



## T. ROWE PRICE STRATEGIC COMMON TRUST FUND T. ROWE PRICE LARGE-CAP GROWTH TRUST SUPPLEMENTAL DECLARATION OF TRUST

T. Rowe Price Trust Company, as Trustee under the Declaration of Trust governing the T. Rowe Price Strategic Common Trust Fund, adopted effective as of December 4, 2008, as subsequently amended and restated most recently through the Amended and Restated Declaration of Trust adopted effective as of October 1, 2018 (“**Declaration of Trust**”), hereby adopts, effective as of the date stated below in Section 3, this Supplemental Declaration of Trust (“**Supplemental Declaration**”) establishing the T. ROWE PRICE LARGE-CAP GROWTH TRUST (“**Trust**”) and certain terms for such Trust. Unless otherwise indicated, capitalized terms used herein shall have the meaning given them in the Declaration of Trust.

The Trustee declares that it will hold and administer all property that may be transferred to or received by it from time to time as Trustee of the Trust in accordance with the terms and conditions of the Declaration of Trust, which is incorporated herein by reference, subject to this Supplemental Declaration.

**Section 1. Investment Objectives** The investment objective of the Trust is to seek long-term capital appreciation. Under normal circumstances, the Trust will invest at least 80% of its net assets in the common stocks of large-cap companies. The Trust may also invest in other securities and financial instruments including, but not limited to, convertible securities, preferred stock, warrants, restricted securities, private placements, options, and futures.

**Section 2. Classes; Trustee Compensation** The Trust shall be divided into Classes of Units of participation that are subject to any charges set forth in the Declaration of Trust and to the following charges:

Classes	Trustee Fees (Percent of the Class’s Average Daily Net Assets)
A	0.56%
B	0.54%
C	0.45%
D	0.40%
E	0.35%
F	0.33%
Z	0.00%

**Classes of Units with a Trustee Fee:** Classes of Units with a Trustee fee (such as Class A) are designed primarily for Participating Trusts which form part of defined contribution plans and other plans that allocate trustee fees to participant accounts by having the net asset value of Class Units reflect deduction of such fees. Such Units are subject to ordinary Trust operating expenses, if any, the Trustee fees stated herein as payable to the Trustee as compensation for its services, and other amounts as reflected in Section 7.2 of the Declaration of Trust. The Trustee fees for such Classes are accrued daily pursuant to the Declaration of Trust and paid monthly.

**Class Z Units:** Class Z Units are designed primarily for Participating Trusts which form part of defined benefit plans and other plans that do not allocate trustee fees to participant accounts. Class Z Units are subject to ordinary Trust operating expenses only, if any, and other amounts as reflected in Section 7.2 of the Declaration of Trust. Although no Trustee compensation is paid from Trust assets attributable to Class Z Units, the Trustee is entitled to receive compensation for its services, which compensation shall be paid by the Participating Trust, or by the Plan Sponsor of the Participating Trust, as agreed between the Trustee and such other party, directly to the Trustee or in another manner acceptable to the Trustee. Compensation is charged to and paid by such Participating Trust (or its Plan Sponsor) for Class Z Units outside of the Trust, and if compensation is to be paid by the Participating Trust, it may authorize the Trustee to effect such payment by selling or redeeming that number of whole or fractional Class Z Units having an aggregate value equal to the amount of such compensation.

The Trustee may elect to establish one or more additional Classes in the future as permitted by the Declaration of Trust. The Participation Agreement or other document agreed to by the Participating Trust and the Trustee shall specify the Class held by the Participating Trust.

**Section 3. Effective Date** This Supplemental Declaration is effective as of the 2nd day of January, 2019.

IN WITNESS WHEREOF, T. Rowe Price Trust Company has caused its name to be hereunto signed by an appropriate officer duly authorized to do so and its corporate seal to be hereunto affixed as of the 23<sup>rd</sup> day of November, 2018.

**ATTEST**

**T. ROWE PRICE TRUST COMPANY**

/s/ Jessica Heinecke  
Assistant Vice President

By:

/s/ Nicolás Lombo  
Vice President

[SEAL]