

Schedule 'A' Statement of Corporate Governance Practices and Guidelines

The Bank and its Board of Directors are committed to maintaining high standards of governance in a rapidly changing environment. Our system of corporate governance is subject to continuous review and improvement. The board has proactively adopted governance policies and practices designed to align the interests of the board and management with those of shareholders and to promote the highest standards of ethical behaviour at every level of the organization.

The Bank's Common Shares are listed on the Toronto Stock Exchange (TSX), the New York Stock Exchange (NYSE) and the Swiss Exchange (SWX). The board exercises its authority in accordance with our Code of Conduct, our By-laws and the *Bank Act*, as well as other applicable laws and regulations, including those imposed by the Canadian Securities Administrators (CSA), the TSX, the NYSE and the U.S. Securities and Exchange Commission (SEC). Our practices are consistent with the CSA's corporate governance guidelines (CSA Guidelines) and its rules relating to audit committees. As a non-U.S. company, the Bank is not required to comply with most of the corporate governance listing standards of the NYSE (NYSE Rules) applicable to U.S. domestic issuers and we instead may follow Canadian governance practices. Except as summarized on our website at rbc.com/governance,⁽¹⁾ we meet or exceed the NYSE Rules in all significant respects.

On the recommendation of its Corporate Governance and Public Policy Committee, the Board of Directors has approved this corporate governance disclosure.

Independence of the board

The board believes that independence from management is fundamental to its effectiveness. As a Canadian financial services company listed on the TSX and NYSE, we are subject to various guidelines, requirements and disclosure rules governing independence of the board and its committees.

The board has adopted the Royal Bank of Canada Director Independence Policy which sets out categorical standards of independence to assist it in making determinations as to the independence of directors. These standards incorporate criteria adapted from the "affiliated persons" regulations under the *Bank Act* and the definitions of "independence" in the CSA Guidelines. A director will be considered independent only if the board has affirmatively determined that the director has no direct or indirect material relationship with the Bank. A material relationship is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment. A director who qualifies as independent under our Director Independence Policy is unaffiliated under the *Bank Act* and independent within the meaning of the CSA Guidelines. In keeping with the CSA Guidelines, the NYSE Rules and requirements of the SEC, this Policy sets higher standards for members of our Audit Committee. Our Director Independence Policy has been filed with securities

regulators at sedar.com and is available on our website at rbc.com/governance. It may be obtained free of charge on request from the Secretary of the Bank.

Information concerning personal and business relationships between each director and the Bank is used by the board in its analysis and subsequent determination of director independence. Such information is collected through a due diligence process that includes the following sources:

- directors' responses to an annual detailed questionnaire;
- biographical information of the directors; and
- internal records and reports on relationships between directors, entities affiliated with the directors and the Bank.

Any relationships between a director and the Bank are tested against the materiality thresholds set out in the Director Independence Policy. The board also takes into account all other facts and circumstances that it deems relevant in determining whether the relationships could be reasonably expected to interfere with the exercise of the director's independent judgment. In its evaluation and analysis, the board considers the nature and extent of these relationships and their importance not only to the director and to the Bank but also to entities with which the director is affiliated.

The board has analyzed the relationships between each director nominee and the Bank, and on advice from the Corporate Governance and Public Policy Committee, has affirmatively determined that 14 of the 15 persons proposed in the Proxy Circular for election as directors (or 93.3%) have no direct or indirect material relationship with the Bank and are therefore unaffiliated under the *Bank Act* and are independent. Gordon M. Nixon is not independent and is affiliated with the Bank because he is President and Chief Executive Officer. The board has also determined that every member of our Audit Committee meets the additional Canadian and U.S. independence requirements for membership on public company audit committees.

In addition to adopting the Director Independence Policy, the board has established other important governance policies and practices to enhance board independence:

- Each board committee and, with the approval of the Chairman of the Board, individual directors may engage external advisors at the Bank's expense.
- To facilitate open and candid discussion among the directors, the Chairman of the Board leads sessions attended only by non-management directors following every board meeting and, at least once a year, leads sessions attended only by independent directors. During the 2007 fiscal year there was one session attended only by independent directors.
- The board limits the number of common board memberships and the number of public company audit committees on which a director may serve.

(1) Information contained in or otherwise accessible through websites mentioned in this Statement of Corporate Governance Practices and Guidelines does not form a part of this Statement. All references in this Statement to websites are inactive textual references only.

