

# Annual meeting of common shareholders

April 8, 2021



## To all shareholders of Royal Bank of Canada

Welcome to the annual meeting of common shareholders (the “meeting”) of Royal Bank of Canada (the “bank”).

The meeting is an opportunity for us to connect with our shareholders, provide an overview of the past year and answer any questions. In light of COVID-19 and our commitment to the health and safety of our employees, shareholders and communities, the meeting is being held in a virtual-only format via a live webcast.

### Attendance

**Registered shareholders and proxyholders** – Registered shareholders and proxyholders (including non-registered (beneficial) shareholders who have appointed themselves as proxyholders) can register for the meeting when they connect to the webcast at <https://web.lumiagn.com/467409851> via the “Login” channel (the “Lumi platform”).

**Guests** - Non-registered (beneficial) shareholders who have not appointed themselves as proxyholder and any other people can attend the meeting as guests and register for the meeting when they connect to the webcast via the “Guest” channel on the Lumi platform.

The link to the webcast can also be found on our website at [rbc.com/investorrelations](http://rbc.com/investorrelations).

**Telephone** - People can also attend the meeting online via telephone (listen-only).

For more information on how to attend the meeting, please refer to pages 10 and 11 of the management proxy circular dated February 9, 2021 (the “proxy circular”).

### Meeting materials

The meeting materials, including the proxy circular, can be found online on the RBC website at [rbc.com/investorrelations](http://rbc.com/investorrelations); the website of our transfer agent, Computershare Trust Company of Canada (Computershare) at [www.envisionreports.com/RBC2021](http://www.envisionreports.com/RBC2021); SEDAR at [sedar.com](http://sedar.com); and EDGAR at [sec.gov/edgar.shtml](http://sec.gov/edgar.shtml).

### Additional information

For any question about joining or attending the meeting or about voting procedures, please refer to the Virtual AGM User Guide published by Computershare and which is available on our website at [rbc.com/investorrelations](http://rbc.com/investorrelations).

For live technical assistance during the meeting, please contact Computershare at 1-866-586-7635 (Canada/U.S.) or 514-982-7555 (International).

## Meeting agenda

1. Call to order and other preliminary matters
2. President and chief executive officer’s remarks
3. Annual financial statements and auditor’s report
4. Election of directors
5. Appointment of auditor
6. Shareholder advisory vote on approach to executive compensation
7. Shareholder proposals
8. Other business – Shareholders’ questions
9. Preliminary voting results, closing comments and termination of meeting

# Rules of conduct

By attending the meeting, each person agrees to abide by the following rules of conduct.

## Business of the meeting

The business matters to be conducted at the meeting are set forth in the notice of annual meeting of common shareholders and in the proxy circular.

## Voting

Only registered shareholders and proxyholders will be able to submit their votes by virtual ballot at the meeting.

Non-registered (beneficial) shareholders may not participate in the virtual vote at the meeting unless they have appointed themselves or a person to represent them as proxyholder and have also registered with Computershare.

The chair of the meeting will indicate the time of opening and closure of the voting. Voting options will be visible on your screen.

It is important that you are connected at all times during the meeting in order to vote when balloting commences. Please ensure that your Internet connection is adequate throughout the meeting.

## Questions

Registered shareholders, non-registered (beneficial) shareholders or their proxyholders who have duly identified themselves may ask questions via the Lumi platform during the meeting.

Questions may be submitted as follows:

- **In writing:** Questions may be submitted in writing by using the “Ask a Question” dialog box on the Lumi platform. Type your full name, whether you are a shareholder or proxyholder, the control number listed on your form of proxy or voting instruction form and your question. Then click the send button.

A bank representative will read them at the appropriate time. It is recommended to submit questions as soon as possible during the meeting so they can be addressed in a timely manner.

Questions submitted prior to the meeting via email to the secretary of the bank will also be addressed during the meeting.

- **Live audio:** Questions may be asked via live audio. Type your phone number, your full name, whether you are a shareholder or a proxyholder and the control number listed on your form of proxy or voting instruction form in the “Ask a Question” dialog box on the Lumi platform. Please also include the general subject matter of your question if it relates to one of the matters of business, in order for you to ask your question at the appropriate time during the meeting. Then click on the send button. A Lumi representative will dial you in the meeting.

It is recommended that you forward your telephone number as soon as possible so that you may be reached in a timely matter.

Please note that your telephone number will remain confidential and will not be shared with other meeting participants.

Questions related to the matters of business matters will be addressed during the meeting, at the time such matter is being discussed. Other questions will be addressed during the question period at the end of the meeting.

In order to give all registered and non-registered (beneficial) shareholders or proxyholders the opportunity to participate and ask questions, please only ask one question at a time and speak for no more than three minutes. You can then re-queue if you have another question.

Questions may be submitted in either English or French.

## Chair of the meeting

The chair of the meeting has broad authority to conduct the meeting in an orderly manner.

The chair has the discretion to control the amount of time spent on each question and to reject questions deemed inappropriate, including any questions that are not related to the bank's business, concern an issue before the court, are defamatory, relate to personal grievances or repeat in substance a question or discussion that has already been addressed during the meeting. Written questions on the same topic or theme may be grouped, summarized and addressed at the same time.

If your question relates to a personal matter, an RBC representative will contact you after the meeting.

Questions that cannot be answered during the meeting due to time constraints or technical difficulties will be responded to in writing after the meeting.

## Shareholder proposals

In accordance with the *Bank Act* (Canada), a shareholder whose proposal is included in the proxy circular must present it personally, or through their proxyholder.

## Recording the meeting

Any recording (visual or audio) of the meeting is prohibited. A recording of the webcast will be available online after the meeting on the bank's website at [rbc.com/investorrelations](http://rbc.com/investorrelations) until the next annual meeting of shareholders.