T. ROWE PRICE FUNDS SICAV

US Structured Research Equity Fund – Proxy Voting Summary

6 months ending 31 December 2025

PROXY VOTING PROGRAM OVERVIEW

Proxy voting is a crucial link in the chain of stewardship responsibilities we execute on behalf of our clients. Each vote represents both the privileges and the responsibilities that come with owning a company's equity instruments.

We take our responsibility to vote our clients' shares very seriously - taking into account both high-level principles of corporate governance and company-specific circumstances. Our overarching objective is to cast votes to foster long-term, sustainable success for the company and its investors.

T. Rowe Price portfolio managers are ultimately responsible for the voting decisions within the strategies they manage. They receive recommendations and support from a range of internal and external resources:

- The T. Rowe Price ESG Committee
- Our global industry analysts
- Our specialists in corporate governance and responsible investment
- ISS, our external proxy advisory firm

Our proxy voting program serves as one element of our overall relationship with corporate issuers. We use our voting power in a way that complements the other aspects of our relationship with these companies, including engagement, investment diligence, and investment decision-making.

SUMMARY OF MAJOR PROPOSAL ITEMS

The following table breaks down voting records into categories. Some categories, such as the election of directors, are universal across the markets where we invest. Other voting issues are unique to select regions. For management-sponsored proposals, a vote "FOR" is a vote aligned with the board's recommendation. For shareholder-sponsored proposals, a vote "FOR" is **generally** a vote contrary to the board's recommendation.

INVESTMENT OBJECTIVE: To increase the value of its shares, over the long term, through growth in the value of its investments.

INVESTMENT PROCESS: The fund is actively managed and invests mainly in diversified portfolio of shares or related securities issued by companies in the United States of America, selected by T. Rowe Price's team of global research analysts under the supervision of the portfolio managers. Although the fund does not have sustainable investment as an objective, the promotion of environmental and/or social characteristics is achieved through the fund's commitment to maintain at least 10% of the value of its portfolio invested in sustainable investments, as defined by the SFDR. In addition to the E/S characteristics promoted, the fund also applies the investment manager's proprietary responsible screen (the T. Rowe Price Responsible Exclusion List). The fund may use derivatives for hedging and efficient portfolio management. For full investment objective and policy details refer to the prospectus. The manager is constrained by the benchmark due to its use in portfolio construction. The benchmark is also used for performance comparison purposes.

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Proposals Sponsored by Management			
	% Voted w/ Mgmt	% Voted Against Mgmt	% Declined to Vote[1]
Adopt, amend or repeal takeover defenses	100%	0%	0%
Appoint or ratify auditors	99%	1%	0%
Capital structure provisions	98%	2%	0%
Compensation issues	94%	6%	0%
i. Director/auditor pay	98%	2%	0%
ii. Employee stock purchase plans	89%	11%	0%
iii. Equity Plans	93%	7%	0%
iv. Say on Pay	93%	7%	0%
Elect Directors	94%	6%	0%
Amend/enhance shareholder rights	100%	0%	0%
Mergers and acquisitions	97%	3%	0%
Routine operational provisions	93%	7%	0%
Approve environmental policies	100%	0%	0%
Proposals Sponsored by Shareholders			
	% Voted w/ Mgmt	% Voted Against Mgmt	% Declined to Vote[1]
Remove takeover defenses	0%	100%	0%
Amend compensation policies	100%	0%	0%
Appoint an independent Board Chair	100%	0%	0%
Amend/adopt shareholder rights	25%	75%	0%
Social issues proposals	100%	0%	0%
Political activity proposals	100%	0%	0%
Environmental proposals	100%	0%	0%
Environmental and Social Counter Proposals	100%	0%	0%
Totals			
	% Voted w/ Mgmt	% Voted Against Mgmt	% Declined to Vote[1]
Total management proposals	95%	5%	0%
Total shareholder proposals	87%	13%	0%

[1]TRPA endeavors to vote every ballot we are eligible to cast. On rare occasions, we submit ballots with instructions to not vote for technical reasons. Primarily, these are situations where (a) there is a contested election with multiple ballots, and we can only vote on one, or (b) where investors in certain countries must give up their ability to trade their shares in order to vote. Figures rounded to the nearest whole number.

SIGNIFICANT VOTES

The definition of a significant vote can vary across the investment industry. At T. Rowe Price, meetings may be tagged as significant where the situation is particularly contentious, or the vote illustrates a key aspect of our voting approach. Detailed below is the summary of a resolution, how we voted, and our rationale for that voting decision. T. Rowe Price portfolio managers decide how to vote on the proxy proposals of companies in their portfolios and, as a result, may not all vote the same.

This case study describes proxy voting being carried out on behalf of the fund. This material is for informational purposes only and is not intended as an offer or recommendation concerning investments, investment strategies, products, and account types.

CASE STUDY: Tesla – Agenda item number 4	
Summary of the resolution(s)	Agenda item number 4: Approve Issuance of Common Stock to Elon Musk Pursuant to Chief Executive Officer (CEO) Performance Award
Country	U.S.
Company description	Tesla is a global leader in electric vehicles and an emerging player in clean energy generation and storage.
Date of vote	November 6, 2025
Meeting type	Annual
Proponent	Management
How we voted	Agenda item number 4: For
Rationale for the voting decision(s)	The 2025 CEO Performance Award, with 12 award tranches valued at more than $7 billion each, was a key proposal at Tesla's 2025 annual general meeting (AGM). A vote FOR this proposal was warranted as, given the genuinely stretching targets, we believe the award properly aligns the CEO's incentives with shareholders' interests.

The specific securities identified and described do not represent all of the securities purchased, sold, or recommended for the portfolio, and no assumption should be made that the securities identified and discussed were or will be profitable.

RISKS - The following risks are materially relevant to the fund (refer to prospectus for further details): Equity - Equities can lose value rapidly for a variety of reasons and can remain at low prices indefinitely. Geographic concentration - Geographic concentration risk may result in performance being more strongly affected by any social, political, economic, environmental or market conditions affecting those countries or regions in which the fund's assets are concentrated. Small and mid-cap - Small and mid-size company stock prices can be more volatile than stock prices of larger companies.

General fund risks - to be read in conjunction with the fund specific risks above. Conflicts of Interest - The investment manager's obligations to a fund may potentially conflict with its obligations to other investment portfolios it manages. Counterparty - Counterparty risk may materialise if an entity with which the fund does business becomes unwilling or unable to meet its obligations to the fund. Custody - In the event that the depositary and/or custodian becomes insolvent or otherwise fails, there may be a risk of loss or delay in return of certain fund's assets. Cybersecurity - The fund may be subject to operational and information security risks resulting from breaches in cybersecurity of the digital information systems of the fund or its third-party service providers. ESG - ESG integration as well as events may result in a material negative impact on the value of an investment and performance of the fund. Inflation - Inflation may erode the value of the fund and its investments in real terms. Investment fund - Investing in funds involves certain risks an investor would not face if investing in markets directly. Market - Market risk may subject the fund to experience losses caused by unexpected changes in a wide variety of factors. Market liquidity - In extreme market conditions it may be difficult to sell the fund's securities and it may not be possible to redeem shares at short notice. Operational - Operational risk may cause losses as a result of incidents caused by people, systems, and/or processes. Sustainability - Funds that seek to promote environmental and/or social characteristics may not or only partially succeed in doing so.

IMPORTANT INFORMATION

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