is a legal person, any one of its directors, managers, officers or employees), is a director, manager, associate, member, shareholder, officer or employee of that other party. Any such director related as described above to any other party with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation, be prevented from considering, voting or acting upon any matters with respect to such contract or other business."*
- 9- To amend article 22, 2 (vi) "DETERMINATION OF NET ASSET VALUE" as follows *"the swaps will be valued at the fair value based on the underlying securities (at the close of business or intraday) and the terms of the swap"*

10- To insert article 28 "SWING PRICING (DILUTION ADJUSTMENT)" containing the following wording: *"Swing pricing is intended to protect the interests of all Shareholders by mitigating the negative impact of dilution on the Company's returns.*

*The actual total cost of purchasing or selling the underlying securities in a Fund may be higher or lower than the mid-market value used in calculating the Net Asset Value. The difference can be attributed to a variety of factors including dealing charges, commissions, taxes and dealing spreads as well as other market and trading considerations and can, over time, have a materially disadvantageous effect on a Shareholder's interest in a Fund if not otherwise accounted for in the calculation of the Net Asset Value.*

*To prevent the effect of dilution, on business days when the amount of trading in a Fund's Shares will precipitate significant purchases or sales of underlying securities, the Fund's Net Asset Value will be adjusted by an amount estimated to more closely reflect the actual prices and costs of the underlying transactions (swing pricing). These adjustment amounts, called swing factors, can vary with market conditions and transaction volumes and this means that the amount of dilution adjustment applied can change at any time. Ordinarily, the swing pricing process is applied on a systematic basis across all Funds. However, the principles on which the process is based, including the operational application, the net subscription / redemption related trigger points and the swing factor calculation methodology, are periodically reviewed.*

*It is not possible to predict accurately whether a price swing will occur at any point in time. In general, the Net Asset Value per Share applied to all subscription and redemption requests, in the relevant Fund on that day, will be adjusted upward when there is strong demand to buy Fund Shares and downward when there is strong demand to redeem Fund Shares. The estimated swing factors, based on the securities held and market conditions, and any relevant adjustment are set out in the Company's current prospectus. These estimates are reviewed regularly and can change at any time."*

In order to validly deliberate, a quorum of 50% of the Company's shares issued and outstanding is required to be represented at the Meeting and the resolutions are passed by the favourable vote of the majority of two thirds of the votes cast at the Meeting. Each whole share entitles to one vote.

If the quorum is not reached at the Meeting, the Meeting is hereby reconvened on 2 June 2020 at 3:30 pm (Luxembourg time) with the same agenda (the "Reconvened Meeting"). This notice shall be deemed to constitute due notice of the Reconvened Meeting. There shall be no quorum required for the Reconvened Meeting and the resolutions will be passed under the same conditions as for the Meeting.

The quorum and the majority at the Meeting and/or the Reconvened Meeting will be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth business day prior to the Meeting and/or the Reconvened Meeting (the "Record Date"). The rights of a shareholder to attend the Meeting and/or the Reconvened Meeting and to exercise a voting right attaching to his/her/its shares are determined in accordance with the shares held by this shareholder at the Record Date. If operationally feasible, votes expressed with respect to shares issued and outstanding after the Record Date may be taken into account.

The shareholders who cannot attend the Meeting or the Reconvened Meeting may appoint a proxy who need not necessarily be a shareholder of the Company to attend and vote at the Meeting or at the Reconvened Meeting on its/his/her behalf. To be valid, the enclosed proxy card (the "Proxy Card") (see Appendix I) has to be received on 23 April 2020 by 5 pm (Luxembourg time) at the latest for

the Meeting and on 29 May 2020 by 5 pm (Luxembourg time) for the Reconvened Meeting by J.P. Morgan Bank Luxembourg S.A., European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg attention of Achim Hübner, or sent by email to Luxembourg.Company.Admin@jpmorgan.com or by fax to: +352 462685825. An executed Proxy Card does not hinder a shareholder to attend in person and vote at the Meeting or the Reconvened Meeting.