Common board memberships

The board's policies permit no more than two board members from management, and further provide that no more than two board members may sit on the same public company board.⁽²⁾

The biographies on pages 6 to 11 of the Proxy Circular identify the other reporting issuers of which each nominee is a director. Common memberships on boards of public companies among our directors are set out below. The board has determined that these common board memberships do not impair the ability of these directors to exercise independent judgment as members of our Board of Directors.

Company	Director
TransCanada Corporation	Paule Gauthier
	David P. O'Brien
Imperial Oil Limited	Timothy J. Hearn
	Victor L. Young

Independent Chairman of the Board

An independent director, David P. O'Brien has served as the non-executive Chairman of the Board since February 27, 2004. He also serves as Chair of the Corporate Governance and Public Policy Committee.

The non-executive Chairman of the Board is responsible for the management, development and effective functioning of the Board of Directors and provides leadership in every aspect of its work. In carrying out his duties, the Chairman:

- Chairs meetings of shareholders and of the Board of Directors, including those when management is not present, as well as sessions of independent directors.
- Participates in the orientation and mentoring of new directors and the continuing development of current directors.
- Oversees the process for regular director peer review and supplements the formal review process by meeting with each director individually.
- Acts as a key advisor to the President and Chief Executive Officer on major issues.
- Serves as a liaison among the directors and between the board and senior management.

The board has approved and annually reviews the written position description for the Chairman of the Board, which is available at rbc.com/governance.

Director attendance

Board members are expected to attend the Annual Meeting as well as board meetings and meetings of committees on which they serve. Minimum attendance of 75% of board and committee meetings is required, except where the Corporate Governance and Public Policy Committee determines that factors beyond a director's control prevented the director from achieving the minimum attendance level. During the 2007 fiscal year, all directors attended at least 75% of board and committee meetings. Specifically, the Bank held 13 board meetings and 22 committee meetings with an average attendance by directors of 95.9% and 93.4%, respectively.

The attendance record of individual directors is disclosed with their biographies starting on page 6 of the Proxy Circular.

The board's role

The Board of Directors is responsible for the overall stewardship of the Bank. Directors are elected by shareholders to supervise management of the Bank's business and affairs, with the goal of enhancing long-term shareholder value. In performing its role, the board makes major policy decisions, participates in strategic planning, delegates to management the authority and responsibility for day-to-day affairs and reviews management's performance and effectiveness.

The *Bank Act* specifies certain important matters that must be dealt with by the board, such as approval of financial statements and declarations of dividends. By formal resolution, the Board of Directors reserves for itself the right to make certain decisions and delegates other decisions to management. Any responsibilities not delegated to management remain with the board and its committees. In some matters, management's discretion is limited by dollar thresholds beyond which board approval is required. For example, such thresholds exist for investments and divestitures, decisions relating to mergers and acquisitions, intra-group transactions, operating expenditures, capital and funding, and project initiatives.

Some of the board's other supervisory responsibilities are described below. The board's functions are fully described in its charter, which has been filed with securities regulators at sedar.com and is available on our website at rbc.com/governance. It may be obtained free of charge on request from the Secretary of the Bank.

Strategic planning

- The board oversees our strategic direction and major policy decisions.
- Strategies and their implementation are frequently discussed at board meetings.
- The board participates with management in an annual session dedicated to strategic planning.
- The board approves the enterprise strategy, which takes into account, among other things, the opportunities and risks of the businesses.
- The board reviews and approves our corporate financial objectives and operating plans, including significant capital allocations, expenditures and transactions that exceed delegated authorities.

Identification of risks

- Through its Conduct Review and Risk Policy Committee, the board identifies the principal risks of our businesses and seeks to ensure that an effective risk control environment is in place. Among other things, that Committee reviews risk management policies and processes, including those concerning credit risk, market risk, operational risk, liquidity and funding risk, reputation risk, regulatory and legal risk, environmental risk, insurance risk, strategic risk, competitive risk and systemic risk. The Committee receives regular reports on key risks affecting the Bank.

(2) Board policy allows more than two directors to sit on the board of a Bank subsidiary or, when it is in the best interests of the Bank in order to ensure appropriate oversight, an entity in which the Bank holds a substantial investment.

- The Audit Committee reviews reports from the Chief Internal Auditor and reviews the internal controls and risk management policies and processes related to management of capital and liquidity and prevention and detection of fraud and error.
- Both the Audit Committee and the Conduct Review and Risk Policy Committee receive reports on regulatory compliance matters.

