T.RowePrice®
INVEST WITH CONFIDENCE

January 1, 2020

VIA E-MAIL *(shareholderproposals@sec.gov)*

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: T. Rowe Price Group, Inc.
Shareholder Proposal of Zevin Asset Management, LLC

Dear Ladies and Gentlemen:

T. Rowe Price Group, Inc., a Maryland corporation (the "***Company***"), hereby requests confirmation that the staff of the Division of Corporate Finance (the "***Staff***") of the U.S. Securities and Exchange Commission (the "***Commission***") will not recommend enforcement action to the Commission if, in reliance on Rule 14a-8(i)(7) under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), the Company omits the enclosed shareholder proposal (the "***Proposal***") and statements in support thereof received from Zevin Asset Management, LLC, on behalf of Janet Axelrod 1997 Revocable Trust (collectively, the "***Proponents***"), from the Company's proxy materials (the "***2020 Proxy Materials***") for its 2020 Annual Meeting of shareholders (the "***2020 Annual Meeting of Shareholders***"), which the Company intends to file with the Commission more than 80 days after the date of this letter.

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008) ("***SLB 14D***"), this submission is being delivered by email to shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), a copy of this submission is also being sent to the Proponents as notification of the Company's intention to omit the Proposal from its 2020 Proxy Materials. Rule 14a-8(k) and SLB 14D provide that a shareholder proponent is required to send to the company a copy of any correspondence that the proponent elects to submit to the Commission or the Staff. Accordingly, we hereby inform the Proponents that, if any of them elect to submit additional correspondence to the Commission or the Staff relating to the Proposal, the Proponent(s) should concurrently furnish a copy of that correspondence to the undersigned.

I. THE PROPOSAL

On November 13, 2019, the Company received a letter from each of the Proponents submitting the Proposal for inclusion in the 2020 Proxy Materials.[1] The Proposal, as submitted by the Proponents, reads as follows:

> Whereas: T. Rowe Price Group is a respected leader in the financial services industry with several policies and practices addressing environmental, social and governance (ESG) topics.
>
> TROW's "ESG Policy" describes how "ESG risk considerations" are incorporated into investment decisions. That policy expresses TROW's belief that ESG issues can influence

[1] Specifically, the Proposal from Zevin Asset Management, LLC, on behalf of Janet Axelrod 1997 Revocable Trust, was received by the Company on November 13, 2019.

investment risk and return, thus affirming that such issues must be addressed carefully by investors.

In its "Responsible Investment Guidelines," TROW acknowledges the importance of climate change risk: "We believe that speaking with company managements and other stakeholders about climate change is a good way to gather valuable investment insights as to the management's process for assessing long-term risks and helps reinforce the notion that climate-related risk assessment should remain a priority."

TROW seems knowledgeable about the risks of climate change and the need for action by companies.

TROW's subsidiaries, which vote proxies, are guided by clients' economic interests and support certain governance reforms proposed by shareholders who believe that these issues affect shareholder value. We believe ESG issues such as climate change risk also have a profound impact on shareholder value.

TROW is a member of the Principles for Responsible Investment, a global network of investors and asset owners representing more than $89 trillion in assets. One of the Principles encourages investors to vote conscientiously on ESG issues.

Yet the 2019 publicly reported proxy voting records for TROW's subsidiaries reveal consistent votes against the vast majority of climate-related shareholder proposals (with support for only 24 percent of such resolutions), such as requests for enhanced disclosure or adoption of greenhouse gas reduction goals, even when independent experts advance a strong business and economic case for support.

In contrast, funds managed by investment firms such as PIMCO, Legg Mason, UBS, and Invesco supported the majority of climate-related resolutions in 2019.

The voting practices of subsidiaries appear inconsistent with our Company's statements about ESG and climate change. This contradiction poses reputational risk with both clients and investors. Moreover, proxy voting practices that do not properly take account of climate change seem to ignore significant company-specific and economy-wide risks associated with negative impacts of climate change.

Investors seek information on whether the practices of TROW and its subsidiaries are suited to address material ESG considerations in proxy voting. Thus, we request this review of proxy voting.

Resolved: Shareowners request that the Board of Directors initiate a review and issue a report on the proxy voting policies and practices of its subsidiaries related to climate change, prepared at reasonable cost and omitting proprietary information, and including an assessment of any incongruities between the Company's public statements and pledges regarding climate change (including ESG risk considerations associated with climate change), and the voting policies and practices of its subsidiaries.

The letters submitting the Proposal and their related attachments are attached as Exhibit A.

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II. BACKGROUND

A. The Company

The Company, whose common stock is listed on the NASDAQ Global Select Market under the ticker symbol TROW, is a financial services holding company that provides global investment management services through its subsidiaries (the "***Price Advisers***") to individual and institutional investors.

The Company itself is not a registered investment adviser, but rather a corporate holding company. The public filings of the Company make this clear. For example, Item 1 of the Company's 2018 Form 10-K clearly states that "T. Rowe Price Group, Inc. is a financial services holding company that provides global investment management services **through its subsidiaries** to investors worldwide." (Emphasis added.) While the Company derives the vast majority of its consolidated net revenue and net income from investment advisory services provided by the Price Advisers, the Company does not manage assets, nor does it vote any proxies, and accordingly does not maintain any proxy voting policies at the Company level.