**T. ROWE PRICE FUNDS SICAV (the "Company")**  
**Société d'Investissement à Capital Variable**  
Registered office: 6 C, route de Trèves,  
L-2633 Senningerberg  
R.C.S. Luxembourg: B-82.218

***Please return this completed proxy form to J.P. Morgan Bank Luxembourg S.A. at 6 C, route de Trèves, L-2633 Senningerberg to arrive by 5 p.m. on 23 April 2020 and on 29 May 2020 for the reconvened meeting.***

**PROXY FORM**

**for the EXTRAORDINARY MEETING OF THE SHAREHOLDERS OF THE COMPANY**

The undersigned, \_\_\_\_\_ residing in / with registered office at \_\_\_\_\_ holder(s) of \_\_\_\_\_ shares of T. Rowe Price Funds SICAV – \_\_\_\_\_ (please insert the name of the sub-fund you are holding shares of) hereby appoint(s) as proxy with power of substitution: \_\_\_\_\_ (please insert name of proxyholder)

or, failing him/her, the Chairman of the Extraordinary Meeting to vote the said shares of the undersigned at the Extraordinary Meeting, which will be held at 6 C, route de Trèves, L-2633 Senningerberg, Luxembourg at 3:30 p.m. on 24 April 2020 or at any adjournments thereof, for the purpose of considering and voting upon the following matters:

**In order to express your vote, please tick only one box in each column (in absence of mark ticked in the box, the vote shall be reputed expressed "FOR"):**

Items	For	Against
Item 1. To amend article 4 "REGISTERED OFFICE", by the insertion of the sentence <i>"The Board shall arrange that these Articles are amended to reflect a transfer to another commune."</i>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2. To delete all the references to the bearer shares and the related certificates from articles 6 and 11 and to delete article 7 "Lost and Damaged Certificates"	<input type="checkbox"/>	<input type="checkbox"/>

**Item 3.** To replace in article 9 "GENERAL MEETINGS" the sentence *"The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in the commune of Niederanven in the Grand-Duchy of Luxembourg at the registered office of the Company, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, on the last Friday of the month of April of each year at 11.30 a.m.. If such day is not a business day ("Business Day") (being a day on which the banks in Luxembourg are open for business) in Luxembourg, the annual general meeting shall be held on the next following Business Day in Luxembourg."* with the following sentence *" The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in the commune of Niederanven in the Grand-Duchy of Luxembourg at the registered office of the Company, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, within six months of the Company's accounting year end as determined in Article 24 hereof."*

**Item 4.** To amend article 10 "QUORUM AND VOTES" by inserting the sentence *"The Board may suspend the voting rights attached to all Shares held by a Shareholder who is in breach of any law, regulation, or requirement or any jurisdiction or otherwise adversely affects or prejudices the tax status, residence, good standing or general reputation of the Company or who could in the Board's judgement, otherwise cause the Company or any Fund to suffer material or legal disadvantage. A Shareholder may individually undertake not to exercise, permanently or temporarily, all or part of its voting rights. Such a waiver binds the relevant Shareholder and the Company as from its notification to the Company."*

**Item 5.** To amend article 11 "CONVENING NOTICE" by inserting the sentence *"Alternatively, notice may be published in the Recueil Electronique des Sociétés et Associations in Luxembourg, in a newspaper published in Luxembourg, and in such other newspaper as the board of directors may decide at least 15 days prior to a meeting. In such a case, Shareholders will receive a notice sent in accordance with the 1915 Law, at least 8 days prior to the meeting, without proof that this formality has been complied with having to be given."*

**Item 6.** To amend article 13 "PROCEEDINGS OF DIRECTORS" by (i) replacing the references to *"cable, telegram, telex, electronic mail or telefax of each director"* with the following *"electronic mail or any other telecommunication method currently in use of each director"*; (ii) by deleting from the following wording the sentence highlighted *"The Board from time to time may appoint the officers of the Company including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company."*; (iii) by adding the following wording *"The Board may create one or several committees. The composition and the powers of such committee(s), the terms of the appointment, removal, remuneration and duration of the mandate of its/their members, as well as its/their rules of procedure are determined by the Board. The Board shall be in charge of the supervision of the activities of the committee(s)."* and (iv) by deleting the following wording *"The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company"*

**Item 7.** To replace in article 15 "DETERMINATION OF THE INVESTMENT POLICY" the following wording *"by another member state of the OECD"* with *"a non-Member State of the European Union, as disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore)"*