Succession planning

- The Human Resources Committee reviews succession planning for the President and Chief Executive Officer and other key senior officers and reviews the Bank's plans for the development of senior talent and candidates for senior positions.
- The Committee reports to the board at least annually on succession planning matters.
- The President and Chief Executive Officer has a written objective that makes succession planning a priority.

Communications

- The board reviews and approves the contents of major disclosure documents, including the Annual Report, quarterly reports to shareholders, the annual information form, management's discussion and analysis, and the Proxy Circular.
- The board approves the Bank's disclosure policy that addresses how we interact with analysts, investors and the public and that contains measures to avoid selective disclosure in accordance with our policies and procedures and legal disclosure requirements.
- Procedures are in place to provide timely information to current and potential investors and respond to their inquiries.
- Our Investor Relations group is responsible for maintaining communications with the investing public. It is our policy that every shareholder inquiry should receive a prompt response. Investor Relations staff are available to shareholders by telephone, email and fax, and significant disclosure documents are available at rbc.com/investorrelations.
- Senior executives, including the President and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Head, Investor Relations, meet regularly with financial analysts and institutional investors.
- The quarterly earnings conference calls with analysts and institutional investors are broadcast live and, for a period of three months after each call, are archived on our Investor Relations website at rbc.com/investorrelations.
- Shareholders may communicate directly with the independent directors by writing to the Chairman of the Board of Directors, Royal Bank of Canada, Royal Bank Plaza, P.O. Box 1, Toronto, Ontario, Canada M5J 2J5.

Integrity of internal controls and management information systems

- The board establishes the Bank's values, as set out in our Code of Conduct.
- The board requires management to implement and maintain effective systems of internal control.

- The Audit Committee regularly meets with the Chief Internal Auditor and with the Bank's management to assess the adequacy and effectiveness of systems of internal control.
- The board reviews our financial statements and oversees our compliance with applicable audit, accounting and reporting requirements.

Governance

- Through its Corporate Governance and Public Policy Committee, the board develops the Bank's corporate governance principles and guidelines and establishes appropriate structures and procedures to allow the board to function effectively and independently of management.

Position descriptions

The Board of Directors has approved written position descriptions for the non-executive Chairman of the Board, the chairs of the board's committees and the President and Chief Executive Officer. These position descriptions are available on our website at rbc.com/governance.

The position descriptions of the Chairman of the Board and President and Chief Executive Officer are reviewed on an annual basis.

The Human Resources Committee of the board approves the corporate objectives that the President and Chief Executive Officer is responsible for meeting and assesses the President and Chief Executive Officer against these objectives.

Director orientation and continuing education

The Bank has procedures in place to ensure that the board has timely access to the information it needs to carry out its duties. In particular, directors:

- receive a comprehensive package of information prior to each board and committee meeting;
- are involved in setting the agenda for board and committee meetings;
- attend an annual strategic planning session;
- have full access to our senior management and employees; and
- receive regular updates between board meetings on matters that affect our businesses.

In addition, after each committee meeting, the board receives a report on the committee's work.

The goal of our director orientation process is to ensure that new directors fully understand the nature and operation of our businesses, the role of the board and its committees and the contribution that individual directors are expected to make, including the commitment of time and energy that we expect of our directors. We prepare and update a Director's Guide for new and existing board members which describes the role of the board, its committees and directors, contains our key policies and procedures and provides information relating to the Bank and its management. New directors also meet with members of the Group Executive representing our core businesses, and with other senior officers, to discuss our business functions and activities.

To assist board members in understanding their responsibilities and liabilities, as well as keeping their knowledge and understanding of our businesses current, we provide directors with an ongoing education program. Presentations by senior executives on the business and regulatory environment and on specialized and complex aspects of our business operations are regularly made to the board. In addition, board meetings are periodically scheduled in different locations to familiarize directors with our regional and international operations.

During the 2007 fiscal year, directors participated in educational sessions concerning:

- liquidity and funding risk management;
- credit risk operational controls and reporting under the Basel II Capital Accord;
- developments in global capital markets;
- the due diligence process for securities underwriting;
- the risk control infrastructure supporting the Bank's Capital Markets trading businesses;
- the transition to international financial reporting standards; and
- the impact of new financial instruments and accounting standards on financial statements and disclosure controls and certifications, including the effect of new U.S. accounting standards and disclosure of the fair value of financial instruments under Canadian, U.S. and international generally accepted accounting principles.

Our Code of Conduct

By setting the tone at the top, the Board of Directors fosters a strong governance culture that influences every level of the organization. The board endorses the principles and compliance elements expressed in Our Code of Conduct, which is also approved annually by the Human Resources Committee and which has been filed with securities regulators at *sedar.com* and is available at *rbc.com/governance*.

