

## **ROYAL BANK OF CANADA**

Minutes of the 140<sup>th</sup>  
Annual Meeting of Common Shareholders

Vancouver, February 26, 2009

The 140<sup>th</sup> Annual Meeting of Common Shareholders of Royal Bank of Canada was held in the Vancouver Convention & Exhibition Centre in Vancouver, British Columbia, on Thursday, February 26, 2009, at 9:00 a.m. (Pacific Standard Time).

### **Appointment of Secretary and Scrutineers**

In accordance with the By-laws of the Bank and as designated by the directors, Mr. David P. O'Brien, Chairman of the Board, acted as Chairman of the meeting and Mrs. Carol J. McNamara, Vice-President, Associate General Counsel and Secretary, acted as Secretary of the meeting.

The Chairman called the meeting to order and, as authorized by the By-laws, appointed Mr. Joseph Chirico and Ms. Pina Pacifico, representatives of Computershare Trust Company of Canada, to act as scrutineers. He then introduced Messrs. Bruce Richmond, Allan MacGibbon and William Cunningham of Deloitte & Touche LLP, the Bank's auditor.

### **Quorum**

The Chairman declared that as a quorum was present, the meeting was properly convened.

### **President and Chief Executive Officer's Report**

Mr. Gordon M. Nixon, President and Chief Executive Officer, then addressed the meeting.

(The Secretary has retained with the records of the Bank a copy of the President and Chief Executive Officer's report to shareholders.)

### **Presentation of Auditor's Report, Annual Financial Statements and Committee Reports**

The Chairman noted that the shareholders had received the auditor's report and the financial statements, prepared in accordance with Canadian generally accepted accounting principles, and that reports from each of the committees of the Board of Directors had been provided to the shareholders in the Management Proxy Circular.

(The Secretary has retained with the records of the Bank a copy of the 2008 Annual Report, which includes management's discussion and analysis.)

The Chairman called for questions from the shareholders on the financial statements and the reports of the committees of the Board of Directors, and noted that the Chairs of the committees were in attendance and would respond to questions on the committee reports. The Chairman and Mr. Nixon responded to questions and comments from shareholders.

### **Business of the Meeting**

The Chairman then indicated that shareholders had received the Notice of Meeting and the Management Proxy Circular.

(The Secretary has retained with the records of the Bank a copy of the Notice of Meeting and Management Proxy Circular.)

The Secretary reviewed the voting procedures, stating that only registered shareholders or their proxyholders were entitled to propose, second, or vote on motions at the meeting, and that a simple majority of votes cast on each matter would constitute approval of the matter.

### Election of Directors

The Chairman proceeded with the election of directors, indicating that the number of directors to be elected had been fixed by the board at 15. The Chairman asked the Secretary to read the names of those proposed for election as directors. The Secretary read the names of the following individuals proposed for election as directors: W. Geoffrey Beattie, Douglas T. Elix, John T. Ferguson, Paule Gauthier, Timothy J. Hearn, Alice D. Laberge, Jacques Lamarre, Brandt C. Louie, Michael H. McCain, Gordon M. Nixon, David P. O'Brien, J. Pedro Reinhard, Edward Sonshine, Kathleen P. Taylor and Victor L. Young.

Mr. David Walls nominated each of the persons named by the Secretary of the Bank to be elected as a director of the Bank to hold office until the close of the next Annual Meeting of Common Shareholders, or until their successors are elected or appointed. Mr. Hanif Charania seconded the nominations.

The Chairman then asked if there were any further nominations. As there were no further nominations, the Chairman called for a motion that the nominations be closed. It was moved by Ms. Candace Dennis and seconded by Mr. David Gilbertson:

"THAT the nominations be closed and that each of the persons nominated be elected a director of the Bank to hold office until the close of the next Annual Meeting of Common Shareholders, or until their successors are elected or appointed."

The Chairman opened the floor to discussion and, as there was no discussion, the Chairman put the motion to a vote and a ballot was taken.

### Appointment of the Auditor

The Chairman then requested a motion for the appointment of the auditor. It was moved by Ms. Sandi Ash and seconded by Ms. Jennifer Pariag:

"THAT Deloitte & Touche LLP be appointed auditor of the Bank until the close of the next Annual Meeting of Common Shareholders."

The Chairman opened the floor to discussion and, as there was no discussion, put the motion to a vote and a ballot was taken.

### Approval of the Bank's Umbrella Savings and Securities Purchase Plan

The Chairman introduced the next item of business: the approval of the Bank's Umbrella Savings and Securities Purchase Plan. He noted that the Plan was described in the Management Proxy Circular and was posted on the Bank's website and available from the Secretary. The Chairman requested a motion for approval of the Plan. It was moved by Mr. Carson Loh and seconded by Ms. Sabrina Ismail:

"THAT the Royal Bank of Canada Umbrella Savings and Securities Purchase Plan, as described in the Management Proxy Circular, is hereby approved; and

THAT any officer of the Bank is hereby authorized to do all such things and to sign, execute and deliver any and all documents and instruments as may be necessary or advisable in order to give effect to this resolution."

The Chairman opened the floor to discussion and, as there was no discussion, put the motion to a vote and a ballot was taken.

### Shareholder Proposals

The Chairman then introduced the next item of business, being the eight Shareholder Proposals set out in Schedule 'B' to the Management Proxy Circular. The Chairman noted that the responses of the Board of Directors to the Shareholder Proposals and the board's voting recommendations were also set out in the Management Proxy Circular.