**Item 8.** To restate the current text of Article 16 "DIRECTORS' INTEREST" with the following *"Any director having a direct or indirect financial interest conflicting with that of the Company in a transaction which has to be considered by the Board, must advise the Board thereof and cause a record of his statement to be included in the minutes of the meeting. That director may not take part in these deliberations. At the next following general shareholders' meeting, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the directors may have had an interest conflicting with that of the Company.*

*The foregoing paragraph does not apply if the relevant transaction falls within the ordinary course of business of the Company and is entered into at arms' length under normal market conditions.*

*No transaction between the Company and any other party shall be affected or invalidated by the mere fact that a director (or, in case a director is a legal person, any one of its directors, managers, officers or employees), is a director, manager, associate, member, shareholder, officer or employee of that other party. Any such director related as described above to any other party with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation, be prevented from considering, voting or acting upon any matters with respect to such contract or other business."*

**Item 9.** To amend article 22, 2 (vi) "DETERMINATION OF NET ASSET VALUE" as follows *"the swaps will be valued at the fair value based on the underlying securities (at the close of business or intraday) and the terms of the swap"*

**Item 10.** To insert article 28 "SWING PRICING (DILUTION ADJUSTMENT)" containing the following wording: "Swing pricing is intended to protect the interests of all Shareholders by mitigating the negative impact of dilution on the Company's returns.

*The actual total cost of purchasing or selling the underlying securities in a Fund may be higher or lower than the mid-market value used in calculating the Net Asset Value. The difference can be attributed to a variety of factors including dealing charges, commissions, taxes and dealing spreads as well as other market and trading considerations and can, over time, have a materially disadvantageous effect on a Shareholder's interest in a Fund if not otherwise accounted for in the calculation of the Net Asset Value. To prevent the effect of dilution, on business days when the amount of trading in a Fund's Shares will precipitate significant purchases or sales of underlying securities, the Fund's Net Asset Value will be adjusted by an amount estimated to more closely reflect the actual prices and costs of the underlying transactions (swing pricing). These adjustment amounts, called swing factors, can vary with market conditions and transaction volumes and this means that the amount of dilution adjustment applied can change at any time.*

*Ordinarily, the swing pricing process is applied on a systematic basis across all Funds. However, the principles on which the process is based, including the operational application, the net subscription / redemption related trigger points and the swing factor calculation methodology, are periodically reviewed.*

*It is not possible to predict accurately whether a price swing will occur at any point in time. In general, the Net Asset Value per Share applied to all subscription and redemption requests, in the relevant Fund on that day, will be adjusted upward when there is strong demand to buy Fund Shares and downward when there is strong demand to redeem Fund Shares. The estimated swing factors, based on the securities held and market conditions, and any relevant adjustment are set out in the Company's current prospectus. These estimates are reviewed regularly and can change at any time."*

In a general manner, the proxyholder is authorized to take part in all deliberations, to vote on behalf of the undersigned all decisions relative to the above indicated agenda, to act with the same powers in all subsequent or reconvened general meetings that might be held with the same agenda in case the first meeting could not be held or closed, for lack of quorum or other reason, with respect to the above matters to approve and sign all acts and records and in general to do anything necessary or useful for the execution of the present power of attorney with promise of ratification in case of need.

Signature(s) of Shareholder(s) (all joint holders must sign)

2020

(中譯文)  
僅供參考，請以英文版本為主

普信（盧森堡）系列基金  
可變資本投資公司（Societe d'Investissement a Capital Variable）  
登記辦公室：European Bank and Business Center  
6C, route de Treves, L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S Luxembourg B 82 218

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普信（盧森堡）系列基金  
年度股東常會通知書

2020 年 3 月 23 日, Senningerberg

親愛的股東：

謹此通知，普信（盧森堡）系列基金（以下稱「本公司」）訂 2020 年 4 月 24 日中歐時間(CET)上午 11 時 30 分，於登記辦公室舉行年度股東常會（以下稱「股東會」），地址：6C, route de Treves, L-2633 Senningerberg, Grand Duchy of Luxembourg。本次股東會之議程如下：

