



Purpose and Scope

This Supplier Code of Conduct ("Code") sets out our ("RBC") principles and expectations as to how organizations who supply goods and services to RBC ("Suppliers"), including their representatives and employees (together "Supplier's Employees") are to conduct business with and deal with us. We, Royal Bank of Canada and its subsidiaries, operate under the master brand name RBC.

In alignment with our values, we are committed to striking the right balance across shareholder groups, clients, employees and communities. Our values are built on providing excellent service to our clients and each other, a work ethic that promotes teamwork to succeed, taking personal responsibility for high performance, diversity for growth, and innovation and integrity in everything we do. Our organization, and all of our employees, have a duty to comply with applicable laws and regulations, and are expected to behave responsibly and ethically.

We expect Suppliers to operate in accordance with values comparable to ours and in a manner which is consistent with prudent business practices.

Business Integrity

Compliance with Laws

In all their activities, Suppliers must ensure they conduct business in compliance with the applicable laws, rules, and regulations of the jurisdictions in which they operate.

Conflicts of Interest

In their relationship with our employees, Suppliers must not try to gain improper advantage or preferential treatment for other relationships they may have with us (for example, as a client).

Gifts and Entertainment

The nature of the gifts or entertainment must not, by their quality, quantity or timing, be used by Suppliers to gain improper advantage or preferential treatment. We expect that Suppliers will maintain appropriate records of exchanges of gifts and entertainment with our employees.

Anti-bribery and Anti-Corruption

Suppliers must not engage in any conduct that would put our organization at risk of violating anti-bribery laws.

Inside Information and Information Barriers

In their dealings with us, if Suppliers become aware of inside information about us or our clients, we expect Suppliers to have in place policies and procedures for the proper handling and use of that information (such as information barriers). These policies and procedures must meet applicable legal and regulatory requirements to prevent inappropriate access or disclosure of inside information.

Responsible Business Practices

Privacy and Information Security

Suppliers must comply with RBC's published [Privacy Policy](#), and must use information obtained through their relationship with us only for the purpose defined to them.

Suppliers must store information as agreed with RBC and have appropriate information security policies and procedures in place to secure access to our information. Suppliers must notify us promptly of actual or suspected privacy breaches, security breaches, or losses of our information.

Business Resumption and Contingency Planning

For some services performed by Suppliers, due to the significance for our businesses or the types of activities that may be involved, we expect that the Supplier's business continuity and disaster recovery plans are developed, maintained and tested in accordance with applicable regulatory, contractual and service level requirements.

Outsourcing and Subcontracting

We recognize that outsourcing is a practice that Suppliers may use to promote innovation, fill resource gaps, and/or create operational efficiencies. We also recognize that Suppliers may need to use subcontractors in the performance of services. However, we expect Suppliers not to subcontract services they perform for us or outsource activities that directly impact the delivery of goods and services to us,

without our prior written approval. In situations where approval is given, it is important for us to know the locations of where the work will be performed and the parties involved in the provision of the services.

In addition, Suppliers must monitor the outsourcing or subcontracting arrangement to ensure it complies with the Suppliers' contractual obligations and with this Code, and provide evidence of such monitoring upon request.

Responsible Treatment of Individuals

Respect and Diversity

Suppliers must maintain workplaces characterized by professionalism, and respect for the dignity of every individual with whom their employees interact. Suppliers must respect the diversity of their employees, clients and others with whom they interact, including respect for differences such as gender, race, colour, age, disability, sexual orientation, ethnic origin and religion. Suppliers must not tolerate harassment, discrimination, violence, retaliation and other disrespectful and inappropriate behaviour.

Suppliers must respect the dignity of their own employees and others, adhere to principles of diversity and maintain a respectful workplace. See the link to our [Code of Conduct](#) under Governance Information.

Employment Practices

Suppliers must abide by applicable employment standards, labour, non-discrimination and human rights legislation. Where laws do not prohibit discrimination, or where they allow for differential treatment, we expect Suppliers to be committed to non-discrimination principles and not to operate in a way that differentiates unfairly.

Suppliers must be able to demonstrate that, in their workplaces:

- Child labour is not used.
- Discrimination and harassment are prohibited, including discrimination or harassment based on any characteristic protected by law.
- Employees are free to raise concerns and speak up without fear of reprisal.
- Appropriate and reasonable background screenings, including investigations for prior criminal activity, have been done to ensure the integrity and good character of the Supplier's Employees.
- Clear and uniformly applied employment standards are used that meet or exceed legal and regulatory requirements.

Health and Safety

We expect Suppliers to provide healthy and safe workplaces and comply with relevant health and safety laws. We expect Suppliers to provide all their employees with adequate information and instruction on health and safety concerns and to enable their employees to meet their responsibilities for the maintenance of a healthy and safe workplace.

Environment

We expect Suppliers to work with us to promote environmental sustainability. Suppliers are to assist in reducing our environmental footprint, conduct business in an environmentally responsible way, and offer environmentally responsible products and services. See our public policy - [RBC Environmental Blueprint](#)

Record keeping

Suppliers must not destroy our records that may be relevant to any pending or threatened legal or regulatory proceeding of which the Supplier becomes aware. Suppliers must maintain adequate internal records to ensure proper compliance with their obligations to us.

Code Compliance and Monitoring

We expect Suppliers to comply with this Code. For some services, because of their significance for our business and the type of activities they involve, we may require a Supplier to periodically confirm in writing to our Chief Procurement Officer, that they meet the requirements of this Code. In addition, we must be able to monitor and audit a Supplier's control environment.

Failure to comply with this Code may result in termination of a Supplier's relationship with us.

Appendix on Canadian Content

RBC is committed to a continued focus on Canadian jobs and prosperity in our Supplier arrangements and policies, balancing our desire to be both a successful business and a leading corporate citizen. Our business decisions are based on striking the right balance across all stakeholder groups – clients, employees, shareholders, and communities and in alignment with our values. As RBC enters into Supplier relationships, a key component of that decision is to ensure our Suppliers share and hold similar values and principles across their organizations.

In addition to complying with the Supplier Code of Conduct, RBC expects that Suppliers that provide services to RBC in Canada, which will support our commitment to focus on Canadian jobs and prosperity and meet these more specific standards. Failure to comply may result in termination of a Supplier's relationship with RBC.

1. Suppliers will not make any application, written or otherwise to any government body on behalf of RBC without RBC approval.
2. Suppliers will not hire foreign workers from outside of Canada when performing services on behalf of RBC, where a worker eligible to work in Canada is available and able to perform the service.
3. Suppliers will notify RBC immediately if they have been in breach of any Canadian Human Rights, employment standards (legal and regulatory) or immigration laws.
4. Suppliers will not implement any material change to the way services are provided to RBC that has an impact on the Suppliers' employees, without consulting RBC to ensure there is no breach of our policies and the Supplier Code of Conduct.
5. Suppliers will not sub-contract services without the specific written consent of RBC. To obtain consent Suppliers will be required to make available/disclose to RBC the specific contractual arrangement with the sub-contracted party.
6. Suppliers, by their action and in collaboration with RBC need to demonstrate that they continue to create investment and jobs in Canada in the provision of service to RBC.

To support our joint commitment to Canada, Suppliers may be asked to provide regular written confirmation to RBC's Chief Procurement Officer of their compliance to the Supplier Code of Conduct and this appendix.