The Chairman called for a motion on Shareholder Proposal No. 1, submitted by Mouvement d'éducation et de défense des actionnaires (MÉDAC), which proposed a consultative vote by the shareholders on the compensation policy for executive officers. Mr. Jean Legault made a motion for the approval of Shareholder Proposal No. 1. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 2, submitted by MÉDAC, concerning the presence of women on boards of directors. Mr. Legault made a motion for the approval of Shareholder Proposal No. 2. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 3, submitted by MÉDAC, concerning independence of the members of the compensation committee and of outside compensation consultants. Mr. Legault made a motion for the approval of Shareholder Proposal No. 3. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 4, submitted by MÉDAC, which proposed a limit on the number of boards on which the directors of the Bank may serve. Mr. Legault made a motion for the approval of Shareholder Proposal No. 4. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 5, submitted by Meritas Financial Inc., which proposed a shareholder advisory vote on the report of the Human Resources Committee. Ms. Laura O'Neill made a motion for the approval of Shareholder Proposal No. 5. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 6, submitted by Mr. J. Robert Verdun, which proposed a fundamental review of executive compensation. Mr. Gordon Gates made a motion for the approval of Shareholder Proposal No. 6. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 7, submitted by Mr. Verdun, which proposed that a comprehensive review be undertaken with respect to short-selling. Mr. Gates made a motion for the approval of Shareholder Proposal No. 7. The Chairman put the motion to a vote and a ballot was taken.

The Chairman called for a motion on Shareholder Proposal No. 8, submitted by Mr. Verdun, which proposed that the Board of Directors review its policies on director recruitment. Mr. Gates made a motion for the approval of Shareholder Proposal No. 8. The Chairman put the motion to a vote and a ballot was taken.

### **Video Presentation and Question Period**

The Chairman then introduced a video presentation on the Vancouver 2010 Olympic Winter Games. Following the video, Mr. Nixon introduced the Bank's first Olympic Torchbearer, Mr. Caleb Taylor, and three RBC Olympians, Ms. Rachel Jonat, Ms. Sylvia Kerfoot and Mr. Adam Kreek.

Mr. Nixon and Mr. Morten Friis, Chief Risk Officer, then responded to questions and comments from shareholders and proxyholders.

### **Voting Results**

The Chairman received the scrutineers' preliminary report on the results of voting on the matters voted on at the meeting and advised that copies of the scrutineers' preliminary report would be available at the information desk after the meeting and posted on the Bank's website. The following voting results were posted on the screens in the meeting room.

- On the Election of Directors, a substantial majority of the votes cast at the meeting were voted in favour of each of the 15 nominees named in the Management Proxy Circular, as specified below:

<b>Nominee</b>	<b>% Votes For</b>	<b>% Votes Withheld</b>	<b>Nominee</b>	<b>% Votes For</b>	<b>% Votes Withheld</b>
W. Geoffrey Beattie	92.9%	7.1%	Michael H. McCain	90.5%	9.5%
Douglas T. Elix	92.9%	7.1%	Gordon M. Nixon	93.2%	6.8%
John T. Ferguson	93.0%	7.0%	David P. O'Brien	92.8%	7.2%
Paule Gauthier	92.4%	7.6%	J. Pedro Reinhard	92.8%	7.2%
Timothy J. Hearn	93.2%	6.8%	Edward Sonshine	92.2%	7.8%
Alice D. Laberge	93.2%	6.8%	Kathleen P. Taylor	93.0%	7.0%
Jacques Lamarre	93.2%	6.8%	Victor L. Young	92.9%	7.1%
Brandt C. Louie	92.7%	7.3%			

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• Appointment of the auditor:	99.5%	in favour	0.5%	withheld
• Approval of the Bank's Umbrella Savings and Securities Purchase Plan:	96.9%	in favour	3.1%	against
• Shareholder Proposal No. 1:	56.9%	in favour	43.1%	against
• Shareholder Proposal No. 2:	6.3%	in favour	93.7%	against
• Shareholder Proposal No. 3:	12.9%	in favour	87.1%	against
• Shareholder Proposal No. 4:	7.0%	in favour	93.0%	against
• Shareholder Proposal No. 5:	54.4%	in favour	45.6%	against
• Shareholder Proposal No. 6:	7.1%	in favour	92.9%	against
• Shareholder Proposal No. 7:	3.1%	in favour	96.9%	against
• Shareholder Proposal No. 8:	3.4%	in favour	96.6%	against

(The Secretary has retained with the records of the Bank a copy of the scrutineers' report.)

The Chairman thanked the scrutineers and declared that the 15 persons named in the Management Proxy Circular had been duly elected as directors; Deloitte & Touche LLP had been appointed as the auditor; the Bank's Umbrella Savings and Securities Purchase Plan had been approved; and with the exception of Shareholder Proposals Nos. 1 and 5, the Shareholder Proposals had been defeated.

With respect to Shareholder Proposals Nos. 1 and 5 relating to a shareholder advisory vote on executive compensation, the Chairman commented that the Board of Directors understands the importance of this issue to shareholders and that it is an issue that the board discussed over the past year. He noted that RBC Asset Management voted in favour of these two Shareholder Proposals and that the board will be considering how best to give shareholders a meaningful vote on this important issue. The Chairman commended those who brought these proposals forward.

#### **Closing Remarks and Termination of Meeting**

On behalf of the Board of Directors and shareholders, the Chairman acknowledged the performance and dedication of the Bank's employees.

As there was no further business to transact, the Chairman declared the meeting terminated.

(signed) David P. O'Brien  
Chairman of the Board

(signed) Carol J. McNamara  
Secretary