議程：

1. 通過本公司截至 2019 年 12 月 31 日為止之會計年度，經會計師查核的年度帳冊，包含董事會報告書及會計師查核報告書。
2. 解任本公司截至 2019 年 12 月 31 日為止之會計年度，已完成職責的董事及法定會計師。
3. 重新指派 Robert Higginbotham、Emma Beal、Jeremy Fisher、Helen Ford、Justin T. Gerbereux 和 Ian Hoddy，擔任本公司截至 2020 年 12 月 31 日為止之會計年度的董事，任期至本公司下一屆股東常會為止。
4. 指派 Scott Keller、Lousise McDonald、Caron Carter、Alfred Brausch 擔任本公司截至 2020 年 12 月 31 日為止之會計年度的董事，任期至本公司下一屆股東常會為止，此任命須經盧森堡監管機構金融監督委員會（CSSF）核准。
5. 重新指派 PricewaterhouseCoopers Société Coopérative 擔任本公司截至 2020 年 12 月 31 日為止之會計年度的法定會計師，任期至本公司下一屆股東常會通過該年之年度查核帳冊後為止。
6. 依董事會建議之配息方式，分配營運淨成果，並追認至 2019 年 12 月 31 日為止之會計年度的已配發股利。
7. 討論其他依規定提交大會討論之議案。

(中譯文)

僅供參考，請以英文版本為主

普信（盧森堡）系列基金

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表決

本次股東常會之議案表決均未要求法定出席人數，各項議案於獲得親自及委託出席股數的簡單多數決，即屬於表決通過。

表決安排

您有權於無法親自出席本次股東會，指定一位受委託人代表您出席參加表決，為提供您此方面之需求，茲此隨附空白委託書乙份。請注意，委託書填寫完畢後，請務必於指定位置簽名，本公司將至為感謝，並請您於 2020 年 4 月 23 日中歐時間(CET)下午 3 時之前，將填寫完整的委託書傳真至+352 46 26 85 825，或 Email Luxembourg.Company.Admin@jpmorga.com 註明：Achim Huebner 收。

請將委託書簽字正本郵寄至以下收件人地址：

Mr. Achim Huebner  
J.P Morgan Bank Luxembourg S.A  
European Bank and Business Center,  
6H, route de Treves  
L-2633 Senningerberg,  
Grand-Duchy of Luxembourg.

如股東願意出席本次股東會，請於 2020 年 4 月 20 日前通知上述連絡人。

年度帳冊之複本可於 2020 年 4 月 20 前於公司註冊地或上述地址審閱。

本次股東會無論因任何緣故延期，本委託書均將持續有效。

若您對以上是向有任何不了解，歡迎隨時聯繫 Achim Huebner 詢問，+352 34 10 2208

經審核核准後的年度查核帳冊將可於股東會議後在本公司的註冊地辦公室取得

奉董事會之命發布

(中譯文) 僅供參考, 請以英文版本為主

### 委託書

本人/吾等\_\_\_\_\_係普信(盧森堡)系列基金(以下稱「公司」)之股東, 茲此以不可撤銷之方式, 依貴公司股東中登載知本人/吾等持有的股份, 委託\_\_\_\_或大會主席於 2020 年 4 月 24 日中歐時間(CET)上午 11 時 30 分舉行的貴公司年度股東常會(以下稱「股東會」), 以及該次會議之延會中, 以充分代位之身分代表本人行事, 處理下列議案:

贊成 反對

決議事項 1	通過本公司截至 2019 年 12 月 31 日為止之會計年度, 經會計師查核的年度帳冊, 包含董事會報告書及會計師查核報告書。		
決議事項 2	解任本公司截至 2019 年 12 月 31 日為止之會計年度, 已完成職責的董事及法定會計師。		
決議事項 3	重新指派 Robert Higginbotham、Emma Beal、Jeremy Fisher、Helen Ford、Justin T. Gerbereux 和 Ian Hoddy, 擔任本公司截至 2020 年 12 月 31 日為止之會計年度的董事, 任期至本公司下一屆股東常會為止。		
決議事項 4	指派 Scott Keller、Lousise McDonald、Caron Carter、Alfred Brausch 擔任本公司截至 2020 年 12 月 31 日為止之會計年度的董事, 任期至本公司下一屆股東常會為止, 此任命須經盧森堡監管機構金融監督委員會(CSSF)核准。		
決議事項 5	重新指派 PricewaterhouseCoopers Société Coopérative 擔任本公司截至 2020 年 12 月 31 日為止之會計年度的法定會計師, 任期至本公司下一屆股東常會通過該年之年度查核帳冊後為止。		
決議事項 6	依董事會建議之配息方式, 分配營運淨成果, 並追認至 2019 年 12 月 31 日為止之會計年度的已配發股利。		
決議事項 7	討論其他依規定提交大會討論之議案。		

