

Minutes of the 151th annual meeting of common shareholders of Royal Bank of Canada

Toronto, April 8, 2020



The 151st annual meeting of common shareholders of Royal Bank of Canada was held via live webcast, broadcasted from Royal Bank of Canada, Royal Bank Plaza, Toronto, Ontario on Wednesday, April 8, 2020, at 9:30 a.m. (Eastern Time).

Quorum

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

Appointment of secretary and scrutineers

In accordance with the by-laws of the bank and as designated by the directors, Kathleen Taylor, chair of the board, acted as chair of the meeting and Karen McCarthy, senior vice-president, associate general counsel and secretary, acted as secretary of the meeting.

The chair called the meeting to order and, as authorized by the by-laws, appointed Joseph Chirico and Pina Pacifico, representatives of Computershare Trust Company of Canada, to act as scrutineers.

Introductory remarks

The chair acknowledged that the meeting was being held virtually due to the COVID-19 crisis, and confirmed that the bank's goal was to ensure that shareholders were able to fully participate in the meeting. The chair reflected on the uncertain and extraordinary circumstances taking place as a result of the COVID-19 crisis and how this is affecting the bank's clients, communities, colleagues and shareholders. She thanked the medical and public health workers, and all those on the front lines. She highlighted that, as the bank's stewards, the board continues to ensure the bank has the right strategy, risk management and talent to stay the course amidst these ongoing challenges. She highlighted the bank's commitment to continue to work alongside all levels of government and industry peers to help keep the economy resilient and strong, a role it has played for more than 150 years.

She commented on the appointment of Derek Neldner as chief executive officer and group head, RBC Capital Markets, and Christopher Knoess as chief administration officer, and she thanked retiring Group Executives, Doug McGregor and Jennifer Tory for their dedicated service to the bank. Finally, she reaffirmed the board's confidence in the bank's strength and strategic direction as well as its purpose-led approach which she indicated will help clients and communities emerge from this global challenge stronger than ever.

President and chief executive officer's report

David McKay, president and chief executive officer, addressed the meeting, describing the incredible challenges facing employees and clients, communities and the economy since the COVID-19 outbreak. As this crisis will very likely drive the economy into a recession, he stated that our national priority must be to help companies remain solvent and people employed. He described some of the financial relief programs that were put in place by the bank to help clients impacted by the outbreak as well as the measures taken to help employees adjusting to this new working environment. He highlighted the bank's commitment to support

communities during these difficult times, including through the RBC Future Launch program for young Canadians.

Mr. McKay noted that the bank is well-positioned to manage through the downturn and is focused on exiting this crisis stronger and being in a better position to serve clients in new and better ways. Finally, he reaffirmed the bank's commitment to help clients – including energy clients – and communities make the transition to a lower carbon economy and described the actions taken by the bank toward that goal.

(The secretary has retained with the records of the bank a copy of the president and chief executive officer's report to shareholders.)

Business of the meeting

Auditor's report, annual financial statements and management proxy circular

The chair introduced Samuel May of PriceWaterhouseCoopers LLP, the bank's auditor for the 2019 fiscal year. She noted that the shareholders had received the auditor's report and the financial statements.

The chair called for questions from shareholders on the financial statements. As there were no questions, the chair 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 2019 annual report, which includes management's discussion and analysis and a copy of the notice of meeting and management proxy circular.)

The secretary then 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 the votes cast on each matter would constitute approval of the matter.

Election of directors

The chair proceeded with the election of directors, indicating that the number of directors to be elected had been fixed by the board at 14. She also noted that two of the director nominees, Maryann Turcke and Frank Vettese, were standing for election for the first time.

The secretary read the names of the following individuals proposed for election as directors: Andrew A. Chisholm, Jacynthe Côté, Toos N. Daruvala, David F. Denison, Alice D. Laberge, Michael H. McCain, David McKay, Dr. Heather Munroe-Blum, Kathleen Taylor, Maryann Turcke, Bridget A. van Kralingen, Thierry Vandal, Frank Vettese and Jeffery Yabuki.

The secretary nominated each of these persons 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.

The chair called for questions or comments from shareholders. As there weren't any, she declared the nominations closed and put the motion to a vote.

Appointment of the auditor

The secretary moved a motion for the appointment of the auditor for the 2019 fiscal year:

RESOLVED that PricewaterhouseCoopers LLP be appointed auditor of the bank until the close of the next annual meeting of common shareholders.

The chair called for questions or comments from shareholders. As there weren't any, the chair put the motion to a vote.