The asset management and proxy voting functions are all undertaken by the Price Advisers (primarily T. Rowe Price Associates, Inc. and T. Rowe Price International Ltd., which are registered with the Commission under the Investment Advisers Act of 1940, as amended (the "***Advisers Act***")). The Price Advisers maintain their own proxy voting policies that are administered by the proxy group for the Price Advisers (the "***Proxy Group***"). As a result, while the Company's corporate responsibility and environmental positions may help inform general policies regarding climate change matters, the Company, in which the Proponents hold an investment, does not have a role in establishing or determining, any "voting policies and practices related to climate change," which the Price Advisers utilize to execute their fiduciary duties concerning the voting of proxies.

B. The Price Advisers

1. In General

The Price Advisers organize and serve as investment advisers to the T. Rowe Price family of mutual funds (the "***Funds***") and other investment portfolios.[2] Investment advisory services are provided by the Price Advisers to each Fund under individual investment management agreements. The boards of directors of the respective Funds must approve the investment management agreements annually. In addition, Fund shareholders must approve material changes to these investment management agreements. Investment management agreements for other clients are subject to specific terms as negotiated and agreed between the parties.

As global investment managers, the Price Advisers are responsible for managing Clients' (as defined herein) assets in light of potential risks and opportunities in the market and in light of the

[2] The Funds are distributed in the United States. Other investment portfolios include separately managed accounts, sub-advised funds, and other sponsored investment portfolios, including collective investment trusts, target-date retirement trusts, and Luxembourg- and UK-based funds offered to investors outside the United States.

investment objectives, policies, and restrictions specified by the Clients. A fundamental part of an investment adviser's role involves voting shares of companies in which its Clients invest (the "***Portfolio Companies***"). "***Clients***" refers to those investors or Funds to whom the Price Advisers provide investment management services.

2. Proxy Voting

a. Clients Have the Legal Right to Vote Securities

The legal right to vote securities of Portfolio Companies resides with the Clients as owners of those securities. Those Clients may, however, delegate proxy voting authority to the Price Advisers under their advisory contracts. *See, e.g., Proxy Voting by Investment Advisers, Investment Advisers Act Release IA-2106* at n.10 (Mar. 10, 2003) (the "***Adviser Proxy Voting Release***") (noting that Rule 206(4)-6 applies even when the advisory contract is silent, but the adviser's voting authority is implied by an overall delegation of discretionary authority). In addition the Commission noted in *Commission Guidance Regarding Proxy Voting Responsibilities of Investment Advisers Release IA-5325* at n.3 (Sep. 10, 2019) (the "***Proxy Voting Responsibilities***") that while "a client and its investment adviser may agree that the client will delegate all of its proxy voting authority to its investment adviser, the client and the investment adviser may instead agree (in the manner described above) to other proxy voting arrangements in which the investment adviser would not assume all of the proxy voting authority, or in which the investment adviser would only assume the authority to vote on behalf of the client in limited circumstances or not at all." Accordingly, it is the Clients' right to vote the proxies for the securities owned by such Clients, and the Clients have chosen to delegate some or all of their proxy voting authority to the Price Advisers, based in part on the Price Advisers' publicly disclosed proxy voting policies. Therefore any disclosure whereby the Company would publish proxy votes, would be a disclosure of the Clients' voting record, as advised through Price Associates, not the voting record of the Company. For reference from July 1, 2018 through June 30, 2019, Price Advisers voted in approximately 6,444 shareholder meetings, which included approximately 110,222 ballots (individual agenda items voted).

b. The Price Advisers' Proxy Voting Policies

The Price Advisers' investment management operations are subject to the Advisers Act. Section 206 of the Advisers Act, as interpreted by the U.S. Supreme Court in *SEC v. Capital Gains Research Bureau, Inc.*, 375 U.S. 180, 191 (1963) ("***Capital Gains***"), which imposes a fiduciary duty on investment advisers. Citing *Capital Gains*, in connection with the adoption of Rule 206(4)-6 under the Advisers Act relating to investment advisers' proxy voting obligations to their clients, the Commission stated that "an adviser is a fiduciary that owes each of its clients duties of care and loyalty with respect to all services undertaken on the client's behalf, including proxy voting." *See Proxy Voting Responsibilities.*[3]

In connection with pension funds and retirement plans governed by the Employee Retirement Income Security Act ("***ERISA***"), the Price Advisers are also subject to the legal obligations imposed on

[3] In the *Proxy Voting Responsibilities*, the Commission further stated:

> To satisfy its fiduciary duty in making any voting determination, the investment adviser must make the determination in the best interest of the client and must not place the investment adviser's own interests ahead of the interests of the client.

fiduciaries under Title I of ERISA with respect to proxy voting to the extent voting discretion has been assigned to the Price Advisers. In that regard, the Department of Labor has given the following guidance:

> The fiduciary duties described at ERISA section 404(a)(1)(A) and(B), require that, in voting proxies, the responsible fiduciary consider those factors that may affect the value of the plan's investment and not subordinate the interests of the participants and beneficiaries in their retirement income to unrelated objectives. *Interpretive Bulletin Relating to Exercise of Shareholder Rights and Written Statements of Investment Policy, Including Proxy Voting Policies or Guidelines (Dec. 29, 2016), 29 C.F.R. Section 2509.2016-01(1).*

Item 17(A) of Form ADV, Part 2A provides that where investment advisers have authority to vote client securities, they are required to disclose the policies by which client securities will be voted.[4] These disclosures are required to be provided to the investment adviser's clients when entering into an advisory contract, and updated amendments must be provided to clients annually thereafter.[5]

Similarly, if registered investment companies have delegated proxy voting authority to their investment advisers, they are required to describe those proxy voting policies. For example, an open-end investment company is required to describe, in its Statement of Additional Information ("***SAI***"), "any policies and procedures of the Fund's investment adviser . . . that the Fund uses, or that are used on the Fund's behalf, to determine how to vote proxies relating to portfolio securities." *Form N-1A, Item 17(f).*

In compliance with these requirements, the Price Advisers describe their proxy voting policies in Part II of their Form ADVs. Similarly, the Price Advisers' proxy voting policies for the Funds are summarized in the SAI of each Fund's registration statement and made available on the Company's website. Moreover, the boards of directors of the Funds, which are comprised of a majority of directors who are not affiliated with the Price Advisers, annually review and approve the Price Advisers' proxy voting policies. Any material changes to those policies are also reported to the boards annually. These legal disclosure and approval requirements evidence the Commission's recognition of the role of proxy voting in the contractual relationship between client and adviser, or, as here, Clients and the Price Advisers.

c. Proxy Voting Is an Investment Management Service

Accordingly, the Price Advisers' proxy voting policies constitute an integral part of the investment management services that the Price Advisers provide to their Clients under their advisory contracts and are the basis on which Clients (including the Funds and their boards) contractually agree to

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[4] *Item 17(A) of Form ADV, Part 2A* provides:

> If you [*i.e.*, the investment adviser] have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.

[5] *See Advisers Act Rule 204-3.*

delegate proxy voting authority to the Price Advisers. Any Client may retain the authority to vote certain types of proxies or may revoke a Price Adviser's authority to vote proxies of Portfolio Companies and vote its own proxies in accordance with any criteria it chooses. *See Staff Legal Bulletin No. 20 (IM/CF).* In the absence of specific direction from their Clients, however, the Price Advisers and their Clients are entitled to contractually rely on the Price Advisers to vote the proxies of Portfolio Companies solely in accordance with the Price Advisers' disclosed proxy voting policies.

3. The Proxy Voting Policies Are Not the Company's

The proxy votes the Proposal references ultimately belong to the Price Advisers' Clients, who have contractually retained the Price Advisers to manage their assets, and who have delegated their proxy voting authority to the Price Advisers, based in part on the Price Advisers' publicly disclosed proxy voting policies. Clients review and monitor the Price Advisers' proxy voting activities and retain the power to direct the Price Advisers in their exercise of voting authority. The Company is not a party to those contracts, and these contracts may require Client consent in order to impose new terms or revised voting policies. The Company, its shareholders and its board of directors (the "***Board***") do not have any power or authority regarding the terms of a Client's delegation of proxy voting authority to the Price Advisers. Rather, it is the Clients themselves who choose to delegate investment decision-making process and discretionary proxy voting in connection with those investments to Price Advisers, and who monitor and receive reports on the Price Advisers' performance in this regard. The Proponent is not a Client of Price Advisers and the Proposal seeks information and explanations relating to the Price Advisers' voting policies that do not pertain to the Company or the Proponent's relationship as a shareholder of the Company.

III. The Proposal May Be Omitted in Reliance on Rule 14a-8(i)(7), As It Deals With Matters Relating to the Company's Ordinary Business Operations

Rule 14a-8(i)(7) permits a company to exclude from its proxy materials a shareholder proposal that "deals with a matter relating to the company's ordinary business operations." According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" refers to matters that are not necessarily "ordinary" in the common meaning of the word, but instead the term "is rooted in the corporate law concept [of] providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 34-40018 (May 21, 1998) (the "***1998 Release***"). The Commission explained that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholder meeting." The Commission also noted that the ordinary business exclusion rests on two central considerations: first, that "certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight"; and second, the degree to which the proposal attempts to "micro-manage" a company by "probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." Moreover, under Rule 14a-8(i)(7), a proposal that seeks to micro-manage a company's business operations is excludable even if it touches on a significant policy issue.

Framing a shareholder proposal in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be

excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983) (the "***1983 Release***") ("[T]he staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7)"), and Johnson Controls, Inc. (avail. Oct. 26, 1999) ("[Where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business ... it may be excluded under [R]ule 14a-8(i)(7)."). *See also* Staff Legal Bulletin No. 14J (Oct. 23, 2018) ("***SLB 14J***") and Ford Motor Co. (avail. Mar. 2, 2004) (concurring with the exclusion of a proposal requesting that the company publish a report about global warming/cooling).