本人/吾等亦授權委託書持有人, 得為完成及貫徹本次委託之目的, 依盧森堡法律之規定做出各項聲明、參與各項表決、簽署股東會議事錄和其他文件, 以及從事其他合法、有必要或有需要的事務。

本次股東會無論因任何緣故延期, 本委託書均應持續有效。

特此委託, 西元 2020 年\_\_\_\_月\_\_\_\_日

授權人簽字<sup>1</sup>\_\_\_\_\_

<sup>1</sup> 此處之簽字無需經過公證

(中譯文)  
僅供參考，請以英文版本為主

普信（盧森堡）系列基金  
可變資本投資公司 (Societe d'Investissement a Capital Variable)  
6C, route de Treves,  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S Luxembourg B 82 218

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普信（盧森堡）系列基金  
特別股東常會通知書

2020 年 3 月 23 日, Luxembourg

親愛的股東，

謹此通知，普信（盧森堡）系列基金（以下稱「本公司」）訂於 2020 年 4 月 24 日中歐時間(CET)下午 3 時 30 分，在 6C, route de Treves, L-2633 Senningerberg, Grand Duchy of Luxembourg 舉行特別股東常會（以下稱「股東會」），以審議並在以下議程中提議對本公司的公司章程（以下簡稱「章程」）進行修正並對其進行表決。

這些改變主要是由於為 1915 年盧森堡公司法而產生的 2017 年改革，該改革為公司章程提供了更大的靈活性，以及讓公司章程的規定與基金的公開說明書一致。

議程

- 1- 修改第 4 條「註冊辦事處」：增加「董事會應安排對這些條款進行修改來反映另一個辦事處的移轉」。
- 2- 從第 6 條和第 11 條中刪除所有對無記名股票和相關憑證部分，並刪除第 7 條「遺失和受損的憑證」。
- 3- 在第 9 條「股東大會」中原本為「根據盧森堡法律，股東年度大會應於每年舉行，本公司股東會將於每年四月的最後一個星期五上午 11:30 在盧森堡大公國 Niederanven 地區之本公司的註冊辦事處舉行，或在會議通知中指定的盧森堡其他地方舉行。如果該日不是盧森堡營業日（「營業日」指在盧森堡的銀行營業之日），股東年度會應在盧森堡的下一個營業日舉行」。修改為「根據盧森堡法律，股東年度會應於每年舉行，依據本章程第二十四條，本公司股東會應於會計年度結束後六個月內，在盧森堡大公國 Niederanven 地區之本公司註冊辦事處舉行，或在會議通知中指定的盧森堡其他地方舉行」。
- 4- 修改第 10 條「法定人數和投票」，增加「董事會可中止任何違反法律、法

