
**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 paid previously with preliminary materials:
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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T. ROWE PRICE GROUP, INC.
100 EAST PRATT STREET
BALTIMORE, MD 21202-1009

Your **Vote** Counts!

T. ROWE PRICE GROUP, INC.

2023 Annual Meeting of Stockholders
("Annual Meeting")

Vote by May 8, 2023

11:59 PM ET



D96673-P83656

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. **This is an important notice regarding the availability of proxy material for the Annual Meeting to be held on May 9, 2023.**

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 25, 2023. 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. Please retain this document and the control # below in order to vote your shares at the Annual Meeting.



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 Annual Meeting*

May 9, 2023
8:00 a.m.

Virtually at:
www.virtualshareholdermeeting.com/TROW2023

*Please check the meeting materials for any special requirements for meeting attendance.

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. Glenn R. August	✓ For
1b. Mark S. Bartlett	✓ For
1c. Dina Dublon	✓ For
1d. Dr. Freeman A. Hrabowski, III	✓ For
1e. Robert F. MacLellan	✓ For
1f. Eileen P. Rominger	✓ For
1g. Robert W. Sharps	✓ For
1h. Robert J. Stevens	✓ For
1i. William J. Stromberg	✓ For
1j. Sandra S. Wijnberg	✓ For
1k. Alan D. Wilson	✓ For
2. Approve, by a non-binding advisory vote, the compensation paid by the Company to its Named Executive Officers.	✓ For
3. Approve the restated 1986 Employee Stock Purchase Plan, which includes the increase by 3 million shares of the share pool available for purchase by employees.	✓ For
4. Recommend, by a non-binding advisory vote, the frequency of voting by the stockholders on compensation paid by the Company to its Named Executive Officers.	1 Year
5. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2023.	✓ For

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".