The Code establishes written standards designed to promote integrity and ethical behaviour that apply to the Chairman and members of the Board of Directors, senior management and all employees. The Code sets out fundamental principles that guide the board in its deliberations and shape the organization's business activities globally:

- upholding the law at all times;
- confidentiality, privacy and security of personal information;
- fairness in all our dealings;
- corporate responsibility and adding value to society;
- honouring trust by safeguarding client and corporate assets;
- objectivity and avoidance of conflicts of interest;
- integrity and telling the truth in all our communications; and
- individual responsibility and respect within working relationships.

The Code also deals with reporting of unethical or illegal behaviour. It creates a frame of reference for dealing with sensitive and complex issues, and provides for accountability if standards of conduct are not upheld. Waivers of departures from or breaches of the Code are considered

only in exceptional circumstances. Any waiver granted to an employee or contract worker must be reported to the Conduct Review and Risk Policy Committee and the Human Resources Committee. Any waivers for the top management team must be approved by the Conduct Review and Risk Policy Committee and reported to the Human Resources Committee. Any waivers for directors must be approved by the Board of Directors on the recommendation of the Conduct Review and Risk Policy Committee. Any waivers for the top management team or directors must be promptly disclosed. In the 2007 fiscal year, no waivers from the Code were granted.

To enhance understanding throughout our worldwide organization of the values and principles outlined in Our Code of Conduct, an online learning program was designed and implemented, together with regular online testing and tracking of completion by employees, including senior management. Members of the Board of Directors annually acknowledge they have read and understand the Code and certify that they are in compliance with its principles, as they apply to the directors.

The board has approved the establishment and mandate of an Ethics and Compliance Committee, composed of senior management, to monitor effectiveness of our overall ethics and compliance program in promoting a corporate culture that encourages ethical conduct and a commitment to compliance with laws and regulations. This committee establishes ethics and compliance training and awareness programs and advises senior management and the board on significant compliance and regulatory issues.

Where the personal or business relationships or interests of directors may conflict with those of the Bank, directors are required to disclose in writing the nature and extent of the conflict of interest. In the event of a conflict of interest, the director or executive officer will leave the relevant portion of the meeting and the director will not vote or participate in the decision.

Nomination of directors

The board derives its strength from the background, diversity, qualities, skills and experience of its members. Directors are elected by the shareholders at each Annual Meeting to serve for a term expiring on the date of the next Annual Meeting.

Nominating committee

The Corporate Governance and Public Policy Committee, which is composed solely of independent directors, acts as the nominating committee responsible for recommending to the board individuals qualified to become board members. Every year, the Committee reviews the credentials and performance of candidates proposed for election to the board, and assesses their competencies and skills against those that the Committee considers the board, as a whole, should possess. In doing so, it considers the qualification of each candidate under applicable laws, regulations and rules as well as the Bank's needs and the talents already represented on the board. Based on its assessment of the existing strengths of the board and the changing needs of the organization, the Committee determines the competencies, skills and personal qualities it should seek in new board members

to add value to the organization. The Committee considers all qualified candidates identified by members of the Board of Directors, by management and by shareholders.

Nominees are selected for such qualities as integrity and ethics, business judgment, independence, business or professional expertise, international experience and residency and familiarity with geographic regions relevant to our strategic priorities.

With a view to the ability to represent the interests of shareholders effectively, the Committee reviews each candidate's biographical information, assesses each candidate's suitability against criteria that have been developed by the Committee and set out in the Committee's charter and considers the results of internal and external due diligence reviews.

This assessment involves exercise of the Committee's independent judgment. The Committee uses the same process for evaluating all potential candidates, including those recommended by shareholders. In this context, the Committee considers whether the candidate:

- has demonstrated, in personal and professional dealings, integrity, high ethical standards and commitment to the values expressed in our Code of Conduct;
- is likely to take an independent approach and to provide a balanced perspective;
- has specific skills, expertise or experience that would complement those already represented on the board;
- is financially literate and able to read financial statements and other indices for evaluating corporate performance;
- has a history of achievements that demonstrates the ability to perform at the highest level and that reflects high standards for themselves and others;
- has a background that includes business, governmental, professional, non-profit or other experience that is indicative of sound judgment and the ability to provide thoughtful advice;
- recognizes the strengths of diversity;
- possesses knowledge and appreciation of public issues and exhibits familiarity with international, as well as national and local affairs; and
- has sufficient time and energy to devote to the performance of duties as a member of the Board of Directors, having regard to positions the candidate holds in other organizations and other business and personal commitments.