Shareholder advisory vote on the approach to executive compensation

The chair introduced the shareholder advisory vote on the approach to executive compensation disclosed in the management proxy circular. She noted that, in considering the bank's approach to compensation in the future, the board would take into account the results of the vote, together with other feedback from shareholders. The secretary moved a motion for approval of the advisory resolution:

RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the board of directors that the shareholders accept the approach to executive compensation disclosed in the management proxy circular delivered in advance of the 2020 annual meeting of common shareholders.

The chair then called for questions or comments from shareholders. Willie Gagnon, from the Mouvement d'éducation et de défense des actionnaires (MÉDAC), commented on the fact that the bank refused to disclose the ratio it uses in its vertical analysis of its executive compensation policy and its calculation method.

The chair put the motion to a vote.

Shareholder proposals

The chair introduced the two shareholder proposals submitted by MÉDAC and set out in schedule A to the management proxy circular. As MÉDAC representatives were unable to present the proposals in person due to the virtual meeting format, the chair agreed to have each proposal moved on their behalf, and Mr. Lionel Zambeaux read statements provided by MÉDAC in support of their two proposals relating to, respectively: (1) competitiveness and privacy and (2) board diversity target.

The secretary moved a motion for the adoption of the two proposals submitted by MÉDAC.

The chair called for questions or comments from shareholders. As there weren't any, the chair put the shareholder proposals to a vote.

The chair announced that voting was closed.

Question period

The chair responded to a question related to how the organization of virtual shareholder meetings would differ in the normal course, and not in the context of a health crisis emergency.

Mr. McKay responded to a query regarding moratoriums granted to clients who are unable to pay their mortgages as a result of the COVID-19 pandemic. He answered a question regarding the bank's assessment of a particular industry and business relationships given potential human rights and reputational risks.

The chair responded to a question regarding the decrease in executive compensation in fiscal 2019.

Mr. McKay responded to a query related to the bank's short- and medium-term cash flows in view of the COVID-19 crisis. He also responded to several questions relating to the bank's dividend policy and payment of future dividends, as well as the results of capital adequacy stress testing. He responded to a question relating to the impact that the coronavirus pandemic might have on the bank's Future Launch Program. He also answered a question as to how the pandemic could affect the way the bank serves its clients once the situation returns to normal.

Finally, the chair responded to a question regarding the perceived conflict of interest resulting from the board and management supporting the advisory resolution on the approach to executive compensation.

Voting results

The secretary announced the preliminary voting results based on the scrutineers' report and advised that final voting results would be posted on the bank's website and on sedar.com. The preliminary voting results were shown during the live webcast.

On the election of directors, a substantial majority of the votes cast at the meeting were voted in favour of each of the 14 nominees named in the management proxy circular, as specified below:

Nominee	Votes for (%)	Votes withheld (%)	Nominee	Votes for (%)	Votes withheld (%)
Andrew A. Chisholm	99.80	0.20	Heather Munroe-Blum	99.67	0.33
Jacynthe Côté	99.79	0.21	Kathleen Taylor	97.69	2.31
Toos N. Daruvala	99.68	0.32	Maryann Turcke	99.77	0.23
David F. Denison	99.67	0.33	Bridget A. van Kralingen	99.57	0.43
Alice D. Laberge	98.48	1.52	Thierry Vandal	99.48	0.52
Michael H. McCain	94.22	5.78	Frank Vettese	99.81	0.19
David McKay	99.84	0.16	Jeffery W. Yabuki	99.48	0.52

On the other proposals, PricewaterhouseCoopers LLP was appointed as the auditor of the bank, the advisory vote on the approach to executive compensation was approved and the two shareholder proposals were defeated, as specified below:

Proposal	Votes for (%)	Votes withheld (%)
Appointment of the auditor	99.88	0.12
Advisory resolution on the approach to executive compensation	95.09	4.91
Shareholder proposal no. 1: Competitiveness and privacy	1.69	98.31
Shareholder proposal no. 2: Diversity target	7.11	92.89

(The secretary has retained with the records of the bank a copy of the scrutineers' report.)

Closing remarks and termination of meeting

On behalf of the board of directors and shareholders, the chair thanked the bank's employees for their dedication and commitment to serving clients in these extraordinary times. She also thanked Mr. McKay and the executive team for their values-led leadership and their commitment to helping clients thrive and communities prosper, particularly as Canada and the world cope with the Covid-19 crisis.

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

(signed) Kathleen Taylor
Chair of the Board

(signed) Karen McCarthy
Secretary