規、要求和任何管轄規範或其他不利影響或損害公司的稅務狀況、註冊、良好地位或一般聲譽，或在董事會的判斷下，將導致公司或任何基金遭受重大或法律方面不利的影響。

股東可能永久或暫時剝奪行使其全部或部分投票權的權利。此約束將知會公司並對相關股東和公司具有約束力」。

- 5- 修改第 11 條「大會通知」，增加「此外，可以刊登通知於盧森堡一間在當地發行的報紙 *Recueil Electronique des Sociétés et Associations*，以及刊登通知在董事會決議的其他報紙上。董事會可以在會議召開至少 15 天之前做出決定。在這種情況下，股東將在會議召開至少八天前收到依《1915 年法律》發送的通知，但無證據顯示必須遵守此法律」。
- 6- 修改第 13 條「董事會議程」：(i) 將「每個董事使用的電纜，電報，電訊，電子郵件或電傳」的相關文字替換為「每個董事目前使用的電子郵件或任何其他電信方法」；(ii) 刪除以下句子「董事會可不時地依公司行政和管理需求，任命公司的高級管理人員、包括總經理、秘書、副總，助理秘書或其他的高級職員」；(iii) 增加「董事會可設立一個或多個委員會。該委員會的組成和權力，其成員的任命，罷免，薪酬和任期，以及其議事規則該由董事會決定。董事會應負責監督委員會的活動」；(iv) 刪除「董事會也可以將某些權力，權限和決定權下放給由其認為適合的一個或多人（無論是否為董事會中之成員）組成的任何委員會並行使其權力，權限或決定權，委員會的任何委員會議若未達法定人數不得舉行，除非出席會議的人中大多數是公司的董事成員」。
- 7- 第 15 條「投資政策的決策」中，將「由 OECD 另一成員國」改為「承如基金公開說明書所揭露之歐盟非成員國（包括但不限於 OECD 會員國，G20 成員國，香港或新加坡）」。
- 8- 將第 16 條「董事利益」的現行文字重修，並加上以下新內容：「任何與本公司直接或間接有財務上的利益衝突者，必須由董事會審議，並在會議記錄中針對其發言做完整記錄，利益衝突之董事不能參與這些審議。在下屆股東會議中，在將決議相關案件付諸表決前，應就任何董事可能與本公司利益相衝突的交易作出特別報告。  
如果相關交易屬於公司的日常業務，並且在正常的市場條件下依迴避利益原則進行，則前款不適用。  
除非其利益衝突之董事（或如果董事是法人，其董事，經理，高級職員或僱員中的任何一位），也是另一交易端的董事，經理，合夥人，成員，股東，高級職員或僱員，否則公司與任何其他一方的交易均不會受到影響。上文所述之相關董事若有與公司簽訂任何契約者，其合約與業務，均不得因從屬關係而禁止投票或採取任何被阻礙行為」。
- 9- 第 22 條第 2 款 (vi) 項「淨資產價值的決定」修改如下：「交換 (SWAPS) 將

依據對應有價證券（於營業結束日或當日中）之公允價值及交換(SWAPS) 之條件進行估值」。

- 10- 第 28 條「擺盪定價（稀釋調整）」 增加以下措詞：「擺盪定價旨在透過降低公司收益被稀釋的負面影響，來保護所有股東的利益。」

相較於計算基金淨值時所用的市價中間值，基金買入或賣出標的證券所實際支出的總成本，有可能較高，也可能較低。令兩者出現差距的因素主要有買賣交易資費、買價與賣價差幅、手續費、其他市場及買賣操作因素等。這些差距經過時間的累積若不作處理，並且予以反映在基金淨值的計算上，那麼對基金股份持有人的權益恐將造成傷害。

為消弭這種所謂「稀釋」效果之影響起見，我們在任何營業日上只要確認某基金股份的買賣交易，將會令其難以對標的證券作重大之買進或賣出操作，那麼我們會儘速將基金淨值調整到最能真確反映相關交易所實際應有之價格及成本的水準；這種處理方式通稱擺盪定價，而調整之金額則稱為擺盪因數，市場條件及交易數量不同，則因數大小亦將隨之而有不同，這表示稀釋調整數隨時都在變動中。

一般來說，擺盪定價程序的應用是適用於所有基金上，以何種原則作為擺盪定價程序的基礎，包括後台作業的應用，淨申購/贖回相關的觸發水位，以及擺盪定價的數學計算方式，都會定期做檢視。

我們很難準確推測價格擺盪會出現在什麼時間點，但大致上可以說，當基金股份申購交易量較大時，淨值大半會往上作調整；反之當基金股份贖回交易量較大時，淨值大半會往下作調整。要估計擺盪定價發生的原因，還是要看有價證券本身的性質與市場狀況。相關的調整機制在公司最新的公開說明書有所揭露，這些機制隨時都有可能做調整並定期做檢視」。

為進行會議，本公司必須有超過在外發行股份的 50%之法定人數出席會議，並由會議上三分之二的多數贊成票通過決議，每份股份都視為一張選票。

如果會議未達到法定人數，特此於 2020 年 6 月 2 日下午 3 時 30 分（盧森堡時間）重新召開會議，議程相同（以下稱「重新召開會議」）。此通知應被視為重新召集會議的通知，重新召開會議無需達到法定人數要求，重新召開會議的決議將與年度常會相同條件下獲得通過。

會議和/或重新召集會議的法定人數和多數票門檻將根據會議和/或重新召集會議之前的第五個工作日午夜（盧森堡時間）所發行和流通在外的股份來做為基



礎 (以下稱「基準日」)。股東出席會議和/或重新召開會議並行使其股份所具備的表決基礎，是根據該股東在基準日持有的股份來決定。如果實務上可行，則可以考慮對基準日之後已發行和流通的股份列入紀錄。

