

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only** (as permitted by Rule 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

T. Rowe Price Group, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total Fee Paid:

- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid:

 - (2) Form, Schedule or Registration Statement No:

 - (3) Filing Party:

 - (4) Date Filed:



T. ROWE PRICE GROUP, INC.
100 EAST PRATT STREET
BALTIMORE, MD 21202-1009

Your **Vote** Counts!

T. ROWE PRICE GROUP, INC.

2021 Annual Meeting

Vote by May 10, 2021

11:59 PM ET



D31968-P49628

You invested in T. ROWE PRICE GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 11, 2021.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report, online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 27, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 11, 2021
8:00 A.M.

Virtually at:

www.virtualshareholdermeeting.com/TROW2021

*Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

v1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors:	
1a. Mark S. Bartlett	✓ For
1b. Mary K. Bush	✓ For
1c. Dina Dublon	✓ For
1d. Dr. Freeman A. Hrabowski, III	✓ For
1e. Robert F. MacLellan	✓ For
1f. Olympia J. Snowe	✓ For
1g. Robert J. Stevens	✓ For
1h. William J. Stromberg	✓ For
1i. Richard R. Verma	✓ For
1j. Sandra S. Wijnberg	✓ For
1k. Alan D. Wilson	✓ For
2. To approve, by a non-binding advisory vote, the compensation paid by the Company to its Named Executive Officers.	✓ For
3. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2021.	✓ For
4. Stockholder proposal for a report on voting by our funds and portfolios on matters related to climate change.	✗ Against
THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, AS RECOMMENDED BY THE BOARD OF DIRECTORS.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".