A. The Proposal May Be Excluded Because It Seeks to Micro-Manage the Company

It is the Company's view that the Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the Staff has repeatedly recognized that a proposal that seeks to micro-manage the determinations of a company's management regarding day-to-day decisions is excludable under Rule 14a-8(i)(7) as a component of "ordinary business."

As noted above, the Commission stated in the 1998 Release that one of the considerations underlying the ordinary business exclusion in Rule 14a-8(i)(7) was "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." The 1998 Release further states, "[t]his consideration may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." The Staff has also consistently agreed that shareholder proposals attempting to micro-manage a company by probing too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment are excludable under Rule 14a-8(i)(7). *See* Devon Energy Corporation (March 4, 2019) (permitting exclusion of proposal requiring annual reporting of greenhouse gas reduction goals established by the Paris Climate Agreement since the proposal would micro-manage the Company by seeking to impose specific methods for implementing complex policies in place of the ongoing judgments of management as overseen by its board of directors); Wells Fargo & Company (March 5, 2019) (same); Walgreens Boots Alliance, Inc. (Nov. 20, 2018) (permitting exclusion under Rule 14a-8(i)(7) on the basis of micro-management of a proposal requesting open market share repurchase programs or stock buybacks subsequently adopted by the board not becoming effective until approved by shareholders); JPMorgan Chase & Co. (Mar. 30, 2018) (permitting exclusion under Rule 14a-8(i)(7) on the basis of micro-management of a proposal requesting a report on the reputational, financial and climate risks associated with project and corporate lending, underwriting, advising and investing on tar sands projects); Marriott International, Inc. (Mar. 17, 2010, *recon. denied* Apr. 19, 2010) (permitting exclusion under Rule 14a-8(i)(7) on the basis of micro-management of a proposal requiring the installation of showerheads that deliver no more than 1.6 gallons per minute of flow, along with mechanical switches that would allow guests to control the level of water flow); and Duke Energy Corp. (Feb. 16, 2001) (permitting exclusion under Rule 14a-8(i)(7) on the basis of micro-management of a proposal recommending that the board of directors take steps "to reduce by 80% nitrogen oxide (NOx) emissions from the coal-fired plants operated by Duke Energy in North Carolina, with no loopholes for higher emissions, and limiting each boiler to .15 lbs of NOx per million btu's of heat input by 2007").

SLB14J reminded companies that micro-management remains a potential basis to exclude a proposal under Rule 14a-8(i)(7). Specifically, the Staff explained that a proposal micro-manages a

company when it "involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." The Staff indicated that the micro-management basis of exclusion "also applies to proposals that call for a study or report" and, therefore, a proposal that seeks an intricately detailed study or report may be excluded on micro-management grounds. Further, the Staff stated that it "would, consistent with Commission guidance, consider the underlying substance of the matters addressed by the study or report" to determine whether a proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies."

The Company is a global financial services holding company that provides global investment management services through its subsidiaries to investors worldwide and the Company does not vote any proxies for its benefit or on its behalf. The asset management and proxy voting functions are all undertaken by the Price Advisers, which maintain their own proxy voting policies that are administered by the Proxy Group for the Price Advisers. As a result, while the Company's corporate responsibility and environmental positions may help inform general policies regarding climate change matters, the Company, in which the Proponents hold an investment, does not have control over or play a role in establishing, any "voting policies and practices related to climate change."

As described above, voting proxies solely in the best interest of Clients is unquestionably part of the core investment process and business operations of the Price Advisers. As the Commission stated in the Adviser Proxy Voting Release, an investment adviser's fiduciary duty under the Advisers Act requires it to monitor corporate events and vote proxies consistent with the best interests of its clients. To that end, the Price Advisers' existing proxy voting policy for their Clients, as summarized in each Price Adviser's Form ADV, states that the Price Advisers vote proxies "solely in the best interests of the Clients." With respect to environmental, social, and governance ("***ESG***") issues, the Price Advisers' voting policies state that they "will generally give management discretion with regard to social, environmental and corporate responsibility issues, unless the issue has substantial investment implications for the company's business or operations which have not been adequately addressed by management. T. Rowe Price supports well-targeted shareholder proposals on environmental and other public policy issues that are particularly relevant to a company's business." The Fund SAI(s) includes comparable language. Thus, when voting proxies, including those related to ESG issues, such proposals are considered on their own merits, and the Price Advisers make proxy voting determinations on behalf of their Clients based on the effect of their vote on the value of Portfolio Company securities. An active investment manager like Price Advisers is required to make proxy voting decisions based on the investment merits of each Portfolio Company and Price Advisers' assessment of the Portfolio Company's economic value as an investment. Thus, these ESG proxy voting determinations are generally considered on a case-by-case basis, as an integral part of a complex investment decision-making process. This activity is core to the Price Advisers' day-to-day management of their Clients' assets and is subject to monitoring, modification and potential revocation by Price Advisers' Clients in the normal course of business.