若股東無法親自出席本次股東會時，有權指定一位受委託人代表您出席參加表決，為提供您此方面之需求，茲此隨附空白委託書乙份(以下稱「委託書」)，填寫完畢後，請務必於 2020 年 4 月 23 日下午 5 時之前寄達(盧森堡時間)，若參加重新召開會議者，於 2020 年 5 月 29 日下午 5 時之前寄達，委託書請郵寄至 J.P. Morgan Bank Luxembourg S.A., European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg 並註明：Achim Huebner 收，或將填寫完整的委託書以電郵傳送至 Luxembourg.Company.Admin@jpmorgan.com 或傳真至+352 46 26 85 825，已寄送委託書者將不會妨礙其股東親自出席會議或出席重新召開會議並行使投票權。

(中譯文)

僅供參考，請以英文版本為主

普信（盧森堡）系列基金

可變資本投資公司（Société d' Investissement à Capital Variable）

登記辦公室：6C, route de Treves,

L-2633 Senningerberg

R.C.S Luxembourg B 82 218

請您於 2020 年 4 月 23 日中歐時間(CET)下午 5 時之前，將填寫完整的委託書寄給 J.P. Morgan Bank Luxembourg S.A. 地址為 6 C, route de Trèves, L-2633 Senningerberg，將在 2020 年 5 月 29 日舉行會議。

委託書

特別股東常會

本人/吾等\_\_\_\_\_登記於\_\_\_\_\_之辦公室，持有普信（盧森堡）系列基金\_\_\_\_\_（基金持有名稱）之\_\_\_\_\_單位數，委託\_\_\_\_\_（代理人）以充分代位之身分代表本人行事，於 2020 年 4 月 24 日中歐時間(CET)下午 3 時 30 分在 6 C, route de Trèves, L-2633 Senningerberg, Luxembourg 舉行的公司特別股東常會，以及該次會議之延會中，以充分代位之身分代表本人行事，處理下列議案：

		贊成	反對
決議事項 1	修改第 4 條「註冊辦事處」：增加「董事會應安排對這些條款進行修改來反映另一個辦事處的移轉」。		
決議事項 2	從第 6 條和第 11 條中刪除所有對無記名股票和相關憑證部分，並刪除第 7 條「遺失和受損的憑證」。		
決議事項 3	在第 9 條「股東大會」中原本為「根據盧森堡法律，股東年度大會應於每年舉行，本公司股東會將於每年四月的最後一個星期五上午 11:30 在盧森堡大公國 Niederaanven 地區之本公司的註冊辦事處舉行，或在會議通知中指定的盧森堡其他地方舉行。如果該日不是盧森堡營業日（「營業日」指在盧森堡的銀行營業之日），股東年度會應在盧森堡的下一個營業日舉行」。修改為「根據盧森堡法律，股東年度會應於每年舉行，依據本章程第二十四條，本公司股東會應於會計年度結束後六個月內，在盧森堡大公國 Niederaanven 地區之本公司註冊辦事處舉		

	行，或在會議通知中指定的盧森堡其他地方舉行」。		
決議事項 4	<p>修改第 10 條「法定人數和投票」，增加「董事會可中止任何違反法律、法規、要求和任何管轄規範或其他不利影響或損害公司的稅務狀況、註冊、良好地位或一般聲譽，或在董事會的判斷下，將導致公司或任何基金遭受重大或法律方面不利的影響。</p> <p>股東可能永久或暫時剝奪行使其全部或部分投票權的權利。此約束將知會公司並對相關股東和公司具有約束力」。</p>		
決議事項 5	<p>修改第 11 條「大會通知」，增加「此外，可以刊登通知於盧森堡一間在當地發行的報紙 Recueil Electronique des Sociétés Associations，以及刊登通知在董事會決議的其他報紙上。董事會可以在會議召開至少 15 天之前做出決定。在這種情況下，股東將在會議召開至少八天前收到依《1915 年法律》發送的通知，但無證據顯示必須遵守此法律」。</p>		
決議事項 6	<p>修改第 13 條「董事會議程」：(i) 將「每個董事使用的電纜，電報，電訊，電子郵件或電傳」的相關文字替換為「每個董事目前使用的電子郵件或任何其他電信方法」；(ii) 刪除以下句子「董事會可不時地依公司行政和管理需求，任命公司的高級管理人員、包括總經理、秘書、副總，助理秘書或其他的高級職員」；(iii) 增加「董事會可設立一個或多個委員會。該委員會的組成和權力，其成員的任命，罷免，薪酬和任期，以及其議事規則該由董事會決定。董事會應負責監督委員會的活動」；(iv) 刪除「董事會也可以將某些權力，權限和決定權下放給由其認為適合的一個或多人（無論是否為董事會中之成員）組成的任何委員會並行使其權力，權限或決定權，委員會的任何委員會議若未達法定人數不得舉行，除非出席會議的人中大多數是公司的董事成員」。</p>		