On this basis, the Committee makes recommendations to the board regarding potential director candidates.

External consultants

The Committee has sole authority to retain, and approve the fees of, any external consultants to conduct searches for appropriate candidates, or other external advisors that it determines to be necessary to carry out its duties.

Nomination by shareholders

Any shareholder who wishes to recommend a candidate to be considered by the Committee may do so by submitting the candidate's name and biographical information, including background, qualifications and experience to: Chairman of the Board, Royal Bank of Canada, Royal Bank Plaza,

P.O. Box 1, Toronto, Ontario, Canada M5J 2J5. Potential candidates may be informally approached to determine their interest in joining the board.

Director tenure policies

Directors are not renominated at the Annual Meeting following their 70th birthday. In the following circumstances, a director is expected to submit his or her resignation to the Chairman of the Board for determination by the board upon recommendation of the Corporate Governance and Public Policy Committee:

- the director is no longer qualified under the *Bank Act* or other applicable laws;
- the director does not meet eligibility rules under the board's conflict of interest guidelines; or
- the credentials underlying the appointment of the director change.

In addition, board policy requires that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender a resignation to the Chairman of the Board promptly following our Annual Meeting. The Corporate Governance and Public Policy Committee will consider the offer of resignation and, except in special circumstances, will be expected to recommend that the board accept the resignation. The Board of Directors will make its decision and announce it in a press release within 90 days following the Annual Meeting, including the reasons for rejecting the resignation, if applicable.

Board size

The Board of Directors has carefully considered issues relating to its size. The optimal size for the board represents a balance between two opposing needs: a business need for strong geographical, professional and industry sector representation; and the need to be small enough to facilitate open and effective dialogue and decision making. In keeping with the board's determination based on the recommendation of the Corporate Governance and Public Policy Committee, this year 15 nominees are proposed for election as directors at the Annual Meeting on February 29, 2008.

Board compensation

The Corporate Governance and Public Policy Committee, which is composed solely of independent directors, reviews the amount and the form of compensation of directors. The Committee has sole authority to retain and approve the fees of any compensation consultant to assist in determining board compensation. The Committee did not retain a consultant for this purpose in the 2007 fiscal year.

In recommending the form of directors' compensation, the Committee seeks to align the interests of directors and shareholders. Directors are required to own Common Shares or Director Deferred Stock Units with a minimum value of \$500,000. In addition, directors receive a dedicated annual retainer in the form of Common Shares or Director Deferred Stock Units, which must be retained until retirement from the board.

In 2007, the Committee reviewed annual retainers and attendance fees paid to directors at comparable Canadian

corporations and financial institutions, and recommended no increase in board compensation for the coming year.

Directors who are also officers of the Bank receive no remuneration as directors. More specific information concerning the compensation of directors is disclosed under the heading “Directors’ compensation” on pages 12 to 14 of this Circular.

Executive compensation

The Human Resources Committee, which is composed solely of independent directors, acts as the compensation committee of the board. This Committee advises the board on compensation and human resource principles, as well as related policies, programs and plans designed to achieve the strategic goals and financial objectives of the Bank. The Committee approves the financial performance objectives and other corporate priorities, such as strategy, talent management and corporate reputation, against which the President and Chief Executive Officer’s performance is assessed.

The President and Chief Executive Officer’s compensation is approved by the board’s independent directors based on the recommendation of the Human Resources Committee, in light of our performance against approved objectives and comparable financial institutions.

The Human Resources Committee also makes recommendations to the board on the compensation of other senior management. The process by which the board determines compensation for senior officers is described in this Circular under the heading “Executive Compensation Discussion and Analysis.” The Committee has sole authority to retain, and approve the fees of, any independent compensation consultant to assist in determining compensation of our officers. Details of compensation consultants retained to assist in determining compensation for our senior officers are provided on page 18 of this Circular under the subheading “Report of the Human Resources Committee – Independent advice.”

Committees of the Board of Directors

To assist it in exercising its responsibilities, the board has established four committees: the Audit Committee, the Conduct Review and Risk Policy Committee, the Corporate Governance and Public Policy Committee, and the Human Resources Committee. The Board of Directors does not have an executive committee.