The Proposal requests that the Company issue a report on "the voting policies and practices of its subsidiaries related to climate change" including explaining the "incongruities between the Company's public statements and pledges regarding climate change (including ESG risk considerations associated with climate change), and the voting policies and practices of its subsidiaries." The Commission has long held that proposals requesting a report are evaluated by the Staff by considering the underlying subject matter of the proposal when applying Rule 14a-8(i)(7). *See* 1983 Release. In this regard, it is important to note that the Proposal is not limited to the publication of a report; rather, the Proposal seeks an explanation of the "incongruities between the Company's public statements and pledges regarding climate

change (including ESG risk considerations associated with climate change), and the voting policies and practices of its subsidiaries." The supporting statement clarifies that the report is intended to reconcile the "proxy voting records for TROW's subsidiaries"[6] versus the Company's public statements and pledges regarding climate change. In other words, the Company is being asked to explain each instance where the Price Advisers' existing proxy voting policy for a Fund might deviate from the Company's public statements and pledges. As described above, voting proxies is unquestionably part of the core investment process and business operations of the Price Advisers. For these reasons, the Proposal attempts to micro-manage the Company by probing too deeply into matters of a complex nature (proxy voting as part of the investment process) which are inherently matters for which management is in the best position to make an informed decision and therefore excludable under Rule 14a-8(i)(7).

B. The Proposal May Be Omitted Because It Relates to Ordinary Business Matters

It is the Company's view that the Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because it relates to the Company's ordinary business operations.

The Proposal requests that the Company prepare a report which would include "an assessment of any incongruities between the Company's public statements and pledges regarding climate change (including ESG risk considerations associated with climate change), and the voting policies and practices of its subsidiaries." We note further, however, that the Proposal is not limited to the publication of a report; rather, as demonstrated by the supporting statement, the Proposal seeks to modify the practices and policies of the Price Advisers and its Clients by contrasting their practices with those of "funds managed by investment firms such as PIMCO, Legg Mason, UBS, and Invesco…" noting that such firms "supported the majority of climate-related resolutions in 2019." These practices and policies are fundamental to management's ability to run the Company on a day-to-day basis; as such, the Proposal relates to the Company's ordinary business operations.

A shareholder proposal requesting the preparation of a report is excludable when the underlying subject matter of the requested report involves ordinary business matters. In SLB 14E, the Staff stated:

> On a going-forward basis, rather than focusing on whether a proposal and supporting statement relate to the company engaging in an evaluation of risk, we will instead focus on the subject matter to which the risk pertains or that gives rise to the risk. The fact that a proposal would require an evaluation of risk will not be dispositive of whether the proposal may be excluded under Rule 14a-8(i)(7). Instead, similar to the way in which we analyze proposals asking for the preparation of a report, the formation of a committee or the inclusion of disclosure in a Commission-prescribed document - where we look to the underlying subject matter of the report, committee or disclosure to determine whether the proposal relates to ordinary business - we will consider whether the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company.

Consistent with this approach, the Staff has permitted the exclusion of a proposal requesting that a company's board of directors conduct an independent oversight review of certain risks and publish an

[6] We assume that the reference to "proxy voting records" of the Company's subsidiaries pertains to the voting records of the Funds, which are separate legal entities with their own board of directors. The Funds are Clients of the Price Advisers and not subsidiaries of TROW.

annual report to shareholders based on the independent review. *See* Sempra Energy (Jan. 12, 2012, *recon. denied* Jan. 23, 2012) (permitting exclusion under Rule 14a-8(i)(7) of a proposal asking the board "to conduct an independent oversight review" of the company's management of risks posed by the company's operations in certain countries, noting that the proposal related to the company's ordinary business matters). *See also*, The Boeing Company (Feb. 8, 2012) (permitting exclusion of proposal requesting that the board annually prepare a report disclosing its assessment of the financial, reputational and commercial effects of changes to tax laws and policies that pose risk to shareholder value "as relating to Boeing's ordinary business operations"); The Walt Disney Company (Dec. 12, 2011) (permitting exclusion of proposal requesting a report regarding the board's compliance with the company's code of business conduct and ethics for directors); and ACE Ltd. (Mar. 19, 2007) (permitting exclusion of proposal requesting a report regarding the company's strategy and actions relating to climate change).

The underlying subject matter of the report requested by the Proposal is proxy voting which, as explained above, falls squarely within the Company's ordinary business operations.

C. The Proposal Does Not Focus on a Significant Policy Issue

It is the Company's view that the Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because it does not focus on a significant policy issue. We note that a proposal, in some circumstances, may not be excluded under Rule 14a-8(i)(7) if it is determined to focus on a significant policy issue. The fact that a proposal may touch upon a significant policy issue, however, does not always preclude exclusion under Rule 14a-8(i)(7). Instead, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company's ordinary business operations.