決議事項 7	第 15 條「投資政策的決策」中，將「由 OECD 另一成員國」改為「承如基金公開說明書所揭露之歐盟非成員國（包括但不限於 OECD 會員國，G20 成員國，香港或新加坡）」。		
決議事項 8	<p>將第 16 條「董事利益」的現行文字重修，並加上以下新內容：「任何與本公司直接或間接有財務上的利益衝突者，必須由董事會審議，並在會議記錄中針對其發言做完整記錄，利益衝突之董事不能參與這些審議。在下屆股東會議中，在將決議相關案件付諸表決前，應就任何董事可能與本公司利益相衝突的交易作出特別報告。</p> <p>如果相關交易屬於公司的日常業務，並且在正常的市場條件下依迴避利益原則進行，則前款不適用。</p> <p>除非其利益衝突之董事（或如果董事是法人，其董事，經理，高級職員或僱員中的任何一位），也是另一交易端的董事，經理，合夥人，成員，股東，高級職員或僱員，否則公司與任何其他一方的交易均不會受到影響。上文所述之相關董事若有與公司簽訂任何契約者，其合約與業務，均不得因從屬關係而禁止投票或採取任何被阻礙行為」。</p>		
決議事項 9	第 22 條第 2 款 (vi) 項「淨資產價值的決定」修改如下：「交換 (SWAPS) 將依據對應有價證券（於營業結束日或當日中）之公允價值及交換 (SWAPS) 之條件進行估值」。		
決議事項 10	<p>第 28 條「擺盪定價（稀釋調整）」增加以下措詞：「擺盪定價旨在透過降低公司收益被稀釋的負面影響，來保護所有股東的利益。</p> <p>相較於計算基金淨值時所用的市價中間值，基金買入或賣出標的證券所實際支出的總成本，有可能較高，也可能較低。令兩者出現差距的因素主要有買賣交易資費、買價與賣價差幅、手續費、其他市場及買賣操作因素等。這些差距經過時間的累積若不作處理，並且予以</p>		

	<p>反映在基金淨值的計算上，那麼對基金股份持有人的權益恐將造成傷害。</p> <p>為消弭這種所謂「稀釋」效果之影響起見，我們在任何營業日上只要確認某基金股份的買賣交易，將會令其難以對標的證券作重大之買進或賣出操作，那麼我們會儘速將基金淨值調整到最能真確反映相關交易所實際應有之價格及成本的水準；這種處理方式通稱擺盪定價，而調整之金額則稱為擺盪因數，市場條件及交易數量不同，則因數大小亦將隨之而有不同，這表示稀釋調整數隨時都在變動中。</p> <p>一般來說，擺盪定價程序的應用是適用於所有基金上，以何種原則作為擺盪定價程序的基礎，包括後台作業的應用，淨申購/贖回相關的觸發水位，以及擺盪定價的數學計算方式，都會定期做檢視。</p> <p>我們很難準確推測價格擺盪會出現在什麼時間點，但大致上可以說，當基金股份申購交易量較大時，淨值大半會往上作調整；反之當基金股份贖回交易量較大時，淨值大半會往下作調整。要估計擺盪定價發生的原因，還是要看有價證券本身的性質與市場狀況。相關的調整機制在公司最新的公開說明書有所揭露，這些機制隨時都有可能做調整並定期做檢視」。</p>		
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授權代理人參加特別股東常會，代理人代表授權人就上述議題決定進行投票，並在之後可能舉行的特別股東常會或新重召開的特別股東常會有相同的權利。如果因未達法定出席人數或其他原因無法召開會議或關閉第一次會議，本委託書均應持續有效。

授權人簽名(所有持有人必須簽名)