Committee membership is recommended annually by the Corporate Governance and Public Policy Committee and in the normal course directors will serve for a minimum of three years. Each committee is composed entirely of independent directors and is chaired by an independent director who is responsible for the effective operation of the committee and the fulfillment of the committee’s charter. The committee, through its chair, reports to the board following each meeting with respect to its activities and with such recommendations as are deemed appropriate in the circumstances.

Each committee may engage external advisors at the Bank’s expense and regularly reviews and assesses the adequacy of its charter and recommends changes for approval by the board. Each board committee charter is posted on our website at rbc.com/governance.

Each committee has prepared a report of its activities over the past year and the reports, as well as details about the composition and responsibilities of each committee, are included in this Circular under the heading “Committee Reports” starting on page 15.

Assessments of the board, its committees and board members

To serve the interests of shareholders and other stakeholders, governance must improve continuously and the Bank’s governance system is subject to ongoing review and assessment. The board and each board committee annually complete an evaluation of their effectiveness and directors regularly participate in a peer review process.

The board

The directors conduct an annual evaluation of the performance and effectiveness of the board in light of its charter. The resulting data is analyzed by an independent external consultant and reviewed by members of the Corporate Governance and Public Policy Committee and the Board of Directors, who consider whether any changes to the board’s processes, composition or committee structure are appropriate. Additionally, senior management is advised of any suggestions made by directors for improvement of our processes.

Board committees

Each committee annually evaluates its effectiveness in carrying out the duties specified in its charter. The results are reviewed by the members of each committee who consider whether any changes to its structure or charter are appropriate.

Director peer review

Directors participate in a regular written peer review to assess individual directors on the attributes that contribute to an effective board. This consists of both an evaluation of peers and a self-evaluation. The written peer evaluation process is complemented with one-on-one meetings between the Chairman of the Board and each director.

Controls and certifications

We have disclosure controls and procedures designed to ensure that material information relating to the Bank is communicated to our senior executives, including the President and Chief Executive Officer and Chief Financial Officer, and to the Bank’s Disclosure Committee. The Disclosure Committee is responsible for ensuring there is an adequate and effective process for establishing, maintaining and evaluating disclosure controls and procedures for our external disclosures.

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Senior management, with the assistance of the Disclosure Committee, is responsible for establishing and maintaining adequate internal control over financial reporting as well as annually evaluating the effectiveness of these controls. The President and Chief Executive Officer and the Chief Financial Officer

annually certify they are responsible for establishing and maintaining internal control over financial reporting, as well as for the Bank's disclosure controls and procedures, and that these disclosure controls and procedures are effective.

In addition, the President and Chief Executive Officer and the Chief Financial Officer, following review by senior management and the Disclosure Committee, also certify that our annual filings filed with Canadian securities regulatory authorities and the SEC do not contain an untrue statement of a material fact, or omit to state a material fact, and that the financial statements and other financial information included in the annual filings fairly present, in all material respects, our financial condition and the results of our operations.

On a quarterly basis, the President and Chief Executive Officer and Chief Financial Officer also certify the financial statements and other financial information included in our quarterly reports and the design and operation of our disclosure controls and procedures and internal control over financial reporting.

Subsidiary Governance Office

We have established an enterprise subsidiary governance framework to ensure that appropriate levels of governance are maintained in our subsidiaries. The framework is a joint responsibility of the Bank's control functions and consists of the coordinated efforts undertaken by each function to achieve sound governance. Our Subsidiary Governance Office (SGO) leads and coordinates this effort promoting consistency, simplicity and transparency in our subsidiary organizational structure.

The framework is applied to subsidiaries in a manner which is sensitive to the local legal and regulatory requirements, business and taxation needs. The subsidiary governance framework provides a degree of central oversight.

The SGO establishes and communicates policies on subsidiary board composition and functioning, the role and qualifications of corporate secretaries and the creation, reorganization and termination of our subsidiaries.

Additional governance disclosure

Additional information about our governance practices can be found on pages 22 and 23 of our Annual Report.

The following information is available at rbc.com/governance:

- governance information from our Annual Report;
- the Code of Conduct;
- the charters of the Board of Directors and of its committees;
- the Director Independence Policy;
- position descriptions for the Chairman of the Board, the chairs of committees of the board and the President and Chief Executive Officer;
- a summary of significant differences between the NYSE Rules and our governance practices;
- the Corporate Responsibility Report and Public Accountability Statement; and
- this Statement of Corporate Governance Practices and Guidelines.

Printed versions of any of these documents can be obtained from the Secretary of the Bank, 200 Bay Street, South Tower, Toronto, Ontario, Canada M5J 2J5.