The Staff has consistently permitted exclusion of shareholder proposals where the proposal focused on ordinary business matters, even though it also related to a potential significant policy issue. For example, in McKesson Corp. (June 1, 2017), the Staff permitted the company's exclusion of a shareholder proposal that requested a report on the company's processes to "safeguard against failure" in its distribution system for restricted medicines despite the fact that the proponent argued that the proposal touched upon a significant policy issue (the impermissible use of medicines to carry out execution by lethal injection). In granting relief under Rule 14a-8(i)(7), the Staff concurred with the company that the proposal related to the sale or distribution of the company's products. Similarly, in Exxon Mobil Corp. (Mar. 6, 2012), the Staff permitted exclusion of a proposal requesting that the company prepare a report "discussing possible short and long term risks to the company's finances and operations posed by the environmental, social and economic challenges associated with the oil sands." In concurring with the company's view that the proposal could be excluded pursuant to Rule 14a-8(i)(7), the Staff noted that the proposal "addresse[d] the 'economic challenges' associated with the oil sands and [did] not . . . focus on a significant policy issue." *See also* Hewlett-Packard Co. (Jan. 23, 2015) (concurring with the exclusion of a proposal requesting that the board provide a report on the company's sales of products and services to the military, police, and intelligence agencies of foreign countries, with the Staff noting that the proposal related to ordinary business and "does not focus on a significant policy issue"); Dominion Resources, Inc. (Feb. 14, 2014) (permitting the exclusion of a proposal relating to use of alternative energy because the proposal related, in part, to ordinary business operations (the company's choice of technologies for use in its operations)); and Capital One Financial Corp. (Feb. 3, 2005) (permitting exclusion under Rule 14a-8(i)(7) when a proposal asked a company to disclose information about the ordinary business matter of how it managed its workforce, even though the proposal also involved the significant policy issue of outsourcing).

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U.S. Securities and Exchange Commission
January 1, 2020

The Staff stated in SLB 14C that "[i]n determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole." Accordingly, the fact that the Proposal addresses a policy issue that may be significant will not prevent the Proposal from being excludable under Rule 14a-8(i)(7) if the resolved clause and "Whereas" clauses make clear that the Proposal relates, at least in part, to the Company's ordinary business. Consistent with the Staff's statement in SLB 14C, in General Electric Co. (St. Joseph Health System) (Jan. 10, 2005), the Staff considered a proposal raising a general corporate governance matter by requesting that the company's compensation committee "include social responsibility and environmental (as well as financial) criteria" in setting executive compensation, where the proposal was preceded by a number of recitals addressing executive compensation but the supporting statement read, "we believe that it is especially appropriate for our company to adopt social responsibility and environmental criteria for executive compensation" followed by several paragraphs regarding an alleged link between teen smoking and the depiction of smoking in movies. The company argued that the supporting statement evidenced the proponents' intent to "obtain[] a forum for the [p]roponents to set forth their concerns about an alleged risk between teen smoking and the depiction of smoking in movies," a matter involving the company's ordinary business operations. The Staff permitted exclusion of the proposal under Rule 14a-8(i)(7), noting that "although the proposal mentions executive compensation, the thrust and focus of the proposal is on the ordinary business matter of the nature, presentation and content of programming and film production." See also Johnson & Johnson (Feb. 10, 2014) (permitting exclusion under Rule 14a-8(i)(7) of a proposal with a resolution concerning the general political activities of the company where the preamble paragraphs to the proposal demonstrated that the thrust and focus of the proposal was on specific company political expenditures, which are ordinary business matters); The Walt Disney Co. (Dec. 15, 2004) (permitting exclusion under Rule 14a-8(i)(7) of a proposal identical to the proposal in General Electric Co. (Jan. 10, 2005), where the company argued that the proponents were attempting to "us[e] the form of an executive compensation proposal to sneak in its otherwise excludable opinion regarding a matter of ordinary business (on-screen smoking in the [c]ompany's movies)").

In this instance, even if the Proposal were to touch on the significant policy issue of climate change, the Proposal's request focuses on the Company's ordinary business matters. In this regard, it is important to note that the Proposal is not limited to the publication of a report; rather, the Proposal seeks an explanation of the "incongruities between the Company's public statements and pledges regarding climate change (including ESG risk considerations associated with climate change), and the voting policies and practices of its subsidiaries." The supporting statement clarifies that the report is intended to reconcile the "proxy voting records for TROW's subsidiaries" versus the Company's public statements and pledges concerning ESG matters. In other words, the Company is being asked to explain each instance where the Price Advisers' existing proxy voting policy for a Fund might deviate from the Company's public statements and pledges. We note further that the Proposal seeks to modify the practices and policies of the Company, Price Advisers and their Clients by contrasting their practices with those of "funds managed by investment firms such as PIMCO, Legg Mason, UBS, and Invesco …." Fairly read, the Proposal is not confined to matters relating to climate change and focuses primarily on matters related to the Company's ordinary business operations.

D. Any Policy Issue Raised by the Proposal Does Not Transcend the Company's Ordinary Business Operations

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On November 1, 2017, the Staff published Staff Legal Bulletin 14I ("***SLB 14I***"), which announced an updated Staff policy regarding the application of Rule 14a-8(i)(7). The Staff stated in SLB 14I that the applicability of the significant policy exception "depends, in part, on the connection between the significant policy issue and the company's business operations." The Staff noted further that a well-informed board, exercising its fiduciary duties in overseeing management and the strategic direction of the company, "is well situated to analyze, determine and explain whether a particular issue is sufficiently significant because the matter transcends ordinary business and would be appropriate for a shareholder vote." Where the board concludes that the policy issue underlying a proposal is not sufficiently significant to the company's business operations, the Staff said that the company's letter notifying the Staff of the company's intention to exclude the proposal should set forth the board's analysis of "the particular policy issue raised and its significance" and describe the "processes employed by the board to ensure that its conclusions are well-informed and well-reasoned."

The Proponents have previously submitted proposals to the Company calling for reports by the Board on proxy voting relating to climate change matters, including as recently as for the 2018 proxy statement. That proposal ultimately was withdrawn by the Proponents after dialogue between the Company and the Proponents and the submission by the Company of a no-action letter request.

The Nominating and Governance Committee of the Board (the "***Committee***") and the full Board have regularly been updated on and kept abreast of the Price Advisers proxy voting practices, including in the area of shareholder proposals regarding ESG issues. In order to make an informed decision about whether the Proposal raises a significant policy issue that transcends the Company's ordinary business, the Committee and the Board, at various times, have considered information prepared by management that included:

- The Price Advisers' approach to voting ESG issues, including confirmation that (i) ESG issues are fundamentally investment issues and that the votes on ESG matters should be determined within the context of the overall investment view of the relevant company, and (ii) the key question is always would the Price Advisers, as investors, find the proposed action useful and beneficial to the company.
- A snapshot of ESG proposals for recent proxy seasons. The snapshot included, among other information, the number of proposals submitted, the number withdrawn, the number ultimately submitted to shareholders, the average support, and the number that actually passed.
- The Price Advisers' voting history with respect to ESG proposals and a comparison of the Price Advisers' voting history on ESG proposals with the market.

Based on the foregoing, the Committee and the Board concluded that the Proposal does not transcend the Company's ordinary business or its day-to-day operations and authorized management to submit this request to the Staff. Accordingly, the Committee and Board do not believe that the Proposal is an appropriate matter for a vote by shareholders at the 2020 Annual Meeting of Shareholders.

CONCLUSION

For the reasons discussed above, the Company believes that it may omit the Proposal from its 2020 Proxy Materials in reliance on Rule 14a-8(i)(7). We respectfully request that the Staff concur with

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the Company's view and confirm that it will not recommend enforcement action to the Commission if the Company excludes the Proposal from its 2020 Proxy Materials.

If you have any questions or need additional information, please feel free to contact me at (410) 577-5037.

Sincerely,

Jean-Marc Corredor
Vice President, Senior Legal Counsel

cc: Pat Miguel Tomaino, Zevin Asset Management, LLC (pat@zevin.com)
David Oestreicher, T. Rowe Price Group, Inc. (David_Oestreicher@troweprice.com)
Pamela Conover, T. Rowe Price Group, Inc. (Pamela_Conover@troweprice.com)
Robert W. Smith, Jr., DLA Piper (jay.smith@dlapiper.com)
Sanjay Shirodkar, DLA Piper (sanjay.shirodkar@dlapiper.com)

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EXHIBIT A

Zevin Asset Management, LLC

November 13, 2019

Via e-mail and UPS

David Oestreicher
Chief Legal Counsel and Corporate Secretary
T. Rowe Price Group, Inc.
100 East Pratt Street
Mail Code BA-1360
Baltimore, MD 21202

RE: Shareholder proposal for 2020 Annual Meeting

Dear Mr. Oestreicher,

I write to file the attached proposal to be included in the proxy statement of T. Rowe Price Group, Inc. ("T. Rowe Price" or the "Company") for its 2020 annual meeting of stockholders.

As you know, Zevin Asset Management is a socially responsible investment manager which integrates financial and environmental, social, and governance (ESG) research in making investment decisions on behalf of our clients.

We were grateful for the recent opportunity to meet with you and your colleagues regarding proxy voting, and we have had ample opportunity to review this matter. We are filing the attached shareholder proposal asking for a review of proxy voting because we remain concerned about whether the proxy voting practices of the Company and its subsidiaries are suited to properly address material ESG considerations such as climate change.

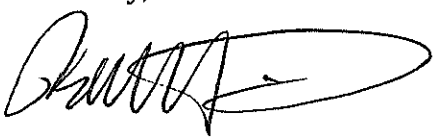
We are filing this shareholder resolution on behalf of our client Janet Axelrod 1997 Revocable Trust (the Proponent), which has continuously held, for at least one year of the date hereof, 1,500 shares of the Company's stock, which would meet the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended. Verification of this ownership from our client's custodian is enclosed. That documentation shows that Janet Axelrod 1997 Revocable Trust (the Proponent) is beneficial owner of the above mentioned T. Rowe Price shares.

Zevin Asset Management, LLC has complete discretion over the Proponent's shareholding account at UBS Financial Services, which means that we have complete discretion to buy or sell investments as well as submit shareholder proposals at the direction of our client (the Proponent) to companies in the Proponent's portfolio. In consultation with our client (the Proponent), we confirm that the Proponent intends to continue to hold the requisite number of shares through the date of the Company's 2020 annual meeting of stockholders.

Zevin Asset Management, LLC is the primary filer for this resolution. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules. We may be joined by one or more co-filers.

Please direct any communications to me at (617) 742-6666 or pat@zevin.com. We request copies of any documentation related to this proposal. I am grateful for your time, and I look forward to your response and constructive dialogue on this matter.

Sincerely,



Pat Miguel Tomaino
Director of Socially Responsible Investing
Zevin Asset Management, LLC

Whereas: T. Rowe Price Group is a respected leader in the financial services industry with several policies and practices addressing environmental, social and governance (ESG) topics.

TROW's "ESG Policy" describes how "ESG risk considerations" are incorporated into investment decisions. That policy expresses TROW's belief that ESG issues can influence investment risk and return, thus affirming that such issues must be addressed carefully by investors.

In its "Responsible Investment Guidelines," TROW acknowledges the importance of climate change risk: "We believe that speaking with company managements and other stakeholders about climate change is a good way to gather valuable investment insights as to the management's process for assessing long-term risks and helps reinforce the notion that climate-related risk assessment should remain a priority."

TROW seems knowledgeable about the risks of climate change and the need for action by companies.

TROW's subsidiaries, which vote proxies, are guided by clients' economic interests and support certain governance reforms proposed by shareholders who believe that these issues affect shareholder value. We believe ESG issues such as climate change risk also have a profound impact on shareholder value.

TROW is a member of the Principles for Responsible Investment, a global network of investors and asset owners representing more than $89 trillion in assets. One of the Principles encourages investors to vote conscientiously on ESG issues.

Yet the 2019 publicly reported proxy voting records for TROW's subsidiaries reveal consistent votes against the vast majority of climate-related shareholder proposals (with support for only 24 percent of such resolutions), such as requests for enhanced disclosure or adoption of greenhouse gas reduction goals, even when independent experts advance a strong business and economic case for support.

In contrast, funds managed by investment firms such as PIMCO, Legg Mason, UBS, and Invesco supported the majority of climate-related resolutions in 2019.

The voting practices of subsidiaries appear inconsistent with our Company's statements about ESG and climate change. This contradiction poses reputational risk with both clients and investors. Moreover, proxy voting practices that do not properly take account of climate change seem to ignore significant company-specific and economy-wide risks associated with negative impacts of climate change.

Investors seek information on whether the practices of TROW and its subsidiaries are suited to address material ESG considerations in proxy voting. Thus, we request this review of proxy voting.

Resolved: Shareowners request that the Board of Directors initiate a review and issue a report on the proxy voting policies and practices of its subsidiaries related to climate change, prepared at reasonable cost and omitting proprietary information, and including an assessment of any incongruities between the Company's public statements and pledges regarding climate change (including ESG risk considerations associated with climate change), and the voting policies and practices of its subsidiaries.

Zevin Asset Management, LLC

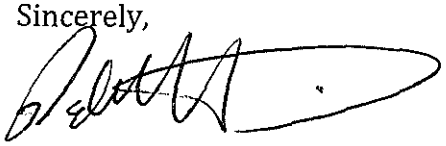
November 13, 2019

To Whom It May Concern:

Please find attached UBS Financial Services custodial proof of ownership statement of T. Rowe Price Group Inc (TROW) from Janet Axelrod 1997 Revocable Trust. Zevin Asset Management, LLC is the investment advisor to Janet Axelrod 1997 Revocable Trust and filed a shareholder resolution regarding proxy voting on behalf of Janet Axelrod 1997 Revocable Trust.

This letter serves as confirmation that Janet Axelrod 1997 Revocable Trust is the beneficial owner of the above referenced stock.

Sincerely,



Pat Miguel Tomaino
Director of Socially Responsible Investing
Zevin Asset Management, LLC

UBS

UBS Financial Services Inc.
One Post Office Square
Boston, MA 02109
Tel. 617-439-8301
Fax 855-263-0560
Toll Free 800-225-2385 Ext. 8301
james.ducey@ubs.com

James E. Ducey
Managing Director
Market Head

www.ubs.com

November 13, 2019

To Whom It May Concern:

This is to confirm that DTC participant (number 0221) UBS Financial Services Inc is the custodian for 1,500 shares of common stock of T. Rowe Price Group Inc (TROW) owned by Janet Axelrod 1997 Revocable Trust.

We confirm that the above account has beneficial ownership of at least $2,000 in market value of the voting securities of TROW. Such beneficial ownership existed on November 13, 2019 and for one or more years prior to that date in accordance with Rule 14a-8(a)(1) of the Securities Exchange Act of 1934, as amended.

The shares are held at Depository Trust Company under the Nominee name of UBS Financial Services.

This letter serves as confirmation that Janet Axelrod 1997 Revocable Trust is the beneficial owner of the above referenced stock.

Zevin Asset Management, LLC is the investment advisor to Janet Axelrod 1997 Revocable Trust and will file a shareholder resolution on behalf of Janet Axelrod 1997 Revocable Trust.

Sincerely,

Kelley A. Bowker
The Kolton Wood Group
UBS Financial Services, Inc.